



# WORLD CLASS PRODUCT | WORLD CLASS BRAND



ANNUAL REPORT 2019  
CARABAO GROUP PCL.

## OUR VISION

# WORLD CLASS PRODUCT, WORLD CLASS BRAND

## OUR MISSION

- 1. People:** Develop our people with good attitude, willingness to learn, innovation, accountability
- 2. Work System:** Execute with concise and international standard work system
- 3. Organization & Management:** Operate with clear objective and understandable responsibility, proper organization structure, and project-based approach
- 4. Technology:** Embed technology and innovation in our processes through production, management, sustainability development
- 5. Product:** Produce quality and well-known world class product
- 6. Brand:** Be wealthy and modern world class brand
- 7. Corporate Image:** Be known as world class organization with good governance and social responsibility

## OUR GOAL

**Ranked no. 1 in Thailand within 1 year (2020)**

**Ranked no.1 in ASEAN within 3 years (2022)**

**Ranked no.1 in ASIA within 5 years (2024)**





# CONTENTS

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Vision Mission Goal	2
Message from Chairman	5
Board of Directors	6
Financial Highlights	13
General Information	16
Corporate History and Development	24
Risk Factors	29
Nature of Business Operations and Product Descriptions	34
Information on the Securities and Shareholders	54
Dividend Policy	58
Management Structure	60
Corporate Governance Policies	78
Nomination and Appointment of Directors and Top-Level Executives	90
Sustainable Development Report	96
Internal Control & Risk Management	106
Report of the Audit Committee	108
Report of the Nomination and Remuneration Committee	111
Report of the Risk Management Committee	112
Related Party Transactions	113
Financial Position and Financial Performance	124
Report and Consolidated Financial Statements	134

# MESSAGE FROM CHAIRMAN

The Company rose to challenges getting through the stage of volatilities that resulted among other things from the intense issue of international trades between the US and China, the Chinese policies written counter to economic slowdown and quite a series of disruptive technologies globally. The Thai economy was set to grow by 2.4% in 2019 versus 4.1% a year ago. Despite what have just been witnessed from the outside, the Company was managed to expand, both locally and overseas, reporting net profits attributed to the owner of THB 2,506 million in 2019, up by THB 1,348 million or 116.3% from the corresponding period last year.

Drought ruining the crops in the country and major economies struggling against the COVID-19 outbreak lie ahead and have impacts all over the places, the Company is poised to take our sales to the next level moving into 2020. Key drivers rest with our strong footprints outside Thailand, which are over time strengthened by our continuous efforts to create brand awareness for CARABAO under the vision "World Class Product, World Class Brand", thanks in large part to the renowned football marketing platform i.e. our sponsorships with EFL ("CARABAO CUP") and CFC activated with over 1,000 million fans resided not only in the United Kingdom and the European countries but also anywhere else globally. Our brand in this connection is proven to be made increasingly aware, and likewise our corporate image, getting up the ladder to the top of mind as always intended.

The subject of sustainability development is high on the agenda, being reflected in the Company's strategic objectives number 2 i.e. becoming a modern organization with technologies built into the surface of management and infrastructure. Key results in relation to human resources are core skill developments and preparations in terms of system, process, structure, technology and ability to adapt quickly for extended business activities, both locally and internationally, in the future. The Company aims to make stronger supply chain and innovation management as an effective means to shaping the edge over competitions. Our customers, business partners and all stakeholders shall benefit from quality products that feature world class standards and promote sustainability in the area of economy i.e. lifetime partnership with our brand to share success in the long run, society i.e. knowledge sharing, support to the youth, regular events to promote quality of life namely sports, music and career skills as well as environmentally friendly productions to ensure safety and reused materials by and large for people and the country.

On behalf of the board of directors, I would like to take this opportunity to express our statement of appreciation to each and every one of our management and employees for their contributions and hard works in compliance with our code of ethics and corporate governance for the benefits of leading the Company to more success going forward. I wish you all living great wellness in years to come.



MR. SATHIEN SETTHASIT  
Chairman of the Board of Directors  
CARABAO GROUP PUBLIC COMPANY LIMITED



# WORLD CLASS LEADERS

6

## BOARD OF DIRECTORS



1

### MR. SATHIEN SETTHASIT

Chairman of the board of directors

Chairman of the Numeration and Remuneration Committee

Chairman of the Executive Committee



2

**MISS NUTCHAMAI THANOMBOONCHAROEN**

Vice Chairman of the board of directors  
Member of the Numeration and Remuneration Committee  
Vice Chairman of the Risk Management Committee  
Vice Chairman of the executive committee

3

**MR. YUENYONG OPAKUL**

Member of the board of directors

# BOARD OF DIRECTORS



4

**MR. KAMOLDIST  
SMUTHKOCHEORN**

Member of the board of directors  
Member of the Risk Management  
Committee



5

**MR. ROMTHAM SETTHASIT**

Member of the board of directors



6

**MRS. SAOWANEE  
KAMOLBUTR**

Member of the board of directors  
Chairman of the Audit Committee  
Vice Chairman of the Numeration  
and Remuneration Committee  
Chairman of the Risk Management  
Committee



7

**MISS URAWEE  
NGOWROONGRUENG**

Member of the board of directors  
Member of the Audit Committee

8



### **MR. KANIT PATSAMAN**

Member of the board of directors  
Member of the Audit Committee  
Member of the Numeration  
and Remuneration Committee  
Member of the Risk Management  
Committee

**8**



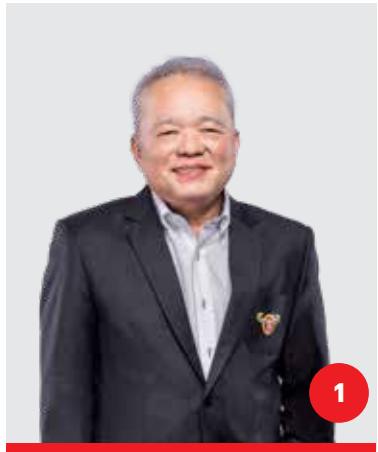
### **GENERAL SIRIPONGS VONGSKUNTI**

Member of the board of directors

**9**

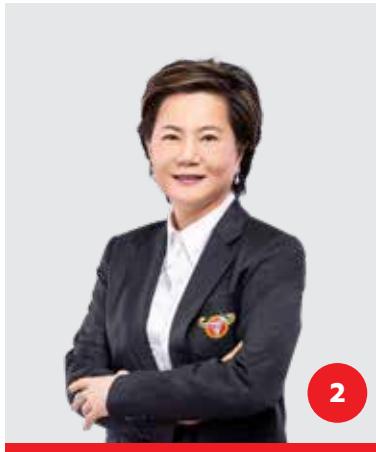
**9**

## Executive Committee



**MR. SATHIEN SETTHASIT**

Chairman  
of Executive Committee



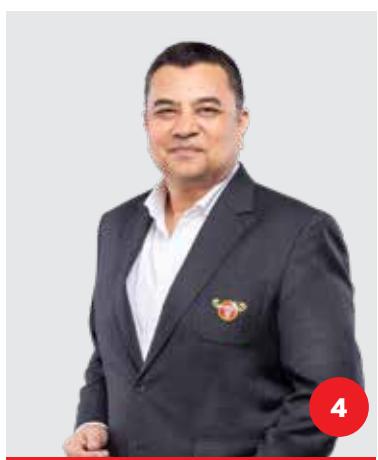
**MISS NUTCHAMAI  
THANOMBOONCHAROEN**

Vice Chairman  
of Executive Committee



**MRS. WONGDAO  
THANOMBOONCHAROEN**

Member of Executive Committee



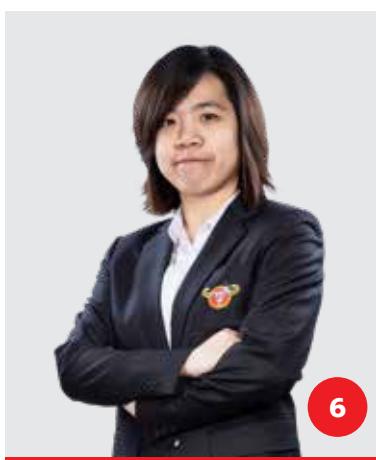
**MR. KAMOLDIST  
SMUTHKOCHORN**

Member of Executive Committee



**MR. PONGSARN  
KLONGWATHANAKITH**

Member of Executive Committee



**MISS TIENTHAM SETTHASIT**

Member of Executive Committee

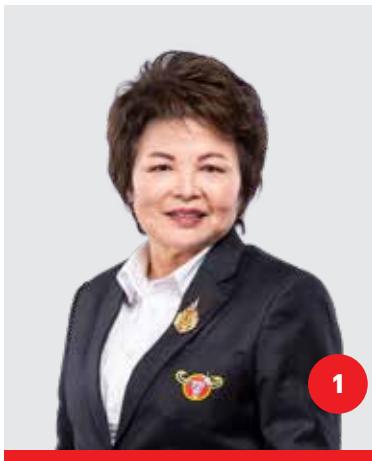


**MRS. SANTANA CHUNNEAM**

Member of Executive Committee

## Audit Committee

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**MRS. SAOWANEE KAMOLBUTR**  
Chairman of Audit Committee  
(Independent Director)



**MISS URAWEE NGOWROONGRUENG**  
Member of Audit Committee  
(Independent Director)



**MR. KANIT PATSAMAN**  
Member of Audit Committee  
(Independent Director)

## Risk Management Committee

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### 1. MRS. SAOWANEE KAMOLBUTR

Chairman of Risk Management Committee

### 2. MISS NUTCHAMAI THANOMBOONCHAROEN

Vice Chairman of Risk Management Committee

### 3. MR. KANIT PATSAMAN

Member of Risk Management Committee

### 4. MR. KAMOLDIST SMUTHKOCHORN

Member of Risk Management Committee

### 5. MISS TIENTHAM SETTHASIT

Member of Risk Management Committee

### 6. MR. PONGSARN KLONGWATHANAKITH

Member of Risk Management Committee

### 7. MR. ANUPONG PONGSUWANNA

Member of Risk Management Committee

### 8. MRS. SANTANA CHUNNEAM

Member of Risk Management Committee

## Management

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11

WORLD CLASS  
BRAND

### 1. MR. SATHIEN SETTHASIT

Chief Executive Officer

### 2. MISS NUTCHAMAI THANOMBOONCHAROEN

Managing Director

### 3. MR. YUENYONG OPAKUL

Senior Deputy Managing Director

### 4. MR. KAMOLDIST SMUTHKOCHORN

Deputy Managing Director

### 5. MR. ROMTHAM SETTHASIT

Deputy Managing Director

### 6. MR. PONGSARN KLONGWATHANAKITH

Chief Financial Officer

# FINANCIAL HIGHLIGHTS

12

WORLD CLASS  
PRODUCT



## FINANCIAL HIGHLIGHT



Net profits to  
Shareholders  
**▲ 116.3%**



Thai energy drink  
market growth rate  
**▲ 5.8%**



Market Share  
**22.6%**

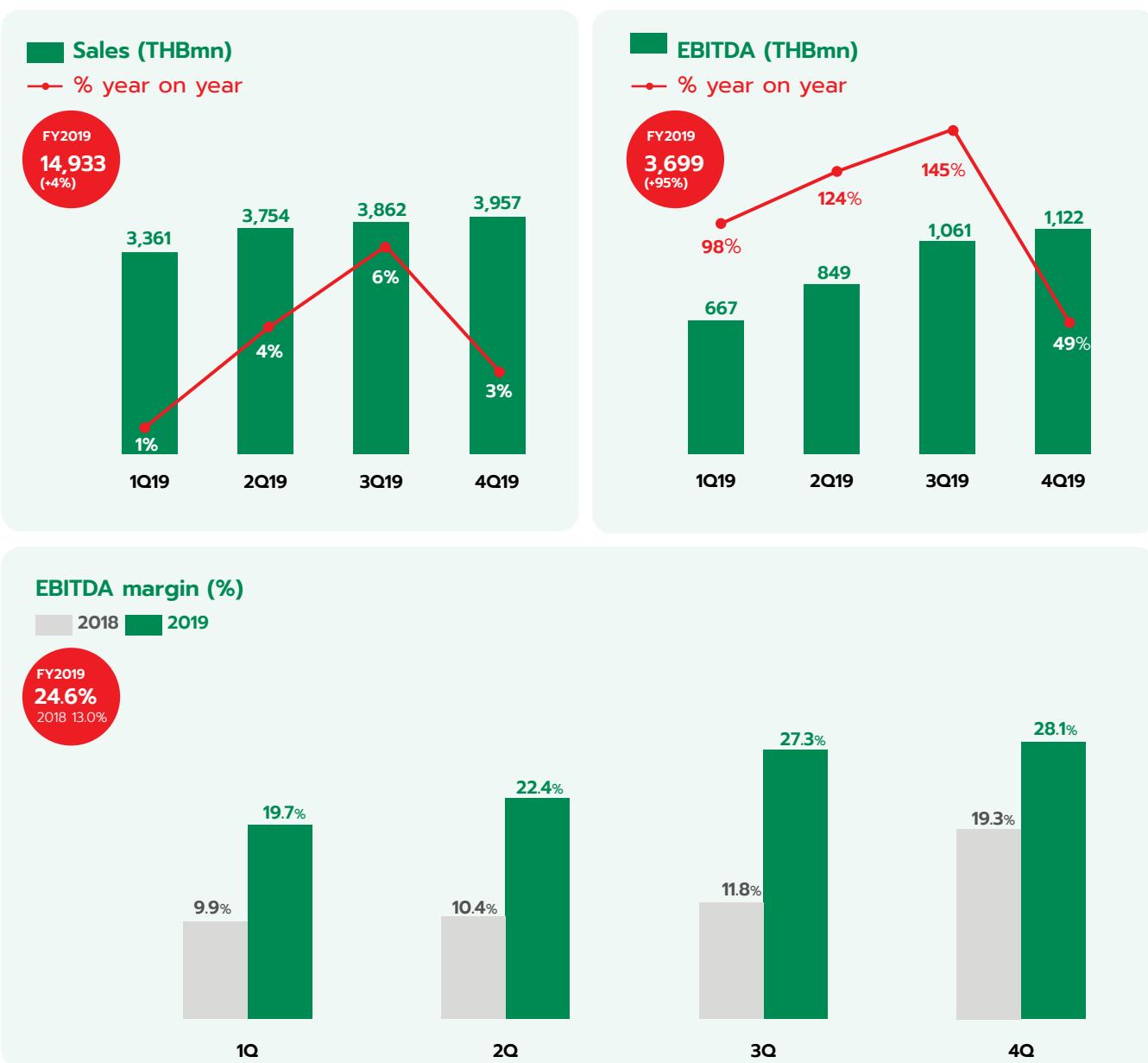


Sales Revenue  
**▲ 3.5%**

In 2019, sales revenue were THB 14,933 million, increased by THB 511 million or 3.5 percent, driven by (1) overseas business particularly in existing export markets ranging from countries in CLMV, Afghanistan to Yemen and (2) distribution of 3<sup>rd</sup> party's products, which contributed positive growth continually.

The Company's net profits were THB 2,468 million, jumped by THB 1,508 million or 157.0 percent, whereby the net profits to shareholders were THB 2,506 million, rose by THB 1,348 million or 116.3 percent, as a result of improving overall gross profit margins and strict policy to control marketing and selling spending of ICUK which successfully made ICUK has less operating loss at GBP 12.6 million for the year, from GBP 27.1 million in 2018.

### Sales revenue and profitability of the Company improved quarter throughout the year 2019 amid the wild and highly competitive settings



Domestic energy drink market in 2019 posted a volume growth of 5.8 percent according to the market survey data of Nielsen (Thailand) while Carabao Dang energy drink possessed 22.6 percent volume share, ranking the second largest in the market. The market remains competitive from both direct competitors who have similar product qualifications and same target group, and indirect competitors who offer alternative drinks in the different target markets. The Company, nonetheless, still places emphasize on growing market share of Carabao Dang to become the leading brand in Thailand driven by strong brand awareness and collaborative strategy between sales systems, corporate communication in both online and offline, on-ground marketing activities, as well as network of retailers, and thanks to over 1,500 personnel in on-ground marketing teams and cash van sales force, in order to retain trust among consumers, bring in new targets and develop into a tool for any new product launch in the future.

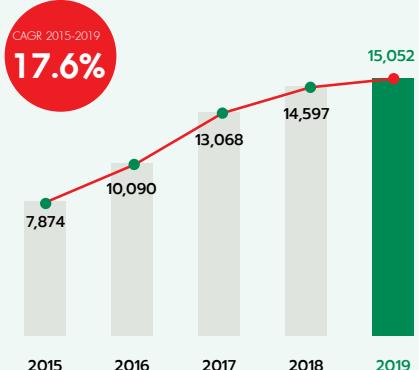
For overseas market, the Company anticipates a pleasant growth in the future driven by a strategy to share the Company's expertise in building consumers of energy drinks to potential importers/ distributors to build trust and encourage them to invest in marketing and selling spending to extend the brand awareness and expand points of sales for Carabao's products in each country so that distributors grow together with Carabao brand. The next focus for the Company's business are countries in ASEAN and others in ASIA.

The Company believes that the larger the business size is, the better its gross profit margins shall be driven by the supply chain management. An example could be seen in 2019 when the Company had successfully raised its position in cost competitiveness by jointly establishing the aluminum can production plant with a Japanese partner, SHOWA DENKO Group, who has expertise in manufacturing aluminum cans, and commencing the operation in December 2018, which caused packaging cost for its canned products much lower quarter by quarter in parallel to the increase of quarterly utilization rate, therefore, overall gross profit margin improved.

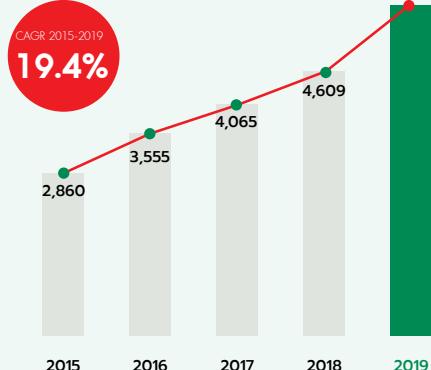
Financial position of the Company was stronger due to increasing revenue, gross profit margins, and operating cash flows, thus, lower its debt-to-equity ratio according to the financial policy. The ratio of return on equities in 2019 also increased sharply to 30.7 percent from 13.4 percent last year.

## 5-Year Comparative Financial Statistics

**Total revenues (THBmn)**



**Gross profits (THBmn)**



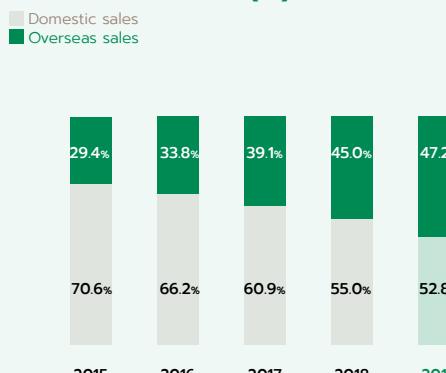
**Net profit to shareholders (THBmn)**



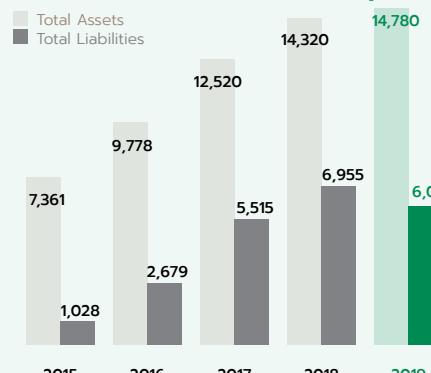
**Return on equity and Return on asset**



**Sales contribution (%)**



**Total Assets and Total Liabilities (THBmn)**



# GENERAL INFORMATION

## Issuer

### Carabao Group Public Company Limited ("the Company" or "CBG")

Type of business	Engage as a holding company of domestic and overseas subsidiaries that (i) operate vertically integrated business activities of manufacturing, marketing, selling and distributing energy drinks under Carabao Dang and Carabao trademarks, electrolyte drinks under Carabao Sport trademark, and other beverages under the Company's trademark including drinking water, 3-in-1 coffee and ready-to-drink (RTD) coffee, and (ii) act as a distributor for consumer products of 3rd parties in both food and non-food categories
Principle place of business	393, 393 Silom Building, 7 <sup>th</sup> - 10 <sup>th</sup> floor, Silom Road, Silom, Bangrak, Bangkok 10500 Thailand
Company registration number	0107557000268
Website	www.carabaogroup.com
Telephone	02-636-6111
Fax	02-636-7951
Securities Class	Ordinary Share
Registered capital (Baht)	1,000,000,000 at par value of Baht 1.00 per share, as of 31 December 2019

16

WORLD CLASS  
PRODUCT

## The Company's subsidiaries as of December 31, 2019

### 1. Carabao Tawandang Co., Ltd ("CBD")

Type of business	Principally engage in manufacturing, marketing, and selling energy drinks under Carabao Dang and Carabao trademarks, electrolyte drinks under Carabao Sport trademark, and other beverages the Company plans to product and sell in the future
Principle place of business	393, 393 Silom Building, 7 <sup>th</sup> - 10 <sup>th</sup> floor, Silom Road, Silom, Bangrak, Bangkok 10500 Thailand
Company registration number	0105544081165
Securities Class	Ordinary Share
Registered capital	Baht 300,000,000, as of 31 December 2019
Number of shares (Shares)	3,000,000
CBG's shareholding (Shares)	2,999,990
Shareholding percentage	99.99%



## 2. Tawandang DCM Co., Ltd. ("DCM")

Type of business	Principally engage in managing domestic distribution of the Company's products, including branded products by our own manufacture, branded products by 3 <sup>rd</sup> party manufacture, and 3rd-party products for distribution through both traditional trade systems, via multi-tiered agent and our cash vans, and modern trade channels
Principle place of business	393, 393 Silom Building, 7 <sup>th</sup> - 10 <sup>th</sup> floor, Silom Road, Silom, Bangrak, Bangkok 10500 Thailand
Company registration number	0105555092457
Securities Class	Ordinary Share
Registered capital	Baht 100,000,000, as of 31 December 2019
Number of shares (Shares)	1,000,000
CBG's shareholding (Shares)	999,980
Shareholding percentage	99.99%

## 3. Asia Pacific Glass Co., Ltd. ("APG")

Type of business	Principally engage in manufacturing and procuring glass bottles as packaging materials for energy drinks and other beverages
Principle place of business	393, 393 Silom Building, 7 <sup>th</sup> - 10 <sup>th</sup> floor, Silom Road, Silom, Bangrak, Bangkok 10500 Thailand
Company registration number	0105548125787
Securities Class	Ordinary Share
Registered capital	Baht 1,300,000,000 as of 31 December 2019
Number of shares (Shares)	13,000,000
CBG's shareholding (Shares)	12,999,980
Shareholding percentage	99.99%

## 4. Asia Can Manufacturing Co., Ltd. ("ACM")

Type of business	Principally engage in manufacturing and procuring aluminum cans as packaging material for energy drinks and other beverages which is a joint-venture between CBG and SHOWA DENKO Group, an unrelated Japanese business partner
Principle place of business	393, 393 Silom Building, 7 <sup>th</sup> - 10 <sup>th</sup> floor, Silom Road, Silom, Bangrak, Bangkok 10500 Thailand
Company registration number	0105560097232
Securities Class	Ordinary Share
Registered capital	Baht 700,000,000 as of 31 December 2019
Number of shares (Shares)	7,000,000
CBG's shareholding (Shares)	5,180,000
Shareholding percentage	74.00%
Other information	renamed from Asia Pacific Can Co., Ltd in December 2017



## 5. INTERCARABAO LIMITED ("ICUK")

Type of business	Principally engage in marketing, sales and distribution of energy drinks under Carabao trademark in the United Kingdom and other countries outside Asia
Principle place of business	Aquis House, Level 1, 49-51 Blagrave Street, Reading, Berkshire, RG1 1PL, United Kingdom
Company registration number	09557445
Securities Class	Ordinary Share
Registered capital	GBP 74,600,000, as of 31 December 2019
Shareholding percentage	100% held by CVHLUX
Other information	Registered capital increased to GBP 80,600,000 shares in February 2020 with reference to resolutions of the Company's Director Meeting No.5/2019 on 19 December 2019

## 6. CARABAO HOLDINGS (HONG KONG) LIMITED ("CHHK")

Type of business	Principally engage as an overseas holding company for the Company
Principle place of business	LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG
Company registration number	2423613
Securities Class	Ordinary Share
Registered capital	USD 85,898,943 as of 31 December 2019
Shareholding percentage	100% held by the Company
Other information	Registered capital increased to USD 89,778,243 in February 2020 with reference to resolutions of the Company's Director Meeting No.5/2019 on 19 December 2019

## 7. CARABAO VENTURE HOLDINGS (LUXEMBOURG) LIMITED S.À.R.L. ("CVHLUX")

Type of business	Principally engage as an overseas holding company which is a joint-venture between CHHK, Intercarabao Private Limited ("ICSG") an unrelated Singaporean business partner, and Northend Investment Limited ("NIHK") a holding company of which ultimate beneficial owner is Mr. Sathien Setthasit, with 84.31%, 6.05% and 9.64% shareholding, respectively, in the registered and paid capital as of 31 December 2019
Principle place of business	68-70 Boulevard de la Petrusse, L-2320 Luxembourg, Grand Duchy of Luxembourg
Company registration number	B20952
Securities Class	Ordinary Share
Registered Capital	EUR 62,308,565 as of 31 December 2019
Shareholding percentage	84.31% held by CHHK
Other information	CHHK's stake holding in CVHLUX increased to 84.3% from 51.0% since January 2018 with reference to the Change of overseas subsidiaries' capital structure transaction

## 8. CARABAO TRADING (HONG KONG) LIMITED ("CTHK")

Type of business	Principally engage as an international trading company
Principle place of business	LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG
Company registration number	2448031
Securities Class	Ordinary Share
Registered capital	USD 50,000
Shareholding percentage	100% held by the Company

## Securities Registration

Thailand Securities Depository Co., Ltd.  
62 The Stock Exchange of Thailand Building  
Level 4<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup> Rajadapisek Road, Klongtoey, Bangkok 10110  
Thailand  
Phone: +66 2009 9999

## Auditor

EY OFFICE COMPANY LIMITED  
33rd floor, Lake Rajada Office Complex  
193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Thailand  
Phone: +66 2264 9090

## Lawyer

Baker & McKenzie Ltd.  
990 Abdulrahim Place Rama IV Road, Bangkok 10500 Thailand  
Phone: +66 2636 2000

## Bond Registrar and Bond Holders' Representative

Bangkok Bank Public Company Limited  
333 Silom Road, Silom, Bangrak, Bangkok 10500 Thailand  
Phone: +66 2230 1478 (Bond Registrar)  
Phone: +66 2230 1894 (Bond Holders' Representative)

## Investor Relations

Ms Menisa Aramroongroj  
393, 393 Silom Building, 7<sup>th</sup> - 10<sup>th</sup> floor, Silom Road, Silom, Bangrak,  
Bangkok 10500 Thailand  
Phone: +66 2636 6111 ext. 882  
E-mail: IR@carabao-group.com

## KEY TIMELINE



### 1 First launch

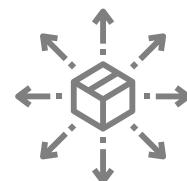
Carabao Dang was launched in Thai market in October 2012



2

### No. 1 Challenger

within 18 months after the launch, become the first challenger of the local energy drink market



3

### Export

exporting the finished goods to 15 countries



4

### Established DCM

as a distributor for the Group

5

### A.P.G Established APG

as a manufacturer and procurer of glass bottles



6

### Sport drink

first launched sport drink under brand Start Plus in 2014, then renamed to Carabao Sport in 2018



The Stock Exchange of Thailand

7

### Listing on the Stock Exchange

in November 2014 Carabao Group began trading in Stock Exchange of Thailand



8

### Established own DCs and cash van fleet

started establishing own distribution centers in 2015 with a target to cover over 300,000 retail shops in Thailand

9



### **CBG invested in ICUK**

carbonated Carabao energy drinks were firstly marketed in the UK in 2016

10



### **CHELSEA OFFICIAL PARTNER**

become a principal partner sponsor of Chelsea Football Club in 2016

11



### **Carabao Drinking Water**

first launched in 2016

12

### **A.C.M.**

as a manufacturer of aluminum cans under a joint venture agreement with SHOWA DENKO Group in March 2017

13



### **Carabao Coffee**

first launch of Carabao instant coffee and ready-to-drink coffee in 2016

14



### **CARABAO CUP**

signed sponsorship of the EFL Cup in 2017; the league has been named CARABAO CUP

15



### **CARABAO**

officially launched Carabao energy drink in China market in 2017

16



### **CARABAO CAN**

first launched CARABAO GREEN APPLE (CAN) in Thailand in June 2018

## Major developments of the company

**2002**

First commercial production of energy drink under Carabao Dang brand at Bangbo district, amutprakan province with installed capacity of 275 million bottles per year



1

**2012**

Establishment of DCM



2

**2013**

Expanded production capacity from 548 million bottles to 850 million bottles per year



3

**2014**

First commercial operation of APG to produce amber-glass bottles with installed capacity of 650 million bottles per year



4

**2014**

Launched sport drink under Start Plus brand in domestic market



5

**2014**

Received Best Equity Deal of The Year in Southeast Asia from the 8th Annual Alpha Southeast Asia Deal and Solution Awards 2014



6

**2015**

Established own distribution centers and cash van fleet



7

**2015**

Initially signed a contract as one of the three principal partners of Chelsea Football Club for three seasons starting from the 2016/2017 match



8

**2016**

Established 30 distribution centers and 337 cash vans by year end



9

**2016**

CVHLUX signed a sponsorship agreement for the English Football League (EFL) for three seasons starting from the league in 2017/2018.



10

**2017**

Entered into a joint venture agreement with SHOWA DENKO Group to establish a manufacturing plant to product aluminum cans with installed capacity at 1,000 million cans per year



11

**2017**

New vertically - integrated manufacturing complex started operations at Bangpakong, Chachoengsao for better management over the supply chain



12

**2018**

First time issued and offered debentures at the issue rating of "A-" with "Stable" outlook by Tris Rating Company Limited



13

**2018**

Granted Superior Taste Awards in 2018 by International Taste & Quality Institute (iTQi) for the carbonated energy drink under Carabao brand in original, green apple, and green apple sugar free flavours.



14

**2018**

Launched the carbonated Carabao energy drink in green apple flavour as part of strategy to complement and freshen up the image of Carabao brand domestically.



15

**2019**

Carabao Green Apple - reshaped for domestic market and first launched in CLMV to capture younger consumers



16

# CORPORATE HISTORY AND DEVELOPMENT



24

WORLD CLASS  
PRODUCT

## 2002

- Establishment of CBD by a joint investment between Mr. Sathien Setthasit, Ms. Nutchamai Thanombooncharoen and Mr. Yuenyong Opakul (Add Carabao) to conduct business in manufacturing, marketing, and selling energy drinks.
- The manufacturing plant of energy drinks at Bangbo district, Samutprakan started its commercial operation with the installed capacity of 275 million bottles per year and launched the energy drink domestically under the brand "Carabao Dang".

## 2012

- Establishment of DCM to manage the sales of CBD's products.
- Establishment of APG to conduct business in manufacturing and procuring glass bottles as packaging.

## 2013

- CBD expanded its installed capacity to 850 million bottles per year.
- Located at Bangpakong district, Chachoengsao, APG's factory to produce glass bottles started its commercial operation with the installed capacity of 310 tonnes of glass per day or equivalent to the amber-glass bottles of "Carabao Dang" brand at 650 million bottle per year
- Established CBG as a holding company and restructured to incorporate the 3 subsidiaries under the company's holdings.

## 2014

- CBD launched sports drinks in Thailand under the brand "Start Plus"
- CBG turned public and renamed to "Carabao Group Public Company Limited".
- On 21 November, CBG listed on Stock Exchange of Thailand (SET) for the first time under the ticker "CBG" by offering 250 million shares for sales at the IPO price of 28 Baht per share for the issue size of 7 billion Baht.
- Received Best Equity Deal of The Year in Southeast Asia award from the 8th Annual Alpha Southeast Asia Deal and Solution Awards 2014.

25

WORLD CLASS  
BRAND

## 2015

- CBG was incorporated into the calculation of MSCI GLOBAL SMALL CAP INDEXES and SET50 index by Morgan Stanley Capital International (MSCI) and the Stock Exchange of Thailand (SET), respectively, for the first time.
- Entered into a contract as one of the three principal partners of Chelsea Football Club (CFC), together with sports brand like Adidas and tire brand Yokohama, for 3 seasons starting from the 2016/2017 to 2018/2019 seasons which lifted the Carabao trademark to be recognized worldwide aligning to the company's strategy to increase overseas sales revenue.
- DCM established its own distribution centers and cash van fleet, which by the end of 2015, 9 distribution centers were opened in prime trade provinces.

## 2016

- CBD initiated the capacity expansion project for a new factory and investment in machines of 2 new canning lines at Bangpakong district, Chachoengsao in pursuant to the Executive Committee's meeting on 11 August 2016
- APG initiated the capacity expansion project for a new factory equipped with new production line of glass bottles manufacturing in pursuant to the Executive Committee's meeting on 11 August 2016.
- CBG and ICSG made a joint venture to invest in shares of ICUK, a company principally engaged in marketing, selling and distribution of energy drink under the brand Carabao for the market in the United Kingdom and other countries outside Asia, with the percentage holdings both directly and indirectly at 51.0% and 49% respectively, according to the results of the Executive Committee's meeting on 11 August 2016. The company invested indirectly through the two newly established subsidiaries, namely CHHK and CVHLUX.
- CVHLUX signed as a sponsor of the English Football League (EFL) cup in England for 3 seasons starting from 2017/2018 to 2019/2020 as a part of marketing strategy aimed to inherit the success connection of the product in both quality and image to a leading international football competition and team.
- 30 distribution centers established with 337 cash vans in total at the end of 2016.

## 2017

- CBD initiated the project for a new bottling factory and invested in machines of 2 new bottling lines at Bangpakong district, Chachoengsao in pursuant to the Executive Committee's meeting on 22 April 2017.
- signed a joint venture contract with DAI GROUP according to the approval of the company's board meeting on 22 April 2017 to establish joint venture companies overseas. The aim was to conduct business in marketing, selling, and distributing energy drinks and other drinks under the brand Carabao and/or any other brands developed or acquired by the joint venture company for the market in Greater China including Hong Kong, Macao, Taiwan, and China with the ratio of stock holding at 47% and 48% respectively. The other 5% shareholdings in the joint venture belonged to Chinese executive officers who were knowledgeable, talented, and experienced in management, marketing, sales, and distribution for energy drinks under the product brand that had been leading the Chinese market for more than 20 years ("The Investment Project for Conducting Business in Greater China").
- Business plans and budget estimates of the project had been lifted up substantially from policy of focused marketing in selective cities to an aggressive marketing strategy which had target groups all over China or mass marketing which required a substantial amount of capital for the budget in marketing and promoting. The company believed that the enhanced business plans can increase the business success rate by increasing sales at high growth rate and decent yield on investment in the long term. In case of the company's decision in investing in the project, the company will run the risk of realizing loss as proportionated to the stakeholdings in the joint venture which may substantially affect the performance and financial position of the company as a whole during the first 4-5 years of operating under the project.
- Hence, the company's board meeting on 25 April 2017 approved the pulling out from investing in the project, at the same time the major shareholders of the company namely Mr. Sathien Setthasit and Ms. Nutchamai Thanombooncharoen and Mr. Yuenyong Opakul and those involved (called together as "the major shareholders") notified that they wished to establish a new company to invest by holding stocks in project in the company's place ("HOLDING SPV"). The major shareholders will hold no less than half of the stocks from the registered capital of HOLDING SPV. Meanwhile, the company still hold the financial benefits from the projects, which could be summarized as
  - BD gained the benefits of manufacturing and exporting energy drinks under the brand Carabao to the joint venture for marketing, sales, and distribution to consumers in Greater China under the contract signed by CBD and the joint venture indicating specified scope of duties and rights of the joint venture in being the sole distributor of the energy drinks under the brand Carabao in Greater China.
  - The company might consider to invest in the joint venture in the future as the company has the rights to buy all of the stocks in HOLING SPV ("stocks involved") under the terms and conditions stated in the Rights to Purchase Agreement including but not exclusive to (1) exercising the rights to purchase stocks at any time if the company deems the performance of the joint venture to be appropriate. The company may consider several factors involved such as the ability to achieve annual budgeting targets, the sales volume growth, and earnings before interests, income tax, depreciation, and amortization (EBITDA) as well as business plans and competitive landscape of the time in the future and (2) the pricing for stocks involved based on the basis of fair value to be assessed by independent financial advisors in the list of authorized persons by the Securities and Exchange Commission (SEC).
  - These involvements shall be treated as other regular business transactions under the price and conditions as entrepreneurs in the same manners offered to regular people, in other words, on an arm's length basis. Furthermore, the company did not need to run the risk of consolidating the performance of the joint venture
  - Signed a joint venture contract with SHOWA DENKO Group according to the approval of the company's board meeting on 29 March 2017 to establish Asia Pacific Can Company ("APC") aiming to conduct business involving manufacturing of aluminum cans used as packaging in Bangpakong district, Chachoengsao with an installed capacities of around 1 billion cans per year with the shareholding percentage of 74% and 26% respectively in July 2017. Later in December 2017, the company's name was renamed to Asia Can Manufacturing Company Limited ("ACM").

- Signed an amendment contract regarding the rights and sponsorship fees for Chelsea Football Club and got special conditions for adjusting the period of being a partner from 3 years ending on 30 June 2019 to 5 years ending on 30 June 2021. The company will pay an additional sponsorship fees for the amount of 3.0 million Great Britain Pounds for the whole duration of the newly adjusted contract. However, the right to advertising and use of trademarks involved will be reduced from Principal Partner when the first 3 years are finished to Global Partner in the 4th and 5th year respectively.
- CBD invested in machines with 2 new canning lines according to the approval of the company's Executive Committee meeting on 18 July 2017.
- On 14 November 2017, the company's board meeting approved to restructure the capital structure of the company's overseas subsidiaries resulting in change in shareholdings in ICUK by the company, indirectly held through CVHLUX, and ICSG from 51.00% and 49.00% to 84.31% and 15.69%, respectively, in January 2018. After that, NIHK purchased and received shares held by ICSG in CVHLUX in total of 6 million shares resulting in NIHK and ICSG have the proportion of shareholdings after the transaction at 9.6% and 6.1% of the registered and paid capital respectively.
- Received a corporate credit rating by Tris Rating Company Limited at "A-" with "Stable" outlook.
- The canning capacity expansion projects of CBD gradually started its commercial operations within July 2017, while the incremental capacity of glass-bottle furnace of APG started to commercialize in December 2017.
- The distribution centers and cash vans were completely established in total of 31 centers and 333 vans at the end of 2017.

## 2018

- Renamed the trademark of sports drink from Start Plus to Carabao Sport according to the marketing strategy as a One Brand Strategy
- Being granted Superior Taste Award 2018 for carbonated energy drinks under the brand Carabao for Original, Green Apple and Green Apple Sugar Free by International Taste & Quality Institute or iTQi
- Launched the carbonated energy drink with Green Apple flavored under the brand Carabao in Thailand
- CBG was incorporated into the calculation of SET CLMV Exposure by the Stock Exchange of Thailand (SET) for the first time.
- Issued and offered senior, unsecured debentures in total size of 2,790 million Baht with the issued rating at "A-" with "Stable" outlook by Tris Rating Company Limited
  - Debentures issued no.1/2018 in total value of 2,420 million Baht consisted of Tranche No.1 with the issue size of 1,700 million Baht due in 2020 and Tranche No.2 with the issue size of 720 million Baht due in 2021.
  - Debentures issued no.2/2018 with size of 370 million Baht due in 2021.
- All capacity expansion and investment projects started the commercial operations ranging from the new canning and bottling facilities of CBD in April 2018, to the newly invested aluminum can production plant of ACM in November 2018.

27

**WORLD CLASS  
BRAND**

## 2019

- Signed an amendment contract regarding the sponsorship period for EFL cup in England and got special conditions for extending the contract period from 3 seasons (from 2017/2018 to 2019/2020) ending on 31 May 2020 to 5 seasons (from 2020/2021 to 2021/2022) ending on 31 May 2022 at the same rate of fees.
- Certified the management standards of occupational health and safety according to ISO 45001:2018, the first among Thai's energy drink manufacturers, also the management standards of environment according to ISO 14001:2015 from Bureau Veritas (Thailand), as per the company's commitment to conduct a business with the environmental responsibilities and cares on standards of life of employees.
- Resized the carbonated Carabao's energy drink in Green Apple flavor for domestic market from 330 ml to 180 ml to capture new targets who are younger generations and, indirectly, to refresh the brand image and embrace the vision of "World Class Product, World Class Brand" among Thai consumers.
- Introduced the carbonated Carabao's energy drink in Green Apple flavor in 250 ml in a country in CLMV market for the first time.

# RISK FACTORS

28

WORLD CLASS  
PRODUCT

## RISK FACTORS



## **Risk factors of the Company include the following**

### **1. The risk of conducting business as a holding company**

The company is conducting business as a holding company which means it generates income mainly from holding stocks in its subsidiaries and has no business of its own that can generate significant income. Hence, the company's revenue relies on the subsidiaries' performance, their ability to distribute the dividend, and changes in value of investments. Consequently, potential risks are the risk of conducting business along with the ability to pay out the dividend of its subsidiaries. Currently, the income from the subsidiaries accounts for 100 percent of the company. Consequently, performance of our subsidiaries is of paramount importance to our overall profit. The company has policy to pay dividend to shareholders at the rate of no less than 40 percent of the net profit after income tax from separate financial statements of the subsidiaries and after the allocation of legal reserves according to the law. The dividend rate depends on operating performance, financial position, liquidity, investment requirements, additional investments, business expansion, conditions and limitations as listed in the loan agreements and other factors involved in the management as the board members and/or shareholders of the subsidiaries deem appropriate. In any case, the payment of the dividend will not exceed the accumulated profit as appears in the separate financial statements of the subsidiaries and will follow the laws involved.

Moreover, as a holding company and a company with passion to bring Carabao trademarks to be one of the leading beverage players in global stage, the Company has invested in both domestic and overseas from upstream to downstream to support ongoing business as well as to generate growth in long term; therefore, the Company may have risks related to the investments ranging from changes in value of investment, below than expected return from investment, approval of licenses, being regulated to general country risks.

The dividend paid by the company to its shareholders will be paid out of its net profit as appears in its non-consolidated financial statements which depends on the ability to pay out dividend by its subsidiaries. Due to the fact that the dividend from subsidiaries accounts for almost all the income in the company's separate financial statements, in case of subsidiaries' failure to pay out their dividends due to the lack of profit or other business reasons such as the need to set-asides funds for company expansion or to pay off a loan, will materially affect the company's business, performance and financial position.

Currently, the company's dividend payout policy is at the rate of not less than 40 percent of the net profit after income tax from the consolidated financial statements. However, the dividend rate depends on investment plans, conditions, and limitations as listed in the loan agreements or other contracts that may apply (if any), financial status, performance, and other relevant factors. The company's board of directors will occasionally revise and amend the paying policy to match the company's business growth plan in the future, the need for investment and circulation funds, and others factors as deemed appropriate. But the payout of dividend will not exceed the accumulated profit as appeared in the company's separate financial statements and will follow the laws that applied namely the Public Company Act including any conditions such as actual cash flow, profit, financial condition, and the company's needs in capital along with other factors the board of directors may see as involved. However, the company cannot guarantee if it will generate a profit each year or whether the board of directors will pay out dividend even when the company can generate profit. According to the Public Company Act, if the company still has accumulated loss it cannot pay out dividend even if it has total profit in that year.

### **2. The risk of the competition in the business of energy and other beverages.**

Energy drinks and other beverages are products in highly competitive market both from existing players and newcomers that might enter the competition. The high level of competition in energy drinks business in Thailand prevents newcomers from drastically changing the price of the drinks. Currently, bottled energy drinks of 150 milliliters are commonly sold in Thailand at 10 Baht. Therefore, in order to maintain or improve market share for energy drinks entrepreneurs including CBD will have to perform marketing activities and spend budgets on advertising the products

regularly and continuously. Entrepreneurs who are our important competitors might have financial and manufacturing capability and have been succeeding in marketing activities more than CBD have. This fierce competition might cause CBD either unable to maintain or increase its market share, experience fluctuation in price of key raw materials and packaging items which varying to their supply and demand, higher production costs in manufacturing process, as well as have a fluctuation in marketing spending according to the marketing activities and strategy in each period. All of which might negatively affect the business, performance, and the financial position of the Company significantly.

### **3. The risk of launching new products to the market.**

CBD places the importance of launching in new products into the market. Each launch would require relatively high investments e.g. in product development, manufacturing, marketing, including advertisements, and promoting for the product to create awareness and to get positive responses from consumers in order to generate satisfying sale income for the product. CBD might run a risk if the new product receives negative responses or is disfavored by consumers especially with these competitive circumstances in the business. If CBD does not succeed in launching new products into the market, it might negatively affect the business, performance, and financial position of the company significantly.

### **4. The risk for depending on Mr. Yuenyong Opakul (Add Carabao) as the presenter and Brand Ambassador and for relying on the image of the Carabao band of the Company.**

Currently, CBD has an agreement to engage Mr. Yuenyong Opakul as the presenter and brand ambassador to promote and enhance the image of the brand and the product "Carabao Dang" that are solely distributed in the country by CBD. The contract lasts 5 years at 12 million Baht per year. The company may propose to adjust this compensation to conform to the market price.

Thus, CBD relies on the image and fame of Mr. Yuenyong Opakul to perform its marketing activities. For this reason, should there be any significant change in the image and fame of Mr. Yuenyong Opakul, the brand image and the product "Carabao Dang" could be materially affected and CBD, consequently, could lose its target group. This might negatively affect the business, performance, and financial position of the company significantly.

Carabao Dang brand is also connected to the band Carabao. Hence, CBD will need to rely on the image and fame of the band Carabao. For this reason, if the image and fame of the Carabao band change negatively significantly, it might affect the brand and the product "Carabao Dang" and causes CBD to lose its target group and might negatively affect the business, performance, and financial status of the company significantly.

The company stresses the importance in marketing strategies, promoting through mass advertising media, and activities curtailed for specific audiences especially the formation of the Bao Dang Lady team which is a big on-ground or field marketing team aiming to continuously bond relationship with distributors and customers in each area nationwide. Furthermore, marketing and promotional strategies start to form connections from the product in terms of quality and image to football and a world leading football team that is Chelsea Football Club (CFC) and English Football League (EFL) since the end of 2015. These connections generate awareness and a symbolic marketing position that is unique and significant to our international marketing awareness. Therefore, the group believes that Mr. Yuenyong Opakul and Carabao band are still significant to our current promoting and image enhancement. But the level of reliance is a downtrend and is limited to domestic consumers. Whilst both the sales of new products under the company's corporate brand that was launched since late 2016 and the sales of the company's energy drinks to international market generate significant growth in revenue for the company. In which case causes the contribution from the sales of "Carabao Dang" locally and the reliance on the Carabao band that is limited to national level decreases by comparison.

### **5. The risk from CBD relying on importers, distributors, and/or local vendors to distribute its products outside Thailand**

In conducting the export business, CBD requires importers, distributors, and/or local vendors in each country wherein CBD conducts business. For this instance, CBD holds no policy to sign long-term contracts with said importers, distributors, and/or local vendors. Even if CBD might have long lasting business relations with these

importers, distributors, and/or local vendors. This business conduct is deemed regular in the industry wherein CBD conducts its business.

For that reason, CBD cannot guarantee that any current importers, distributors, and/or local vendors of CBD will maintain business relations with CBD in the future. Furthermore, CBD also cannot guarantee that any current importers, distributors, and/or local vendors for CBD will make the sales target that CBD has intended. In the case of any importers, distributors, and/or local vendors that decides to cease business relations with CBD or cannot make the sales target, CBD might receive negative impact from the delay that CBD has to negotiate sales deals with other importers, distributors, and/or local vendors that might have problem conducting business or selling products abroad. Furthermore, CBD cannot guarantee that CBD's importers, distributors, and/or local vendors abroad can follow the rules and regulations of the civil service that involve conducting business overseas thoroughly and in case if CBD cannot make any deals with new importers, distributors, and/or local vendors in due time or cannot find new importers, distributors, and/or local vendors which could negatively affect the business, business opportunities, performance, and financial status of the company significantly.

## 6. The risk of fluctuation in raw material prices and shortage of raw materials.

### (1) Sugar

Sugar is a commodity product whose price fluctuates according to the market's demand and supply and government's policy. The company cannot guarantee if it can pass the burden of higher costs through its customers which might negatively affect the business, performance, and the company financial position significantly. Sugar price for domestic consumption is set by Office of the Cane and Sugar Board, whereby, sugar price to exported products will vary depending on the global prices and related factors ranging from favorable weather of the crop cultivation in key production countries, import and export policy especially of developed countries, and movement of the Brazilian real (BRL) currency for Brazil is the world's biggest exporter of sugar, and the price of fossil fuel as sugar cane and molasses could be used to produce Ethanol as an alternative energy to fuel cars.

### (2) Glass cullet

Glass cullet is the main raw material in the production of amber-glass bottles of APG. APG has entered a short-term contract lasting approximately one year to source glass cullet from suppliers and plans to place orders with at least two to three suppliers. Short-term contracts to purchase glass cullet is common market practice. However, APG cannot guarantee that suppliers can provide enough glass cullet for APG or at an affordable price. In which case, APG might have higher production costs for amber-glass bottles for APG has to adjust the manufacturing formula to use other materials that cost more than the glass cullet such as increases the usage of quartz and soda ash, for example. All of which might negatively affect the business, performance, and the company financial position significantly.

### (3) Aluminum Coil

Aluminum coil is the main raw material in the production of aluminum cans of ACM. ACM has entered a short-term contract with a large, qualified aluminum processing plant with global standard to source aluminum coil under the certain price and quantity. However, the company also plans to source from more suppliers in the future. Furthermore, aluminum coil is a commodity of which price fluctuations are according to the reference price in the London Metal Exchange, which is vary to the demand and supply of the market. In some case, ACM might have higher production costs for aluminum cans which might negatively affect the business, performance, and the company financial position significantly.

### (4) Natural gas

Natural gas is one of the main energy costs in manufacturing process. The company as an industrial user has entered a long-term contract with PTT Public Company Limited ("PTT"). The price structure includes (1) the gas price that fluctuates with respect to the price of fuel oil in Singapore, the Thai Baht to US Dollar exchange rate, the amount of natural gas used per day and others, and (2) Demand Charge which is a fixed cost, depending on the amount of natural gas used as agreed on the contract. Thus, there is a risk as the price of natural gas may rise in accordance with the price fluctuation, the reference exchange rate, and the amount of natural gas used per day and, consequently, affected the production cost of the company's beverages. Furthermore, in the case that

natural gas is not enough for demands in production plan could result in a material reverse effect on the company's business operation, performance, and financial position.

## **7. The risk of changing policies, rules, and regulations involving the Company's business conducts.**

The business of manufacturing, marketing, and sale of Carabao Dang by CBD is governed by certain statutes and regulations of related agencies which are the Food Act of 1979 (as amended) and the announcements and rules of the Ministry of Public Health. These statutes imposed limitations of label advertisements and marketing of energy drinks such as the limitations on advertising of these drinks' properties, promotional activities, requirements for manufacturers to state on the label suggested dosage per day. Furthermore, the manufacturing business of energy drinks by CBD is under the regulations and rules of environmental laws such as the Factory Act of 1992 and the Environmental Quality Promotion and Preservation Act of 1992. These regulations and requirement are considered important factors in CBD's decisions regarding policies on manufacturing, marketing, and promoting. Hence, if the government's offices are to strengthen the policies, rules, or regulations that supervise energy drink business, it might affect the policy and marketing strategies of CBD and if CBD cannot change those accordingly, it might cause CBD heavier burdens in following the changed rules which might negatively affect the business, performance, and the company financial position significantly.

## **8. The risk caused by CBD failing to register or renew Product Registration in countries where CBD sells.**

In selling products both domestically and internationally CBD needs to register a Product Registration with the department responsible for that country. If CBD fails to register or renew a Product Registration, it might cause CBD the inability to sell products in that respective country and might negatively affect business competition, performance, financial status, and business opportunity of the company significantly.

## **9. The risk involving safety in consumption and trustworthiness of products from the Company.**

### **(1) The risk of manufacturing the products.**

CBD is exposed to certain risks in manufacturing, packaging, and selling of products. The risk might be caused by (1) low quality products (2) faulty products (3) contaminated products or (4) mistakes or shortcomings in labelling the products, causing damage to the consumers and demanding CBD to take responsibility for the damages caused by CBD's products by making CBD pay a fine or withdrawing CBD's products from the market including government agencies involved might demand CBD to pause or cease business operations which might negatively impact business, business opportunities, performance, and the financial position of the company significantly.

### **(2) The risk of consuming the products.**

Even when CBD controls the warnings on the labels to be correct and complete according to the announcement of the Ministry of Public Health (No. 194) 2000 on labels and the announcement of the Ministry of Public Health (No. 182) 1998 re: Nutritional label, for example, for Carabao Dang, CBD stated "Do not consume more than 2 bottles per day. Over consuming will cause rapid heart palpitation and insomnia. Pregnant women and children should not consume. Patients should consult their doctors prior to consumption." on the labels. But CBD remains exposed to the risk of CBD's products causing harms to the consumers' well-being if the consumers fail to comply with the warning on labels. This may cause the injured consumers to claim CBD to take responsibility for their medical fees or withdrawing CBD's products from the market including government agencies involved might demand CBD to pause or cease business operations which might negatively impact business, performance, and financial position of the Company significantly.

Furthermore, if there were to be accusations about CBD's products being harmful, even if untrue, might affect the demand for the products under the brand of Carabao to decrease. In addition to this, these products might have to be withdrawn from the market. The withdrawal of any products without considering the lawfulness might negatively affect the reputation of the company including its business, performance, and financial position of the Company significantly.

## **10. The risk from relying on personnel, especially important, high rankings executive officers**

The company's business conduct requires knowledge, ability, expertise, and experience of the personnel's especially the high-ranking executives. If the company cannot retain these important officers or cannot find suitable candidates that is equally qualified as a replacement, it might negatively affect business, performance, and financial position of the company significantly.

## **11. The financial risk from currency exchange rates.**

The fluctuation of currency exchange rate is one of the factors that might affect financial status and performance due to the company's especially high ranking executive subsidiaries conducting business both domestically and internationally and these subsidiaries have regular income-expense involving other currency which is not the currency of their country of origin and the rapid growth of overseas business in the past period.

For the accounting period ending on 31st December 2019, the Company's overseas sales was 7,054 million Baht. In this amount were transactions involving Thai Baht and other currencies at the ratio of 75:25, of which US dollars is majority of the others. Changes in currency exchange rate might affect the income from the overseas sale to decrease. Hence, the company manages the risk by negotiating sale terms and pricing to be the main currency of the country and prioritizes pre-payment for products. There is also the application of the derivatives on a case-by-case basis depending on the appropriation of the time period by not aiming to make profits but to maintain the stability of performing transactions involving foreign currencies to the rate that is manageable.

## **12. The risk from the Company operations being halted.**

The company use manufacturing factories and warehouses in conducting the business of manufacturing, marketing, and selling the energy drinks and other beverages. In the events of natural disasters such as storm, fire, earthquake or other serious situations that have not been anticipated by the company such as electrical disruptions, shortage of water supply, terrorists attacks or warfare, outbreak of diseases might significantly affect the capability of manufacturing products and operating business by the company which might adversely impact on the business, performance, and financial position of the company materially.

33

**WORLD CLASS  
BRAND**

## **13. The risk of major shareholders controlling the votes in shareholders' general meetings.**

As of 23<sup>rd</sup> August 2019, the party of Mr. Sathien Setthasit, the party of Ms. Nutchamai Thanombooncharoen, and the party of Mr. Yuenyong Opakul hold 34.4 percent, 22.5 percent, and 14.2 percent of the company's paid capital, respectively.

Furthermore, Mr. Sathien Setthasit and Ms. Nutchamai Thanombooncharoen also hold the executive officer and authorized director positions of the company as well. Resulting in the major control over the management of the company and almost all of the votes in shareholders meeting including the rights to appoint directors or matters that required the consensus of the meetings. Other than that, the shareholding percentage of the party of Mr. Sathien Setthasit or the party of Ms. Nutchamai Thanombooncharoen would be sufficient to constitute a veto against important resolutions in shareholders meetings, pursuant to the law or the company's Articles of Association which sets to require at least three-fourths approval of the votes from those who attend and are entitled to vote at the general meeting of shareholders.

## **14. The risk from performance and financial position of the Company might be affected by the fluctuation of the interest rate.**

As appears in the most recent total financial statement ended on 31st December 2019, the company had an interest-bearing debt of 4,129 million Baht representing a ratio of interest-bearing debt to shareholders' equity at 0.5 times, decreased from 0.6 times in the corresponding period last year. The increase of interest rates in the future may cause the Company to have higher finance costs and might negatively affect the Company's business, performance, and financial position significantly. Having realized the effects from such financial risk, the company has asked for approval to issue and offer debentures of not over than 5,000 million Baht to manage the company's capital structure with consideration on liquidity management, the balance of source and use of capital, financing costs and related expenses, including the return rates on shareholders of the company utmost.

# NATURE OF BUSINESS OPERATIONS AND PRODUCT DESCRIPTIONS

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WORLD CLASS PRODUCT | WORLD CLASS BRAND

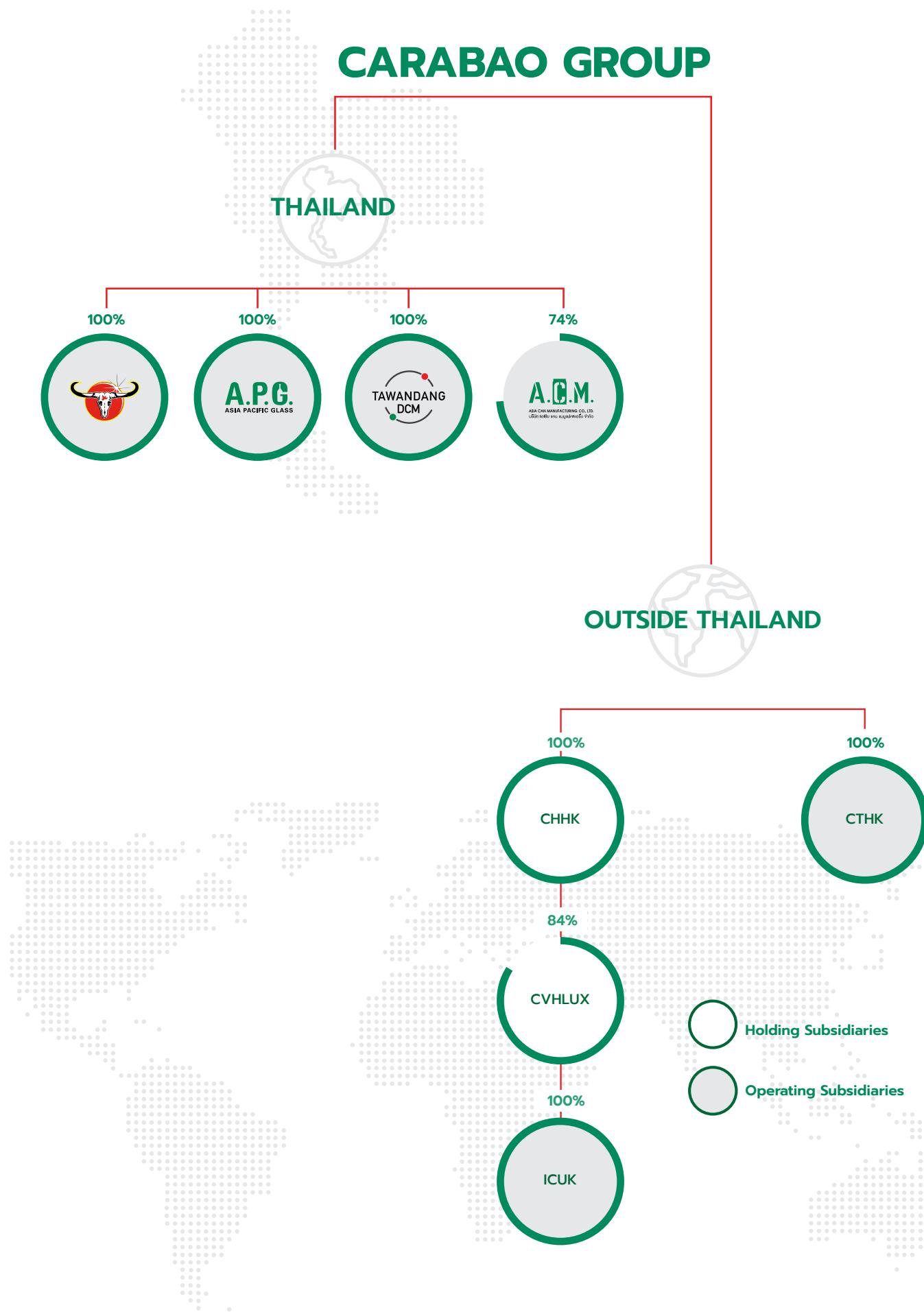
34

WORLD CLASS  
PRODUCT

BUSINESS



The company engages as a holding company of which a number of subsidiaries is owned directly and indirectly under the following shareholding structure:



## 1. Nature of Business Operations

The company engages in manufacturing, marketing, selling and distributing energy drinks and other beverages in a vertically integrated manner starting from upstream productions of key packaging materials i.e. glass bottle and aluminum can down the chain to bottling and canning of finished products as well as distribution channel management both domestically and internationally under the World-class Product World-class Brand vision.

### 1.1 Glass Bottle Productions and Sourcing

APG engages in production and sourcing of glass bottles as packaging materials used for energy drinks and other beverages. Installed production capacities under APG could accommodate approximately 640, up from 310 tons of molten glass per day. Such extra portion of capacities came into commercial run from December 2017 onwards.

The installed production capacities are mainly used to make amber glass bottles as packaging materials used for energy drinks of the company whereas clear glass bottles for sport drinks are procured from local suppliers. Any excess capacities shall be utilized to make and sell glass bottles to outside parties for the purpose of efficiencies and cost management program to the best interest of the company overall.

### 1.2 Aluminum Can Productions

ACM established as a joint venture engages in production of aluminum cans as packaging materials used for energy drinks and other beverages. The factory is landed on a 31-rai plot which is sufficiently large to install up to 2 production lines. Currently, ACM has commenced a single line of productions capable of approximately 1,000 million cans per year from November 2018 onwards.

### 1.3 Productions, Marketing, Selling and Distributions of Products under the Company's Trademarks

CBD engages in productions, marketing, selling and distributing energy drinks, sport drinks and other beverages that the company may be of interest to commercially endeavor in the future for both domestic and overseas markets. Installed production capacities under CBD could accommodate approximately 1,560 million cans and 1,800 million bottles per year, up from 1,250 million cans and 1,080 million bottles per year, respectively. Such extra portion of capacities were pushed forward to commercial run gradually from July 2017 to April 2018. CBD has relocated production facilities and all related commercial activities from Bangbor Samutprakarn province, where there is a considerable level of limitation in terms of size and future expansion to the current site situated in Bangpakong, Chachoengsao province, where glass bottle factory and aluminum factory are situated since August 2018.

CBD currently manages to produce energy drinks in various formats not only from packaging materials perspective but also the content mixed so as to satisfy different preferences of consumer behaviors in the countries where our products are present. Consumers in The Thai market and other Asian countries mainly prefer energy drinks in bottle and can format, respectively, with non carbonated taste. Further to our core energy drink products, CBD also utilizes its own capabilities for production of sport drinks. Meanwhile, water, Coffee 3 in 1 and Coffee RTD are all produced by local manufacturers under terms and conditions of the contracts. Such branded products are managed as one portfolio according to our group business plans, respective demands among other economic and competitive setting factors.

Energy drinks under our Carabao brand are the single largest contributor to revenue from overseas sales. CBD manages from the Thai operation base to produce and export finished products to our business partners, who are responsible for marketing, selling and distributing our products to consumer group in their designated countries (Distributorship).

**Upstream integration into packaging material productions reduces the risks associated with reliance on third party suppliers. Machines, equipments and supporting systems with advanced technologies, coupled with adjacent location under the industrial cluster concept, potentially serve us as the basis for better managing production costs and economies of scale throughout the early stage of value creation chain from packaging materials i.e. glass bottle and aluminum can to finished products.**

## 1.4 Distribution Channel Management for Domestic Markets

DCM engages in managing distribution channels in Thailand, covering our branded product portfolio including the products we produce on our own account i.e. energy drinks and sport drinks (Branded products by our own manufacturer) and those we outsource respective productions to third party suppliers i.e. water, coffee 3 in 1 and coffee RTD (Branded products by 3<sup>rd</sup> party manufacturer) and other products we may be of interest to commercially endeavor in the future. Additionally, DCM is also in charge of distributing products for third parties in both food and non food categories (3<sup>rd</sup> party products for distribution). Key distribution channels under DCM management span a.) traditional trade channel, through both the Multi tiered agent system and our own distribution centers and cash vans as well as b.) modern trade channel.

Distribution centers and cash vans help witness our substantial progress made towards increasing level of direct access to retailers. DCM has succeeded in development of customer relationship management whereby database has been well established over time and in turn allows DCM to properly identify and group the subject retailers for more comprehensive analysis of turnover related information such as size, pattern of purchase order and payment for the individual products. The info derived is of valuable use to the benefits of building and strengthening our own retail network and deploying our marketing and sales plans in an effective result-based fashion. At the present, DCM operates 31 distribution centers and 326 cash vans to reach approximately 180,000 identified retailers nationwide.

**Marketing and sales policies laid down for the Thai markets have evolved in response to the dynamics. They are recently reshaped to focus on seamless collaborations between on- and off-line advertising, below the line marketing activities and retail network building in each province, using our own pool of over 1,500 headcounts grounded all over the major commercial zones in Thailand.**

## 1.5 Marketing, Selling and Distributions of Products under the Company's Trademarks for the United Kingdom Markets and the Countries outside Asia

ICUK as a joint venture held indirectly through our overseas subsidiaries namely CHHK and CVHLUX engages in marketing, selling and distributions of energy drinks under our trademarks in the UK markets and certain countries outside Asia. Finished products are manufactured by a third party under terms and conditions of the contract. IKCUK has successfully managed to list our energy drink products live on shelves of the increasing number of grocery chain stores and other format of modern trade channels from 2017 to date

**The company puts marketing and sales policies into actions more effectively. With that being said, business plans are created in joint effort with our business partners, and we also provide them with marketing support and sales tools to the extent necessary to not only substantiate product experiences but also make a chief use of our global marketing platform i.e. sponsor to Chelsea Football Club Limited (CFC) and English Football League (EFL) to the advantage of promoting recognition of our strength in market positioning. As a result, a growing network of distributions could be built and our products have enormous potential in the countries we are present today and may plan to pursue for growth prospect in the future.**



## 2. Sales Breakdown

The company offers 2 types of products or services as follows; (1) Branded Products under own brand, (2) The 3<sup>rd</sup> Party Products for distribution. Branded products under the company's brand include the products from both its own manufacture and outsourcing the production to the 3<sup>rd</sup> party manufacture that the company outsourced the production to 3rd parties. The revenue structure could be summarized as follows;

Sales Breakdown	2017		2018 (Restated)		2019	
	THB million	%Sales	THB million	%Sales	THB million	%Sales
<b>The Company's Branded Products</b>						
Branded Products by own Manufacture	11,107	86.1	12,538	86.9	12,881	86.3
Branded Products by 3rd Party Manufacture	936	7.3	806	5.6	532	3.6
<b>Total Branded Products</b>	<b>12,043</b>	<b>93.3</b>	<b>13,344</b>	<b>92.5</b>	<b>13,412</b>	<b>89.8</b>
<b>3<sup>rd</sup> Party Products for Distribution</b>						
General consumers' products	529	4.1	420	2.9	248	1.7
Alcohol beverages	274	2.1	599	4.1	1,161	7.8
<b>Total 3<sup>rd</sup> Party Products for Distribution</b>	<b>803</b>	<b>6.2</b>	<b>1,020</b>	<b>7.1</b>	<b>1,409</b>	<b>9.4</b>
<b>Other</b>						
<b>Total Other Sales</b>	<b>58</b>	<b>0.5</b>	<b>59</b>	<b>0.4</b>	<b>111</b>	<b>0.7</b>
<b>Total Sales Revenue</b>	<b>12,904</b>	<b>100.0</b>	<b>14,422</b>	<b>100.0</b>	<b>14,933</b>	<b>100.0</b>

## Product Description

1



Energy drinks in a 150ml bottled format under the brand of Carabao Dang and Carabao

2



Non-carbonated energy drinks in a 250ml canned format under the brand of Carabao

3



Carbonated energy drinks in a 330ml canned format under the brand of Carabao

4



Carbonated energy drinks in a 180ml and 250ml canned format under the brand of Carabao

5



Sport drinks in a 250ml bottled format under the brand of Carabao Sport (renamed from Start Plus in 2018)

6



Drinking water in PET bottles sized 600 ml and 1,500 ml under the brand of Carabao

7



Carabao instant 3-in-1 coffee powder in 19 g. per stick under the brand of Carabao

8



Carabao ready-to-drink coffee in canned 180 ml under the brand of Carabao

## Product Description

9



3rd party products for distribution

In addition to the products under the company's trademarks, the company also offer distribution services for 3rd-party products including both food and non-food categories.

## 3. Nature of Business Marketing and Competition

### 3.1 Target Consumers

Target consumers for our products are summarized as follows

Product	Characteristics of Target Consumers
<b>Energy Drink</b>	<ul style="list-style-type: none"> <li>For domestic market, target markets for the company are working people at any age who need energy and refreshness during the day. Our target groups have been broaden as the company introduces new SKUs in can format.</li> <li>For overseas markets, target consumers are vary according to the consumers' preferences in each country</li> </ul>
<b>Electrolyte Drink</b>	<ul style="list-style-type: none"> <li>The electrolyte drink was launched in 2014 under the brand Start Plus then renamed to Carabao sport in 2018 to capture mass markets and ensure consumers of the product quality under the Carabao brand.</li> <li>At present, markets for Carabao Sport are domestic customers</li> </ul>
<b>Drinking Water</b>	<ul style="list-style-type: none"> <li>Domestic consumers of drinking water are un-segmented mass consumer who have preference towards branded drinking water under qualified and standard production.</li> <li>At present, market of Carabao drinking water is domestic customer.</li> </ul>
<b>Coffee</b>	<ul style="list-style-type: none"> <li>The company set forth the same target groups as domestic energy drink among the basic-to-middle incomes.</li> <li>At present, the coffee products are market and distributed within Thailand</li> </ul>

### 3.2 Marketing and Sales Promotion Policies

For the domestic market, the company conducts marketing with target group with objectives to pull demand for the products of the company under the "World Class Product, World Class Brand" concept to imprint the image of modernity, world-class beverage innovation through several of media channels. The marketing is conducted in form of above the line (marketing through mass-media channels that reach wide ranges of consumers) and below the line (marketing that reaches specific target group) and digital marketing. Details are as follows:

## Above the Line



WORLD CLASS | WORLD CLASS  
**PRODUCT | BRAND**



## Below the Line



## Digital Marketing



**a) Above the Line Marketing (Marketing through mass media)**

The company communicates the vision of “World Class Product, World Class Brand” through advertisement via different channels that reach wide ranges of consumers, for example, television, radio and billboard.

**b) Below the Line Marketing (Marketing that reaches specific target groups)**

The company conducts field marketing activities through the Bao Dang Girls Team, a significant and instrumental strategy of the company, in charge throughout Thailand. The Bao Dang Girls have been trained not only to hold games activities, give reward and inform the product specification but also to familiarize, understand, and bond relationship with end consumers. Currently, there are over 600 Bao Dang Girls in 87 teams working in the assigned strategic areas under the given strategy of which the knowledge has been accumulated over the past 16 years. Recently, the company also applied the use of technology to improve the working process, for instance, Operation App (“OA”) on the tablet is used to record the visits by scanning QR code, indicate the strategic location to hold marketing activities, measure the efficiency of the marketing activations, as well as to monitor the work flows under precised management of big data.

**c) Digital Marketing**

To imprint the image of “World Class Product, World Class Brand” as stated in the mission, the company applies digital marketing in presentation, advertising as well as promotional activities to communicate with end consumers, particularly the new generations, via social medias i.e. website, Facebook, YouTube, and Line Official Account.

For overseas markets, the company seeks for sales representatives with expertise and experience in managing consumer products and capability to extend distribution coverage nationwide in the market. In this regard, the marketing strategy and promotional activities are adapted to suit the preferences of consumer in each country.

The company and trading partners focus on conducting marketing activities to create demand for the company's products. For instance, the company aid the trade partner in Cambodia by sharing the company's insights in how to promote a success marketing activities in Thailand. Such activities include sponsorship of a boxing competition, Carabao concert tour, providing product samples as well as broadcasting of such activities on televisions to indirectly promote products of the company.

For the UK market, the company positioned products differently by connecting the product quality and brand image to football as a medium to capture the target consumers. The marketing activities include advertisements on print ads, social media and so on, as well as Carabao logo on t-shirts of football players and on products to raise brand awareness of Carabao brand.

**The company has entered into sponsorship arrangements with certain football clubs and league as follows;**

- (1) Chelsea Football Club (CFC): Carabao has sponsored the club for 5 seasons from 2016/2017 to 2020/2021, of which the first 3-season as a Principal Partner from 2016/2017 to 2018/2019 where the Carabao logo will appear on the players' t-shirts and training kits including all media in the stadium, for example seat head and LED screen around the stadium, while the latter 2-season as a Global Partner from 2019/2020 to 2020/2021 which the Carabao logo will be shown on the LED screen for 5 minutes. Nevertheless, the company still get benefit from the use of CFC's symbols and players on products sold worldwide in either partnership status.
  
- (2) English Football League (EFL): Carabao is the official sponsor of the EFL for 5 seasons from 2017/2018 to 2021/2022, and has rights to extend the contract for another two years at the same rate of sponsorship fee. The league is one of the largest competitions in the England consisting of over 90 football clubs and the league cup become known as Carabao Cup. Carabao logo will be shown on the players' jerseys including all media in the field during the contract.

The company has entered into sponsorship arrangements with certain football clubs and league as follows;



**CHELSEA FC.**  
2016/2017 – 2020/2021

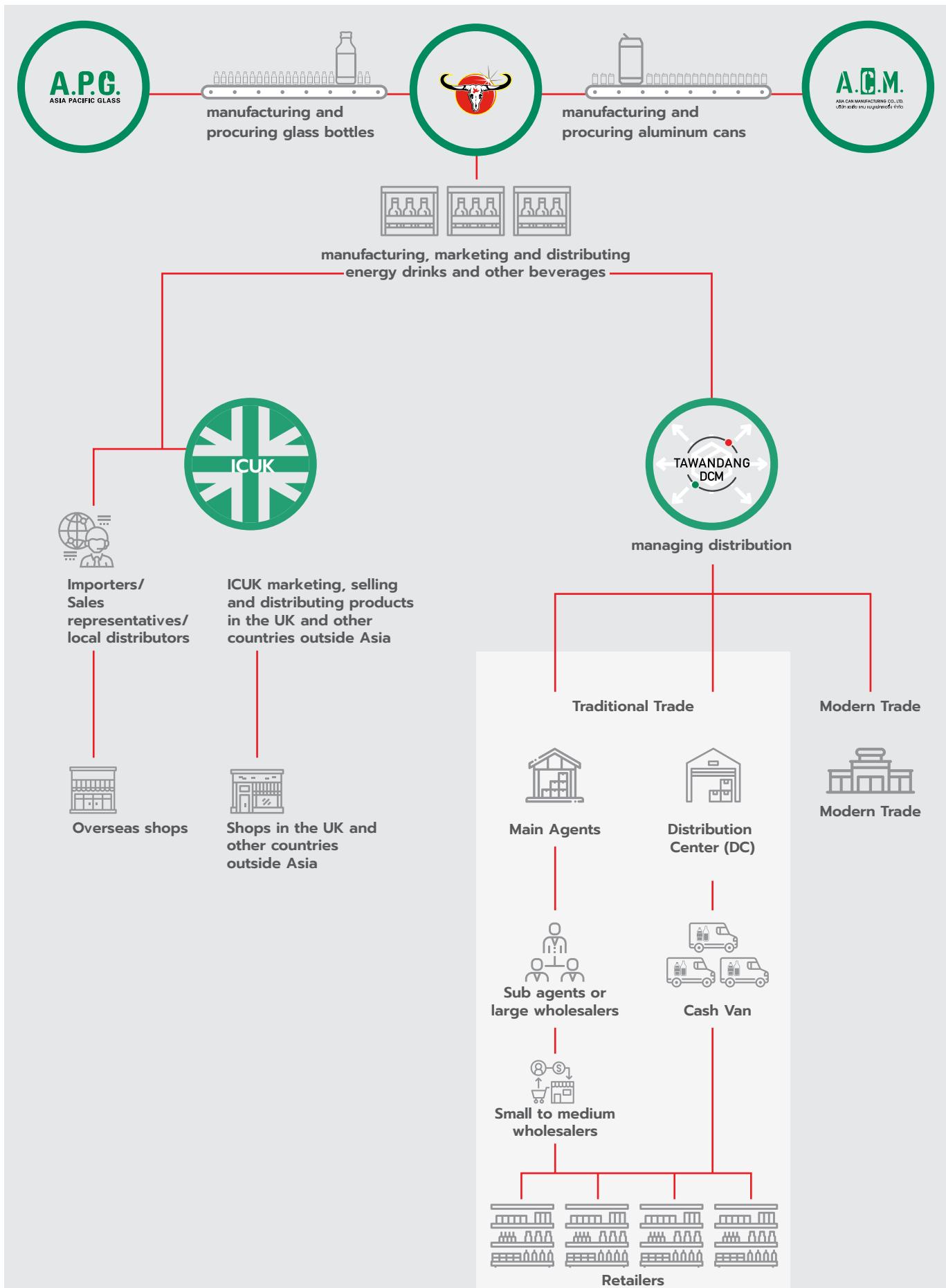


**EFL - CARABAO CUP**  
2017/2018 – 2021/2022



### 3.3 Distribution Channels

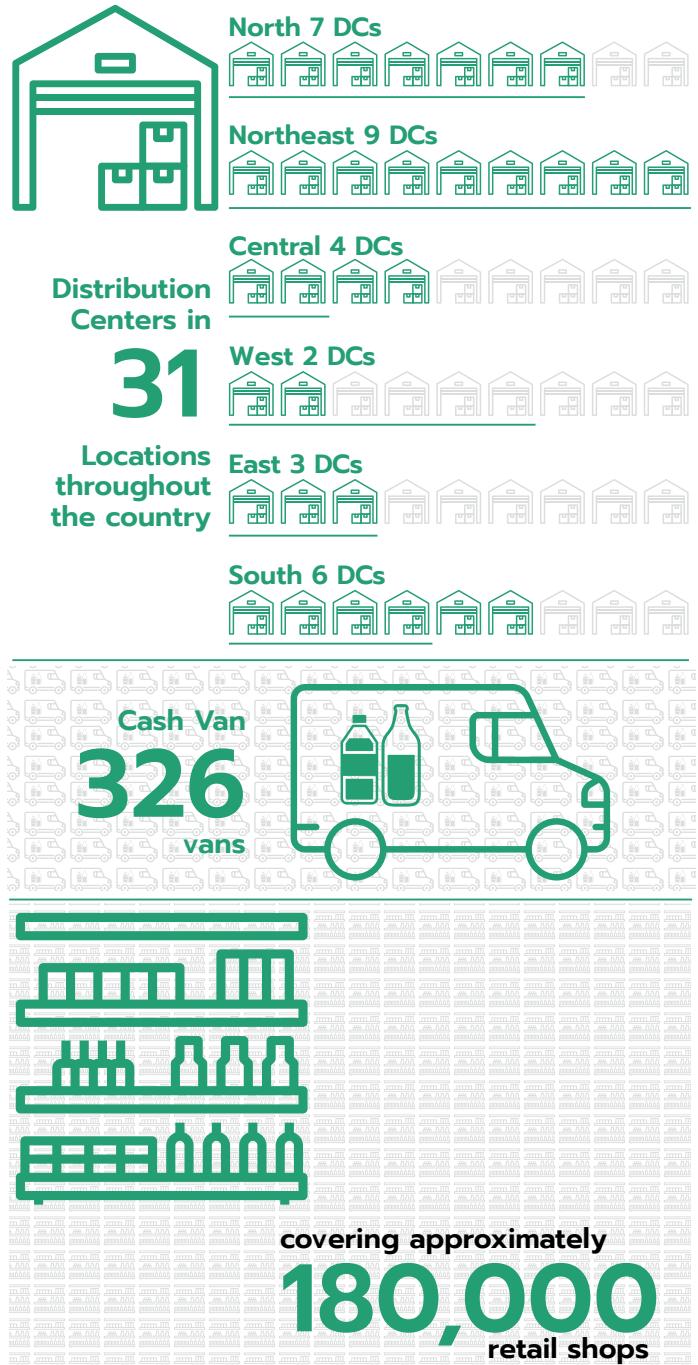
The company's distribution channels for domestic and international business are as follows:



## Domestic Market

Products of the company are sold and distributed to traditional trades via multi-tiered agents and cash vans as well as to modern trades.

- Traditional trade is the major channels that the company distributes products through a network of agents that are managed by the company. In other words, the company searches for and appoints an agent who possess capability in expanding distribution coverage and warehousing at a province level, and then, collaborately with the agent, looks for sub-agents at a district level to distribute products to the wholesales and finally to local retailers nationwide thoroughly. The company put an emphasize on developing a network of retailers supported by over 1,500 personnel under the operation of both on-ground marketing and cash vans covering all prime trade areas.
- In addition, the company developed cash van strategy, an internalized distribution fleet, to distribute products directly to retailers with distribution centers in 31 locations and cash van of 326 vans covering approximately 180,000 retail shops.
- Modern trade including convenience stores, supermarkets and



hypermarkets places an order directly with the company and the company distributes products directly to their branches.

## International Market

CBD, as a manufacturer, distributes its products as finished goods to trading partners in overseas who are importers, agents or local distributors as a distributorship model, to further distribute products to end consumers in their countries under the terms, conditions, and pricing varying in each country according to the negotiation between CBD and its trade partners to maximize mutual benefits between the company as an owner of Carabao brand and trading partners as an important partnership.

ICUK operates marketing, selling and distributing energy drinks products of the company in the United Kingdom and other countries outside Asia. For the UK market, ICUK distributes products to the retailers directly.



## 4. Overview of the Energy Drink Markets

### 4.1 Domestic Market

According to market survey data of Nielsen, sales volume of energy drink market in Thailand grew by 5.8 percent in 2019 after posted a decline at the average rate of -1.3 percent during 2016 to 2018. The energy drinks are distributed via two main distribution channels; traditional trades, the largest portion, contributed to 69 percent of the total sales volume in 2019 while the rest 31 percent from modern trades. The company remains the 2nd largest player in Thai's energy drink market with 22.6 percent share in 2019.

The characteristic of energy drinks' consumers in Thailand are clearly different, the lower-to-middle incomes in the age between 26 to 45 years old who prefer non-carbonated energy drinks and slightly sweeter as compared to energy drinks consumed in other countries. The survey also signals Thai consumer behaviours which prefer energy drinks in glass bottle to cans. Consequently, the company believes that foreign entrepreneurs have less chance to compete in the local market as most of their products are packed in cans and carbonated. Evidently, the main competitive landscape of energy drink market in Thailand are dominated by Thai companies who have deeper understandings in the characteristics of Thai consumers.

The company is considered to be the late-comer in Thai energy drink market when compared to other local market-dominated players. The company is the youngest company who entered the production and marketing of energy drinks in Thailand in 2002. Nevertheless, the company's trademark or brand received a warm welcome from the market rapidly and overwhelmingly that brings the company out as one of the leading brands in Thailand with market share ranked the second and the leading player of energy drink in Central region.

### 4.2 International Market

Energy drink in global market, except for South East Asia region, is perceived as a premium product as representing in the higher selling price per millilitres as compared to other beverages in soft drink categories. Majority of consumers are young generations ranging from the high schools to the postgrads and males over females.

The world's top five energy drink market share are the United States, China, Japan, the United Kingdom and Brazil. Consequently, several energy drink players are interested in entering China energy drink market due to its growing population size and high growth rate of the local energy drink industry. Additionally, many companies place an importance in product varieties in taste or flavours, specific ingredients added, and ranges of sweetness offered as the consumers become more health conscious and governments in several countries put the tax schemes on sugary drinks in effect to reduce the consumption of sweet and so the illness related to the consumption of sugary drinks in high level as could be seen in Thailand, England, France, Portuguese, South Africa and several states in the United States.

## 5. Procurement of Product or Service

### 5.1 Manufacturing Factory and Production Capacity

The company had been invested in new capacities to establish a vertically integrated manufacturing company ranging from upstream capacity i.e. amber-glass bottle and aluminum can manufacturing plants to bottling and canning of the beverage as finished goods, which located in a single site in Bangpakong District, Chachoengsao Province. All new production capacities began commercial operations within 31 December 2018.

The bottling and canning manufacturing factory which produce finished goods under the operation of CBD has the installed capacity and utilization rates for the fiscal year ended 31 December from 2017 to 2019 as follows;

## Domestic Market

According to market survey data of Nielsen, sales volume of energy drink market in Thailand grew by 5.8 percent in 2019 after posted a decline at the average rate of -1.3 percent during 2016 to 2018.

2559-2561  
**-1.3%**

2562  
**+5.8%**



brand received a warm welcome from the market rapidly and overwhelmingly

The characteristic of energy drinks' consumers in Thailand are clearly different, the lower-to-middle incomes in the age between 26 to 45 years old who prefer non-carbonated energy drinks and slightly sweeter as compared to energy drinks consumed in other countries. The survey also signals Thai consumer behaviours which prefer energy drinks in glass bottle to cans.



The energy drinks are distributed via two main distribution channels; traditional trades, the largest portion, contributed to 69 percent of the total sales volume in 2019 while the rest 31 percent from modern trades. The company remains the 2nd largest player in Thai's energy drink market with 22.6 percent share in 2019.

## Distribution Channels

Traditional Trades  
**69%**

Modern Trades  
**31%**



**Market Share  
22.6%**

## International Market



### Premium Product

Energy drink in global market, except for South Asia region, is perceived as a premium product as representing in the higher selling price per millilitres as compared to other beverages in soft drink categories. Majority of consumers are young generations ranging from the high schools to the postgrads and males over females.



from the high schools to the postgrads



males over females.

### The world's top five energy drink market share



The world's top five energy drink market share are the United States, China, Japan, the United Kingdom and Brazil. Consequently, **several energy drink players are interested in entering China energy drink market** due to its growing population size and high growth rate of the local energy drink industry.



Varieties in taste or flavours



Ranges of Sweetness offered



Health Conscious

#### EUROPE

United Kingdom  
Netherlands  
Germany  
Greece  
Bulgaria  
Poland  
Italy  
Iceland

#### ASIA

Afghanistan  
Malta  
Yemen  
Czech Republic  
Denmark  
Estonia  
Norway  
Sweden

Laos  
Brunei  
South Korea  
Malaysia  
United Arab Emirates  
India  
Iran

#### AFRICA

Nigeria

#### NORTH AMERICA

USA

#### OCEANIA

Australia  
Tonga  
Papua New Guinea

#### SOUTH AMERICA

Brazil  
Trinidad  
Uruguay  
Bolivia

#### Kenya

	For the fiscal year ended 31 December		
	2017	2018	2019
<b>Bottling factory</b>			
Weighted average installed capacities (million bottles)	1,080	1,800	1,800
Actual production volume (million bottles)	869	864	870
Utilisation rate (percentage)	80	48	48
<b>Canning factory</b>			
Weighted average installed capacities (million cans)	1,250	1,560	1,560
Actual production volume (million cans)	555	844	943
Utilisation rate (percentage)	44	54	60

Remarks The maximum production capacity is calculated based on maximum capable speed of machinery for 21 hours per day and 300 days per year and weighted average by the time of which each production lines are in commercial production

Bottling factory excludes 2 production lines for sport drinks, in total 100 million bottles per year

## 5.2 Raw Material Procurement

The company's policy is to procure its main raw materials from at least 2 to 3 suppliers, as the company prefers not to rely too heavily on one particular supplier and to increase bargaining power for the company. The company plans to purchase raw materials in accordance with the annual sale and production plan. The central procurement department has a duty to contact raw material suppliers in order to purchase raw materials for production. Generally, the company enters into short-term agreements with the suppliers with a term of approximately 12 months. The company visits each supplier on a yearly basis in order to inspect the major raw material suppliers' production process and to ensure the raw materials received meet the company's quality standards.

### Raw materials used in production of the company's energy drink and sport drink

Key raw materials used in the production process are as follows;

#### (1) White refined sugar

White refined sugar is the main ingredient for manufacturing, the company plans to purchase the white refined sugar from domestic supplier as annual production plan and enters into short-term agreements for a term of approximately 1 year. The agreement specifies amount purchased and the initial price in Thai Baht. The price may change if the authority increases or reduces price of sugar. The company has long-standing and good relationships with sugar suppliers and has not experienced a shortage of such raw material in the past.

#### (2) Glass bottles

Glass bottles are the main raw materials, including its 150 ml amber glass bottles for bottled Carabao Dang and its 250 ml clear glass bottles for Start Plus. The company has its own of amber glass bottles factory but ordered clear glass bottles from a third party as annual purchase planning. The clear glass bottles are purchased from 3 domestic suppliers under short-term agreements, which specifies the amount purchased and the fixed price in Thai Baht.

The amber glass bottle manufacturing factory was operating under the name of APG, raw materials planning and mostly capacity is enough for demand and accordance with annual production plan of CBD in currently. APG order raw material through the central procurement department and reserves the main raw materials for production for a period of 7 to 10 days. In a while clear glass bottles for Start Plus is procured from all domestic partners. The main raw materials used for manufacturing glass bottles, as follows:

##### • Glass cullet

Glass cullet is the main raw material for manufacturing amber glass bottles. Normally, the company purchases glass cullet from local cullet sorting plant, which gather used glass packages, and then ground them to cullet, remove contaminants, and deliver the cullet to glass bottle manufacturers. APG purchases glass cullet from glass cullet suppliers by entering into short-term agreements with a term of 1 year.

- **Glass sand**

Glass sand is the second main raw material for manufacturing glass bottles after glass cullet. After being melted, glass sand turns into the main structure of glass. APG purchases most of its glass sand from glass sand suppliers in Rayong, by using purchase orders which stipulate purchase price and order quantity in advance for a period of approximately 6 months.

- **Soda ash**

Soda ash is the main raw material for manufacturing amber glass bottles. It is used to reduce the temperature in the glass melting process. Soda ash is mostly found in Kenya and China. APG purchases soda ash from various importers using purchase order which is in line with normal market practice.

- **Natural gas**

Natural gas is the main fuel used for manufacturing APG's amber glass. APG has entered into a natural gas supply agreement with PTT Public Company Limited ("PTT").

- **Other raw materials**

Other raw materials in the manufacture of an amber glass bottles include limestone, feldspar, sodium sulfate, charcoal powder, selenium, rust, and other raw materials. Generally, APG purchases these raw materials from local suppliers. The procurement department has a policy to purchase each raw material from 2 to 3 suppliers in order to avoid relying too heavily on single supplier and to increase bargaining power in terms of the price and quality of the raw materials.

The proportion of raw materials for manufacturing amber glass bottles may be adjusted and one material may replace another as appropriate, depending on the ability to procure each type of raw material at a time.

### **(3) Aluminum Cans**

Aluminum Cans is main raw materials include aluminum cans 250 ml size and 330 ml size for energy drink. The company prepares an annual purchase plan for aluminum cans based on the annual production plan. It purchases the cans from 2 to 3 suppliers. Purchasing orders specifying a fixed price and the number of cans for 1 year in advance.

The aluminum cans manufacturing factory, under operation of ACM, plans to source raw materials and utilize all of the capacity in producing 250ml aluminum cans in accordance with the annual production plan of CBD. ACM orders raw material via the central procurement department and reserves key raw materials for 7 to 10 production days. Any excess demand for the 250 ml aluminum cans and 330 ml aluminum cans from CBD will be fulfilled by other local suppliers. The key raw materials for manufacturing aluminum cans are as follows:

- **Aluminum coil (plated)**

Aluminum coil is main raw materials use for production of aluminum cans. ACM purchase aluminum coil from standard local company.

- **Natural gas**

Natural gas is the fuel used for manufacturing of ACM. ACM has entered into a natural gas supply agreement long-term with PTT Public Company Limited ("PTT").

- **Other raw materials**

Other raw materials used in production of aluminum cans include inside coatings, canned Ink. The company chooses to use environmentally friendly ingredients. ACM purchase orders specifying a fixed price and the number for 1 year in advance.

### **(4) Other raw materials**

Other raw materials used for production of Carabao Dang include taurine, caffeine, inositol, nicotinamide, dexpanthenol, vitamin B6, and vitamin B12, whereby for manufacture of sport drinks include sodium chloride, potassium chloride, and zinc gluconate. Generally, the company makes a preliminary plan for procurement with suppliers on annual basis by considering the initial production plan of CBD, After monthly production plan is set, other raw materials will be ordered on a monthly basis using purchase orders with identified price and quantity.

## 6. MANUFACTURING PROCESS

The company's manufacturing processes could be summarized as follows;

### (a) Beverage's Production Process (Bottle and Can) under the Operation of CBD

#### Step 1 Preparation of raw materials with Automation Weighing System

Main raw material includes sugar, taurine, caffeine, inositol, nicotinamide, dexpanthenol, vitamin B6 and B12 which passed quality check procedure. Ingredient required in large amount such as sugar is stored in sugar silo (closed system). All raw materials are transferred to weighting, measuring system through automated system. Raw materials in powder form are weighted precisely with load cell while solutions are weighted by flow meter which passed checking and calibration regularly before use. The quantity used in each recipe are described in computer system.

#### Step 2 Automation Mixing System

Water used in production process is RO water (Processed through Reverse Osmosis). Next is transferred to mixing tank where sugar and other raw materials transferred from weighting system mixed together (order of mixing). Each recipe is described in computer system to ensure the same standard in every mixture. Next is the quality check where taste and quality requirement is tested. Once the drink passed quality check, it will be transferred to filtering process and then transferred to filling in closed system.

#### Step 3 Preparation of packaging

Bottles or cans for Carabao Dang drink are transferred through conveyor belt by depalletizer and through empty bottle/can inspection for quality control. Then, the containers are transferred through conveyor to automated washing machine with hot water 80 Celsius. After washing the cans or bottles are transferred through conveyor to filling machine.

#### Step 4 Bottling or canning

Bottles or cans after step 3 will be transferred to automated filling machine to fill the drink from mixing in step 2 and bottle or can is closed with the cap with capper or seamer. The procedure is conducted in clean room class 100,000 in accordance with Good Manufacturing Procedures (GMP). After filling procedures, Carabao Dang drinks are transferred on conveyor through full bottle/can inspection, then to lot printing on the bottles or cans.

#### Step 5 Packaging

Carabao Dang in bottle or can are transferred on conveyor to film packing machine and box packing. The factory contains machinery that can pack by wrap around and half tray. Carabao drinks packed in paper boxes will enter lot printing machine. Final stage is arranging products on pallets using palletizers to store in ready - made product warehouse.



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## (b) Glass Bottle Production Process under the Operation of APG

### Step 1 Raw material preparation and Batch Mixing

The key raw materials are cullet, sand, Soda ash, limestone and feldspar. Other ingredients to help melting process and make color of the glass includes Iron oxide, Sodium Sulphate, Carbon dust, etc.

Each ingredient is weighed automatically by hopper scale and mixed by Mixer and convey to furnace hopper.



1

### Step 2 Melting

Then the batch mixture is fed to Melting Furnace by batch charger. Furnace heats mixture by Natural gas and Electricity at the temperature 1550-1600C until it melts. While the mixture is melting, it releases Gas which is CO<sub>2</sub> and SO<sub>2</sub> gradually till the melting is completed with very less bubble in molten glass. The molten glass is transferred to Forming process via Working and Foreheart. At this stage the molten glass temperature is controlled suitably for forming process.



2

### Step 3 Forming

At the end of Forehearth, the molten glass is flown to bottle forming machine via Orifice Ring and is cut into Gob by shear blade. The falling gob has specific shape and weight depend on the type of glass bottle produced. After that the gobs fall into blank mold via series of delivered chute. At blank mold, it forms the finish end, thread and Parison. Parison is a hallow and partially formed container which after that it is transferred to Blow side and fully formed at blow mold. Then fully formed bottles are taken out to cool down above the conveyor and convey to next step.



3

### Step 4 Annealing

At Annealing Lehr, the temperature of bottle is controlled and gradually reduced from 570C to room temperature to release the internal stress and make the bottle stronger. In this process, there is cold end coating by spraying solution to the surface of bottle to prevent scratch and also make glass bottle stronger.



4

### Step 5 Inspection

100% bottle are examined by inspection machine. Each machine detects different area and defect. There is side wall inspection machine, Finish and bottle inspection machine and check inspection machine.



5

### Step 6 Palletizing and Packing

Glass bottle are palletized, packed and transferred to storage warehouse.



6



### (c) Aluminum Can Production Process under the Operation of ACM

#### Step 1 Preparation of Raw Materials

Our production starts with high quality aluminum coils. The aluminum coil is flipped 90 degree by the down ender, set into a coil releasing shaft and vertically fed into the cup press. From thin aluminum coil, the cup press cuts and folds the coil, forming into a cup with one single press. The cup is formed to a precisely designed dimensions for the next forming step.

#### Step 2 Cup Forming

The aluminum cup is elongated by a punching die, with bottom die on the other end, forming a can body and bottom profiles. Next to the body forming, the cutting shear of the trimmer evenly cut out the top part of the cans to the same height. Before printing, cans are washed in the washer, cleaning out lubrication oil and contamination. The outer surface of cans is pre-treated to be ready for printing.

#### Step 3 Coating

Our highspeed decorators are equipped with 8 printing heads and capable to cope with high quality printing and sophisticated artwork. The can bottom is lightly coated by a lacquer. This coating enables cans to glide on conveyances when being filled at filling lines of our customers. The inner surface of can is fully coated by an epoxy resin. This thin film prevents the corrosion of the aluminum can. It also preserves the taste and flavor of the beverage inside

#### Step 4 Neck & Flanger

The last process is to form a neck and a flange. The machine gradually bends the top part of the can inside to form a neck, then folds it outside to form a flange

#### Step 5 Inspecting

Before packaging, all cans are inspected by ICT camera. Cans with defects, wrong printing artwork or physical contamination are rejected and sorted out automatically.

#### Step 6 Palletizing

The qualified cans are stacked up on the pallet by an automatic palletizing machine. After stacked, the pallet is covered by shrink film to ensure hygiene and sanitation. The complete pallet is then moved to storage area and ready to deliver to the customer.



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## Quality Management

### Quality Management of Beverage Manufacturing of CBD



CBD implements the management and quality control in each production process according GMP (Good Manufacturing Practice), certified by Food and Drug Administration. The management and quality control certifications of CBD could be summarized as follows;

(1) HACCP (Hazard Analysis and Critical Control Point) certified by Thai Industrial Standards Institute and Food and Drug Administration, is the system for management of quality control whereby food safety is addressed through the control of microorganisms, chemicals and other unknowns in production process.

(2) Halal, granted by the Central Islamic Council of Thailand, is to certify that the production process complies with Islamic principles.

(3) ISO 22000:2005 (E), given by Bureau Veritas Certification (Thailand) Limited, is a food safety management certification which meets international standards.

(4) ISO 14000 and ISO 45001:2018 are a certified environmental management system for safety and occupational health

### Quality Management of Glass Bottle Manufacturing of APG

APG implements the management of quality control in production process according to the standards as follows;

(1) GMP/ HACCP certified by Bureau Veritas Certification (Thailand) Limited

(2) ISO 9001:2015, the international standard that specifies requirements for a quality management system (QMS), certified by Bureau Veritas Certification (Thailand) Limited

53

WORLD CLASS  
BRAND

### Quality Management of Aluminum Can Manufacturing of ACM

ACM has embraced the safety and quality control procedures in production process as per the GMP for packagings and managed the safety through the control of in production according to the HACCP standard in order to prepare to apply for the certification of quality control standards and promote the high production standards that meets the international requirements

## 7. Environmental Impact

Drink production of CBD, bottle manufacturing of APG, and aluminum can production of ACM are under enforcement of the law, regulations and environmental requirement applied to national, provincial and local level. Environmental laws, regulations and requirement applied to producer of beverage and manufacturers of the packaging materials include the provisions of control of air pollutant emission, water pollutants, prevention and wastewater treatment and exhaust including management and disposal of hazardous substance and waste. However, volume of exhaust, wastewater and other waste from production processes of the company's beverages and the packing materials are in standard ranges and in compliance with all relevant environmental law, regulations and requirement.

The company believes that, at present, all of the company's manufacturing facilities have complied with the environmental law, regulations and requirement applied to national, provincial and local levels and, thus, have never been prosecuted for any lawsuit in regard to non-compliance to environmental law. Nevertheless, the company might be affected from the unanticipated environmental situation or new enforcement of law, regulations and requirement or amendment in the future.

## 8. Ongoing project

- None -

# INFORMATION ON THE SECURITIES AND SHAREHOLDERS

54

WORLD CLASS  
PRODUCT

## INFORMATION ON THE SECURITIES AND SHAREHOLDERS



## 1. Capital

As of 31 December 2019, the registered capital and paid-up capital of the company is Baht 1,000 million, consisting of 1,000 million shares at Baht 1 par value. Total of shares are traded in Stock Exchange of Thailand.

## 2. Shareholder

2.1 The shareholding and percentage of Top 10 of shareholders as of August 23, 2019 are as follows;

No.	Shareholders' name	Number of shares	Shareholding Percentage
1	Sathientham Holding Co.,Ltd.	250,064,500	25.01%
2	Ms. Nutchamai Thanombooncharoen	210,000,000	21.00%
3	Mr. Yuenyong Opakul	70,480,000	7.05%
4	Mr. Sathien Setthasit	48,474,100	4.85%
5	Thai NVDR	36,820,283	3.68%
6	Mr. Pracha Dumrongsuttipong	29,054,200	2.91%
7	Mrs. Linjong Opakul	26,145,800	2.61%
8	UBS AG SINGAPORE BRANCH	25,161,400	2.52%
9	Mrs. Jarunee Chinwongvorakul	24,246,600	2.42%
10	NORTHEND INVESTMENT LIMITED	20,000,000	2.00%

**22 Holding companies that are the Company's major shareholders and have significant impact for company's policies and operations are as follows:**

2.2.1 The shareholding structure of Sathientham Holding Co., Ltd. is as follows: Mr. Sathien Setthasit holds shares at 55.0 percent, Mrs. Dararat Setthasit holds shares at 15.0, Mr. Veeratham Setthasit holds shares at 10.0 percent, Mr. Romtham Setthasit holds shares at 10.0 percent, and Miss Tientham Setthasit holds shares at 10.0 percent of the total paid-up capital of Sathientham Holding Co., Ltd.

2.2.2 Northend Investment Ltd. was incorporated under the applicable laws of Hong Kong, whereby Mr. Sathien Setthasit and Autumn Gold Capital Ltd. are the shareholders representing 90% and 10% of capital, respectively. Autumn Gold Capital Ltd. was incorporated under the applicable laws of the British Virgin Islands, having Mr. Sathien Setthasit as the ultimate beneficial owner.

Note: \* UBS AG SINGAPORE BRANCH was appointed to serve as a custodian for and on behalf of Northend Investment Limited.

### 2.3 Summary of Directors and Managements' Shareholding Year 2019

Director / Management	Relation	Number of Shares (Beginning)	Increase / (Decrease) During Year	Number of Shares (Ending)
<b>1. Sathien's Group</b>				
1.1 Mr. Sathien Setthasit		48,474,100	-	48,474,100
1.2 Sathientham Holding Co., Ltd.		250,064,500	-	250,064,500
1.3 Northend Investment Limited		45,161,400	-	45,161,400 <sup>1</sup>
<b>2. Nutchamai's Group</b>				
2.1 Ms. Nutchamai Thanombooncharoen		210,000,000	-	210,000,000
2.2 Mrs. Wongdao Thanombooncharoen	Ms. Nutchamai's Sister	18,152,700	-	18,152,700
<b>3. Yuenyong's Group</b>				
3.1 Mr. Yuenyong Opakul		70,480,000	-	70,480,000
3.2 Mrs. Linjong Opakul	Mr. Yuenyong's Wife	26,145,800	-	26,145,800

Remark : <sup>1</sup> UBS AG SINGAPORE BRANCH is appointed to serve as a custodian for and on behalf of Northend Investment Limited. Currently, UBS AG SINGAPORE BRANCH holds 25,161,400 shares.

### 3. The Subsidiaries

At present, the shareholding structure of the Company's subsidiaries could be summarized as follows.

#### 3.1 Carabao Tawandang Company Limited (CBD)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. The Company	2,999,990	99.9
2. Mr. Sathien Setthasit	5	0.0
3. Mr. Veeratham Setthasit	5	0.0
<b>Total</b>	<b>3,000,000</b>	<b>100.0</b>

#### 3.2 Tawandang DCM Company Limited (DCM)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. The Company	999,980	99.9
2. Mr. Sathien Setthasit	10	0.0
3. Miss Nutchamai Thanombooncharoen	10	0.0
<b>Total</b>	<b>1,000,000</b>	<b>100.0</b>

#### 3.3 Asia Pacific Glass Company Limited (APG)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. The Company	12,999,980	99.9
2. Mr. Sathien Setthasit	10	0.0
3. Miss Nutchamai Thanombooncharoen	10	0.0
<b>Total</b>	<b>13,000,000</b>	<b>100.0</b>

#### 3.4 CARABAO TRADING (HONG KONG) LIMITED (CTHK)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. . The Company	50,000	100.0
<b>Total</b>	<b>50,000</b>	<b>100.0</b>

#### 3.5 CARABAO HOLDINGS (HONG KONG) LIMITED (CHHK)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. . The Company	85,898,943	100.0
<b>Total</b>	<b>85,898,943</b>	<b>100.0</b>

### 3.6 CARABAO VENTURE HOLDINGS (LUXEMBOURG) LIMITED S.À.R.L. (CVHLUX)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. CHHK	52,526,120	84.3
2. Northend Investment Limited	5,981,622	9.6
3. INTERCARABAO PRIVATE LIMITED	3,800,823	6.1
<b>Total</b>	<b>62,308,565</b>	<b>100.0</b>

### 3.7 INTERCARABAO LIMITED (ICUK)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. CVHLUX	74,600,000	100.0
<b>Total</b>	<b>74,600,000</b>	<b>100.0</b>

### 3.8 Asia Can Manufacturing Company Limited (ACM)

Name of Major Shareholder	Number of Shares	Shareholding Percentage
1. The Company	5,180,000	74.0
2. SHOWA DENKO Group	1,820,000	26.0
<b>Total</b>	<b>7,000,000</b>	<b>100.0</b>

## 4. Shareholders Agreement

- None. -

# DIVIDEND POLICY

58

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**DIVIDEND POLICY**

## 1. Dividend Policy of the Company

The Company has a policy to pay dividends at the rate of not less than 40.0 percent of net profit after income tax under the consolidated financial statements and the allotment of a legal reserve. The rate of dividend payment is subject to the investment plan, the conditions and restrictions as specified in the loan agreements, or other relevant agreements (if any), the financial condition and operating results as well as other relevant factors of the Company and its subsidiaries. The Board of Directors may reconsider and amend the dividend policy from time to time to be consistent with the Company's and its subsidiaries' future business growth plans, investment capital and working capital requirements, and other factors as considered appropriate. However, the dividend payment must not be in excess of the retained earnings under the Company's separate financial statements, and must be in accordance with the relevant law.

The Company is a holding company and its main assets are investments in its subsidiaries. Therefore, the Company's ability to pay dividends is dependent upon the operating results of and dividend payment of its subsidiaries.

## 2. Dividend Policy of the Subsidiaries

The subsidiaries of the Company have a policy to pay dividend to shareholders at the rate of not less than 40.0 percent of net profit after income tax under the separate financial statements of the subsidiaries and the allotment of a legal reserve. The rate of dividend payment is subject to their operating results, financial conditions, liquidity, investment requirements, additional investments, business expansion, conditions and restrictions provided under loan agreements and other factors relating to their management as their Board of Directors and/or shareholders may consider appropriate. The dividend payment shall be in accordance with the Company's policy. However, the dividend payment must not be in excess of the retained earnings under the subsidiaries' separate financial statements, and must be in accordance with the relevant law.



## MANAGEMENT STRUCTURE

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60

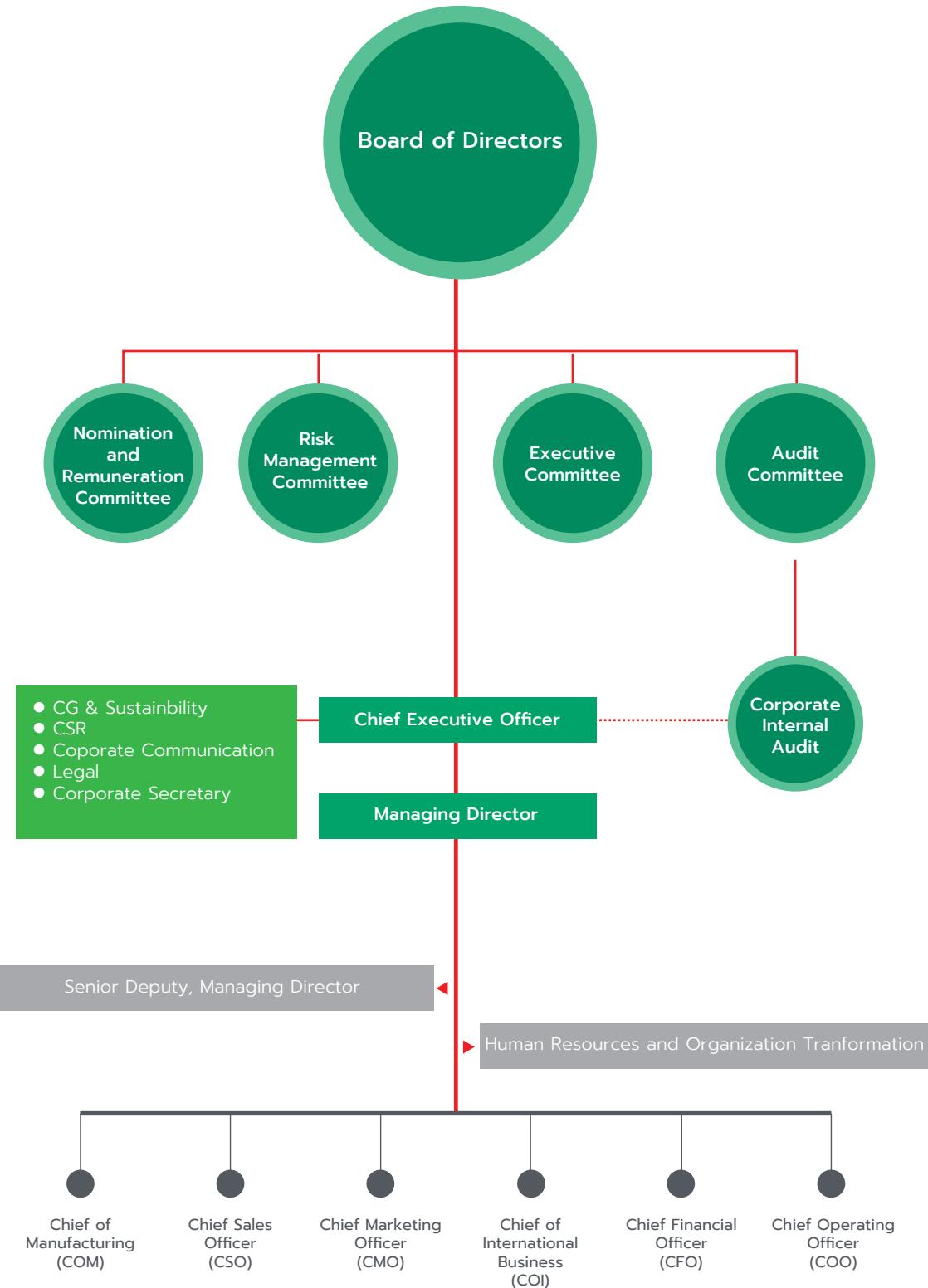
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**MANAGEMENT STRUCTURE**

# 1. Management Structure of the Company

## 1.1 Organization Structure



## 1.2 Board of Directors of the Company

The Board of Directors of the Company comprises of 9 directors as follows:

Name	Position
1. Mr. Sathien Setthasit	Chairman of the Board of Directors / Chairman of Executive Committee / Chairman of Nomination and Remuneration Committee
2. Miss Nutchamai Thanombooncharoen	Vice-Chairman of the Board of Directors / Vice-Chairman of Executive Committee / Vice-Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee
3. Mr. Yuenyong Opakul	Director
4. Mr. Kamoldist Smuthkochorn	Director / Member of Executive Committee / Member of Risk Management Committee
5. Mr. Romtham Setthasit	Director
6. Mrs. Saowanee Kamolbutr	Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Vice Chairman of Nomination and Remuneration Committee / Independent Director
7. Mr. Kanit Patsaman	Director / Member of Audit Committee / Member of Risk Management Committee / Member of Nomination and Remuneration Committee / Independent Director
8. Mr. Sanchai Jullamon Resigned May 3, 2019	Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Independent Director
8. Miss Urawee Ngowroongrueng Appointed August 8, 2019	Director / Member of Audit Committee / Independent Director
9. GEN. Siripong Wongskhanti	Director / Independent Director

Remark: Miss Raewadee Rassameesangpetch acts as the secretary to the Board of Directors.

### (1) Authorized Director

The Company's authorized directors to sign to bind the Company are Mr. Sathien Setthasit, or Mr. Yuenyong Opakul, or Miss Nutchamai Thanombooncharoen, or Mr. Kamoldist Smuthkochorn. Any two out of four of such authorized directors jointly sign with the Company's seal affixed in order to bind the Company, except for certification of documents or copies of documents, which shall require the signature of any one of these four authorized directors with the Company's seal affixed.

### (2) Board of Directors meetings

Name of Director	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
1. Mr. Sathien Setthasit	✓		✓	
2. Miss Nutchamai Thanombooncharoen	✓		✓	✓
3. Mr. Yuenyong Opakul	✓			
4. Mr. Kamoldist Smuthkochorn	✓			✓
5. Mr. Romtham Setthasit	✓			
6. Mrs. Saowanee Kamolbutr	✓	✓	✓	✓
7. Mr. Kanit Patsaman	✓	✓	✓	✓
8. Miss Urawee Ngowroongrueng	✓	✓		
9. GEN. Siripong Wongskhanti	✓			
10. Mr. Pongsarn Klongwathanakith (CFO)				✓
11. Mr. Anupong Pongsuwanan				✓
12. Miss Tientham Setthasit				✓

Name of Director	Meeting attendance in 2018 / 2019									
	Board of Director (out of 5 times/ 5 times)		Audit Committee (out of 5 times/ 6 times)		Numeration and Remuneration Committee (out of 3 times/ 3 times)		Risk Management Committee (out of 4 times/ 4 times)		Annual General Shareholders' Meeting (out of 1 times/ 1 times)	
	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019
1. Mr. Sathien Setthasit	4/5	4/5	-	-	2/3	2/3	-	-	1/1	1/1
2. Miss Nutchamai Thanombooncharoen	5/5	5/5	-	-	3/3	3/3	4/4	4/4	1/1	1/1
3. Mr. Yuenyong Opakul	4/5	4/5	-	-	-	-	-	-	1/1	0/1
4. Mr. Kamoldist Smuthkochorn	4/5	4/5	-	-	-	-	3/4	4/4	1/1	1/1
5. Mr. Romtham Setthasit	4/5	4/5	-	-	-	-	1/3	-	1/1	1/1
6. Mrs. Saowanee Kamolbutr	5/5	5/5	5/5	6/6	3/3	3/3	4/4	4/4	1/1	1/1
7. Mr. Kanit Patsaman	5/5	5/5	5/5	6/6	3/3	3/3	4/4	4/4	1/1	1/1
8. Mr. Sanchai Jullamon	4/5	4/5	4/5	2/2	3/3	3/3	-	-	1/1	1/1
9. Miss Urawee Ngowroongrueng	-/-	2/2	-	2/2	-	-	-	-	-	-
10. GEN. Siripong Wongskhanti	5/5	5/5	-	-	-	-	-	-	1/1	1/1
11. Mr. Pongsarn Klongwathanakith (CFO)	-	-	-	-	-	-	4/4	4/4	1/1	1/1
12. Mr. Anupong Pongsuwana	-	-	-	-	-	-	4/4	3/4	1/1	1/1
13. Miss Tientham Setthasit	-	-	-	-	-	-	0/1	3/4	-	-

## Detail of the board of directors

63

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### 1. Mr. Sathien Setthasit

#### Current Position

- Chairman of the Board of Directors
- Chairman of the Executive Committee
- Chairman of the Nomination and Remuneration Committee
- Chief Executive Officer

#### Educational Qualifications/Training

- B.A. (Political Science), Sukhothai Thammathirat Open University
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

#### Work Experience

2014 — Present	Chairman of the Board of Directors Chairman of the Executive Committee Chairman of the Nomination and Remuneration Committee Chief Executive Officer Carabao Group Public Company Limited
2018 — Present	Director Tawandang Logistic Co.,Ltd. TD Tawandang Co.,Ltd. Express Med Co.,Ltd
2014 — Present	Chairman of the Board of Directors Asia Pacific Glass Co., Ltd.
2012 — Present	Chairman of the Board of Directors Tawandang DCM Co., Ltd.
2013 — Present	Chairman of the Board of Directors Carabao Group Public Company Limited
2002 — Present	Chairman of the Board of Directors Carabao Tawandang Co., Ltd.

## 2. Miss Nutchamai Thanombooncharoen

### Current Position

- Vice Chairman of the Board of Directors
- Vice Chairman of the Executive Committee
- Member of the Nomination and Remuneration Committee
- Vice Chairman of the Risk Management Committee
- Managing Director

### Educational Qualifications/Training

- B.A. (Social Sciences), Silpakorn University
- M.A. (Commerce and Accountancy), Thammasat University
- Director Certification Program (DCP), Thai Institute of Directors (IOD)
- Financial Statements for Directors (FSD) , Thai Institute of Directors (IOD)
- Risk Management Committee Program (RMP) , Thai Institute of Directors (IOD)
- Transformative HR System, Panyapiwat Institute of Management (PIM)
- Top Management Program, Capital Market Academy (CMA)
- Top Executive Program in Commerce and Trade (TEPCot)

### Work Experience

2014 — Present	Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee / Vice Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee and Managing Director Carabao Group Public Company Limited
2017 — Present	Member of the Board of Directors / Member of the Executive Committee of Tawandang F&B Co.,Ltd.
2015 — Present	Member of the Board of Directors and Member of the Executive Committee of Tawandang Brewery 1999 Co.,Ltd.
2014 — Present	Vice Chairman of the Board of Directors Asia Pacific Glass Co., Ltd.
2013 — Present	Vice Chairman of the Board of Directors Carabao Group Public Company Limited
2013 — Present	Managing Director Carabao Tawandang Co., Ltd.
2012 — Present	Managing Director Tawandang DCM Co., Ltd.
2002 — Present	Member of the Board of Directors Carabao Tawandang Co., Ltd.
2002 — 2013	Deputy Managing Director Carabao Tawandang Co., Ltd.
1999- Present	Member of the Board of Directors and Member of the Executive Committee Tawandang Brewery Co., Ltd.
2005- Present	Member of the Board of Directors and Member of the Executive Committee Tawandang German Brewery Co., Ltd.

## 3. Mr. Yuenyong Opakul

### Current Position

- Member of the Board of Directors
- Senior Assistant Managing Director

### Educational Qualifications/Training

- Honorary Doctorate (Liberal Arts), Bangkok Thonburi University
- Honorary Doctorate (Thai Popular Music), Ramkhamhaeng University
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

## Work Experience

2014 — Present	Senior Deputy Managing Director Carabao Group Public Company Limited
2014 — Present	Member of the Board of Directors Asia Pacific Glass Co., Ltd.
2014 — Present	Member of the Board of Directors Tawandang DCM Co., Ltd.
2013 — Present	Member of the Board of Directors Carabao Group Public Company Limited
2002 — Present	Member of the Board of Directors / Senior Deputy Managing Director Carabao Tawandang Co., Ltd.

## 4. Mr. Kamoldist Smuthkochorn

### Current Position

- Member of the Board of Directors
- Member of the Executive Committee
- Member of the Risk Management Committee
- Assistant Managing Director – Production

### Educational Qualifications/Training

Bachelor of Technology (Hons.), Computing Studies, University of Bradford

## Work Experience

2015 - Present	Member of the Board of Directors Carabao Group Public Company Limited
2015 - Present	Member of the Board of Directors Carabao Tawandang Co., Ltd.
2015 - Present	Member of the Board of Directors Asia Pacific Glass Co., Ltd.
2015 - Present	Member of the Board of Directors Tawandang DCM Co., Ltd.
2014 — Present	Member of the Executive Committee / Member of the Risk Management Committee and Deputy Managing Director – Marketing Carabao Group Public Company Limited
2014 — Present	Deputy Managing Director-Marketing Tawandang DCM Co., Ltd.
2014 — Present	Deputy Managing Director- Marketing Tawandang DCM Co., Ltd.
2002 — 2013	Director of Marketing Carabao Tawandang Co., Ltd.

65

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## 5. Mr. Romtham Setthasit

### Current Position

- Member of the Board of Directors
- Member of the Executive Committee
- Member of the Risk Management Committee
- Assistant Managing Director — International Business

### Educational Qualifications/Training

- Bachelor of Marketing, University of Wollongong, NSW, Australia
- Master of International Business, University of Queensland, QLD, Australia

## Work Experience

2017 — Present	Member of the Board of Directors / Member of Executive Committee / Member of Risk Management Committee Carabao Group Public Company Limited
2016	Director of CEO's Office, Carabao Group Public Company Limited
2014 — 2015	Department Director, CJ Express Group Company Limited
2012 — 2013	Department Director, Tawandang Singapore Company Limited

## 6. Mrs. Saowanee Kamolbutr

### Current Position

- Independent Director
- Member of the Board of Directors
- Chairman of the Audit Committee
- Vice Chairman of the Nomination and Remuneration Committee
- Chairman of the Risk Management Committee

### Educational Qualifications/Training

- Bachelor of Arts in Political Science (Public Administration), Thammasat University
- Master of Arts in Political Science (Public Administration) (M.Pol.Sc.), Thammasat University
- National Defense College (NDC 2015)
- Certificate (Class 7), Top Management Program, Capital Market Academy (CMA) Class 7
- Senior Executive Program (Kellogg — Sasin)
- The Management Development Program, Wharton School
- Director Certification Program (DCP), Institute of Directors (IOD), Class 69
- Advance Audit Committee Program (ACP), Institute of Directors (IOD)
- Role of the Compensation Committee (RCC), Institute of Directors (IOD)
- Role of the Chairman Program (RCP), Institute of Directors (IOD)
- Financial Institutions Governance Program (FGP), Institute of Directors (IOD)
- Advanced Security Management Program Alumni (ASMA.) Class No.4, The Association National Defense College of Thailand under the Royal Patronage of His Majesty the King
- Boards that make a difference (BMD) วุฒิ 9/2019 Thai Institute of Directors (IOD)

### Work Experience

66

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2019 - Present	Honorary Directors, South East Bangkok College
2017 - 2018	Independent Director / Member of Audit Committee Pacific Pipe Public Company Limited
2016 — Present	Independent Director / Member of Audit Committee : Glow Energy Public Company Limited
2016 — Present	Independent Director / Member of Audit Committee / Chairman of Good Corporate Governance Committee / Member of Risk Management Committee : FN Factory Outlet Public Company Limited
2014 — 2018	Honorary Director, Rajapark Institute
2014 — Present	Director, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
2014 — 2019	Advisor, The Committee on Economics, Monetary Affairs and Finance, The Committee of the National Legislative Assembly
2014 — Present	Independent Director, Chairman of the Audit Committee and Vice Chairman of the Nomination and Remuneration Committee Carabao Group Public Company Limited
2012 — Present	Independent Director and Chairman of the Audit Committee, Member of the Risk Management Committee T.K.S. Technology Public Company Limited
2012 — 2013	Chairman of the Executive Director, Retail Business Unit, Thai Yarnyon Company Limited
2009 — 2013	Chairman of the Board of Directors, TMB Bank Public Company Limited
2009 — 2013	Director, Don Muang Tollway Public Company Limited
2009 — 2012	Deputy Permanent Secretary, Ministry of Finance

## 7. Mr. Kanit Patsaman

### Current Position

- Independent Director
- Member of the Board of Directors
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee
- Member of the Risk Management Committee

### Educational Qualifications/Training

- Bachelor of Economics, Ramkamhaeng University
- MBA, National Institute of Development Administration
- Director Certification Program (DCP), Thai Institute of Directors (IOD)
- Audit Committee Program (ACP) Thai Institute of Director (IOD)
- Corporate Governance for Board of Directors and Top Management of State Enterprise and Public Organization by King Prajadhipok's Institute
- Driving Company Success with IT Governance (ITG) 5/2017
- Role of the Chairman Program, Class 45/2019 Thai Institute of Directors (IOD)

### Work Experience

2017 — present	Member of the Board of Directors, Chairman of Audit Committee and Member of Risk Management Praram 9 Hospital
2016 - present	Member of the Board of Directors / Member of Audit Committee, Member of Nomination and Remuneration, Member of Risk Management Committee, Carabao Group Public Company Limited
2014 — 2016	Member of the Board of Directors, Carabao Group Public Company Limited
2013 — 2014	Member of the Board of Directors, Bank for Agriculture and Agricultural Co-operatives
2013	Member of the Board of Directors, Thai Credit Guarantee Corporation
2012 — 2014	Member of the Board of Directors, National Housing Authority
2005 - 2013	Advisor to Liquidation directors and authorized representative of liquidation directors, Thai Asset Management Corporation



## 8. Miss Urawee Ngowroongrueng

### Current Position

- Independent Director
- Member of the Board of Directors
- Member of the Audit Committee

### Educational Qualifications/Training

- Master's degree of Political Science (Public Administration) Thammasat University
- Master of Intellectual Property, Franklin Pierce Law Center USA.
- Master's degree of Law (Business Law) Thammasat University
- Thai Bar Association Institute of Legal Education of the Thai Bar
- Bachelor's degree of Law Thammasat University
- Diploma, National Defence College, The Joint State - Private Sector Course Class 24
- Certificate (Class 7), Top Management Program, Capital Market Academy (CMA) Class 21
- Senior Executives in the Strategy for Prevention and Suppression Corruption Strategy Program (Class 7), organized by the Office of the National Anti-Corruption Commission
- Director Accreditation Program (DAP), 164/2019 Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP) 35/2019 Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP), 164/2019 Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP) 35/2019 Thai Institute of Directors (IOD)

### **Work Experience**

Present	- Legal Advisor, Ministry of Commerce
Past	- Deputy Permanent Secretary (Management), Ministry of Commerce
	- Legal Advisor, Ministry of Commerce
	- Deputy Director General, Department of Business Development, Ministry of Commerce
	- Deputy Director General, Department of Intellectual Property, Ministry of Commerce
	- Associate judge Central Intellectual Property and International Trade Court

## **9. GENERAL Siripong Wongskhunti**

### **Current Position**

- Independent Director
- Member of the Board of Director

### **Educational Qualifications/Training**

- Military Academy (Class 20)
- Bachelor of Science, Chulachomklao Royal Military Academy (Class 31)
- Generic Technology Course, DSTO, Australia 1994
- Master of Political Science, Thammasat University, 2003
- The National Defense College Program Class 57, 2015
- Top Management Program in Energy Science Class 7 Institute of Energy Science, 2016
- Top Management Program, Capital Market Academy (CMA) Class 24, 2017
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

### **Work Experience**

68

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2018 - Present	Director — General the War Veterans Organization of Thailand
2015 - 2017	Director — General, Defense Energy Department, Defense Industry and Energy Centre
2013 - 2014	Deputy Director — General, Defense Energy Department, Defense Industry and Energy Centre
2013	Expert, Office of the Permanent Secretary of Defense

## **1.3 Sub – Committee**

The Company has 3 sub-committee such as Audit Committee, Nomination and Remuneration Committee and Risk Management Committee

### **Audit Committee compose of 3 Independent Directors**

Name of Director	Position
1. Mrs. Saowanee Kamolbutr	Chairman of the Audit Committee
2. Miss Urawee Ngowrungreung	Member of the Audit Committee
3. Mr. Kanit Patsaman	Member of the Audit Committee

### **Nomination and Remuneration Committee compose of 4 Directors**

Name of Director	Position
1. Mr. Sathien Setthasit	Chairman of the Nomination Remuneration Committee
2. Mrs. Saowanee Kamolbutr	Vice Chairman of the Nomination Remuneration Committee
3. Ms. Nutchamai Thanombooncharoen	Member of the Nomination Remuneration Committee
4. Mr. Kanit Patsaman	Member of the Nomination Remuneration Committee

### Risk Management Committee compose of 8 Directors

Name of Director	Position
1. Mrs. Saowanee Kamolbutr	Chairman of the Risk Management Committee
2. Miss Nutchamai Thanombooncharoen	Vice Chairman of the Risk Management Committee
3. Mr. Kamoldist Smuthkochorn	Member of the Risk Management Committee
4. Mr. Kanit Patsaman	Member of the Risk Management Committee
5. Mr. Pongsarn Klongwathanakith	Member of the Risk Management Committee
6. Mr. Anupong Pongsawan	Member of the Risk Management Committee
7. Miss Tientham Setthasit	Member of the Risk Management Committee
8. Mrs. Santana Chunneam*	Member of the Risk Management Committee

\*Mrs. Santana Chunneam was appointed to be member of Executive Committee and member of the Risk Management Committee by resolution of the Board of Directors No. 5/2019 on December 19,2019

### Executive Committee compose of 7 Directors

Name of Director	Position
1. Mr. Sathien Setthasit	Chairman of Executive Committee
2. Miss Nutchamai Thanombooncharoen	Vice Chairman of Executive Committee
3. Mr. Kamoldist Smuthkochorn	Member of Executive Committee
4. Mrs. Wongdao Thanombooncharoen	Member of Executive Committee
5. Mr. Pongsarn Klongwathanakith	Member of Executive Committee
6. Miss. Tientham Setthasit	Member of Executive Committee
7. Mrs. Santana Chunneam*	Member of Executive Committee

\*Mrs. Santana Chunneam was appointed to be member of Executive Committee and member of the Risk Management Committee by resolution of the Board of Directors No. 5/2019 on December 19,2019

## 1.4 Executive Management

### Executive Management of the Company consists 6 executives as follows:

Name of Director	Position
1. Mr. Sathien Setthasit	Chief Executive Officer
2. Miss Nutchamai Thanombooncharoen	Managing Director
3. Mr. Yuenyong Opakul	Senior Deputy Managing Director
4. Mr. Kamoldist Smuthkochorn	Deputy Managing Director, Production
5. Mr. Romtham Setthasit	Deputy Managing Director, International Business
6. Mr. Pongsarn Klongwathanakith	Chief Financial Officer

#### Chief Executive Officer's Scope of Duties and Responsibilities

1. Establish vision, objectives, policies, strategy and business plan and budget together with the company's Board of Director
2. Monitor, supervise, manage and operate business as a routine with consideration on benefits of the Company and aligning to the company's policies, vision, goals, objectives approved by Board of Directors and/or Shareholders' Meeting
3. Convey business directions to the Company's vision and missions set by Board of Directors and according to the Company's business plan, budget, and strategy approved by Board of Directors and/or Shareholders' Meeting
4. Coordinate with Audit Committees and Risk Management Committees to convey business operations and manage risks of the Company to align with the Company's objectives, articles of association, as well as the resolution of Board of Directors and/or Shareholders' Meeting
5. Supervise financial management, marketing plan, human resources and other operations to align with the Company's objectives, business plan according to the resolution of Board of Directors and/or Shareholders' Meeting
6. Negotiate and enter into agreements and/or any transactions as a normal business operation (for example, investments in machines and other assets according to the approval by Board of Directors, storage costs, or sales of products) according to the degree of authorization level according to the resolution of Board of Directors

7. Command and raise any rules, regulations, announcements, and internal memorandum for the Company's operations as to align with the Company's policies for the benefits of the Company and for discipline
  8. Monitor, supervise, and/or implement normal day-to-day operations of the Company
  9. Monitor, follow, and supervise performance of the Company's, the Company's subsidiaries, and/or associations against the budget and report to the Board of Directors on quarterly basis as well as identify opportunity for further improvements and development
  10. Develop the organization with consideration on performance improvement as well as provide an ongoing improvement for a sustainable organization development
  11. Explore any new investment opportunity with thoroughness and comprehensiveness both technical and financial perspectives for management decision
  12. Consider and approve any normal business transactions and other transactions in normal commercial terms under the amount approved by the Board of Directors and/or Executive Committees by complying to the regulations of Asset Acquisition or Disposal transaction by SEC and SET as well as the Table of Authority approved by the Board of Directors
  13. Appoint any consultants in necessity to the Company's operation
  14. Authorized and/or assigned any person or a group of people to perform the Chief Executives Office's tasks with alignment to the scope of duties stated in the Company's power of attorney and/or rules, regulations or other resolutions of the Board of Directors
- Nonetheless, such authorization under the scope of duties and responsibilities of CEO shall have no conflicts in any forms to the benefits of Company's or the Company's subsidiaries, otherwise, such authorization shall be approved and agreed by the Company's Board of Directors and/or Shareholders' Meeting (as the case may be) unless such transaction is under normal business operations and on the arm's length basis
15. Perform other tasks as assigned and authorized by the Board of Director

## **1.5 Company Secretary**

Board of Directors Meeting No. 5/2015, held on August 7, 2015, was approved the appointment of Mr. Waranchai Jensiriwanich as the Company secretary, in order to comply with section 89/15 of the Securities and Exchange Act. The duties and responsibilities of the Company secretary are as follows:

(1) to prepare and keep the following documents:

(a) directors register;

(b) notices of Board of Directors meetings, minutes of Board of Directors meetings, annual reports of the Company, and preparing supporting details and documents for Board of Directors meetings; and

(c) notices of shareholders meetings, minutes of shareholders meeting, and preparing supporting details and documents for shareholders meetings;

(2) to keep reports on the interests as reported by the directors and executives;

(3) to perform other acts as prescribed by the Capital Market Supervisory Board; and

(4) to send copies of reports on the interests under section 89/14, as prepared by the directors and executives, to the chairman of the Board of Directors and the chairman of the Audit Committee within seven business days from the receipt thereof by the Company.

The Company Secretary must perform the aforementioned duties in a responsible, careful, and honest manner, and comply with the laws, the Company's objectives and Articles of Associations, and the resolutions of the Board of Directors and shareholders meetings.

## **1.6 Remuneration of the directors and executives**

### **(1) Remuneration of the directors**

#### **Policy and Criteria for the Remuneration of the Directors**

The remuneration is made in 2 forms as follows.

1) Meeting allowances per number of attendances based on the company's performance and size with consideration on the responsibilities, capabilities, and experiences of directors, the appropriateness of benefits that the directors bring into the company and the competitiveness in order to nurture the qualified directors within the Company .

2) Annual bonus based on the Company's performance.

### (a) Monetary remuneration

Monetary remuneration of the company consists of salary, meeting allowance and bonus.

Refer to resolution of Annual General Meeting Year 2019, held on April 23, 2019 was approved monetary remuneration for non-executive directors not more than THB 5 million per year the details as follows:

	Salary	Meeting allowance
Chairman of the Board of Directors or chairman of committee	THB 45,000 / person / month	THB 20,000 / person / time
Director	THB 30,000 / person / month	THB 20,000 / person / time

In considering bonus payments to non-executive directors, it is at the discretion of the Chairman of the Board of Director, but not more than the amount approved by the shareholders.

**For the Year 2019, the Company has director remuneration expenses as follows.**

Name	Position	Monetary remuneration	Bonus
1. Mr. Sathien Setthasit	Chairman of the Board of Director / Chief Executive Officer	None	None
2. Miss Nutcharai Thanombooncharoen	Vice Chairman of the Board of Director / Managing Director	None	None
3. Mr. Yuenyong Opakul	Director / Senior Deputy Managing Director	None	None
4. Mr. Kamoldist Smuthkochorn	Director / Deputy Managing Director	None	None
5. Mr. Romtham Setthasit	Director / Assistant Managing Director	None	None
6. Mrs. Saowanee Kamolbutr	Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Vice Chairman of Nomination and Remuneration Committee / Independent Director	920,000	350,000
7. Mr. Kanit Patsaman	Director / Member of Audit Committee / Member of Risk Management Committee / Member of Nomination and Remuneration Committee / Independent Director	740,000	150,000
8. Mr. Sanchai Jullamon	Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Independent Director	220,000	150,000
9. LT.GEN Siripong Wongskhanti	Director / Independent Director	480,000	100,000
10. Miss Urawee Ngwroongrueng	Director / Member of Audit Committee / Independent Director	230,000	-
<b>Total</b>		<b>2,590,000</b>	<b>750,000</b>

### (b) Non-monetary remuneration

- None -

### (2) Remuneration of the executives

#### Policy and Criteria for the Remuneration of the Executive Management

The Nomination and Remuneration Committee consider and review the monthly money compensation and bonuses based on the Company's performance, financial positions and an individual key performance indicator, then propose to the Board of Directors for approval.

**(a) Monetary remuneration**

Type of Remuneration	For the fiscal year ended 31 December 2018		For the fiscal year ended 31 December 2019	
	No. of Executives	Amount (Baht)	No. of Executives	Amount (Baht)
Salary and bonus	7	143,198,340	6	172,028,000
Provident fund and social security contributions	7	3,611,610	6	3,537,792
<b>Total</b>		<b>146,809,950</b>		<b>175,565,792</b>

**(b) Non-monetary remuneration**

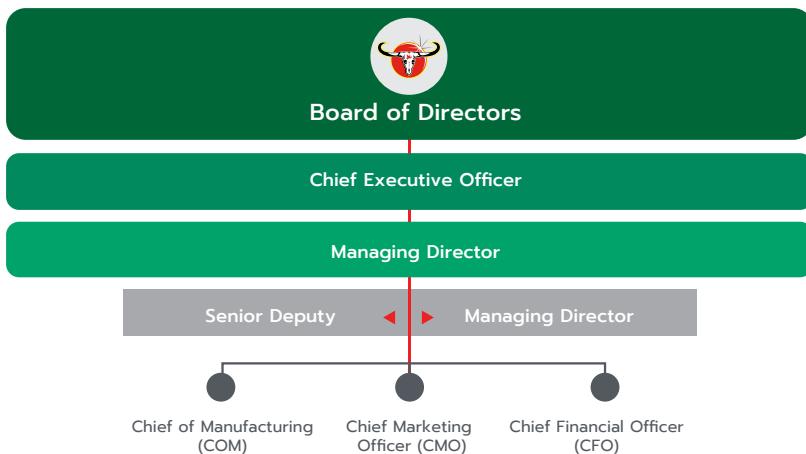
- None. —

## 2. Management Structures of the Subsidiaries

### 2.1 Organization Structure of the Subsidiaries

- (1) Carabao Tawandang Company Limited ("CBD")
- (2) Asia Pacific Glass Company Limited ("APG")
- (3) Tawandang DCM Company Limited ("DCM")

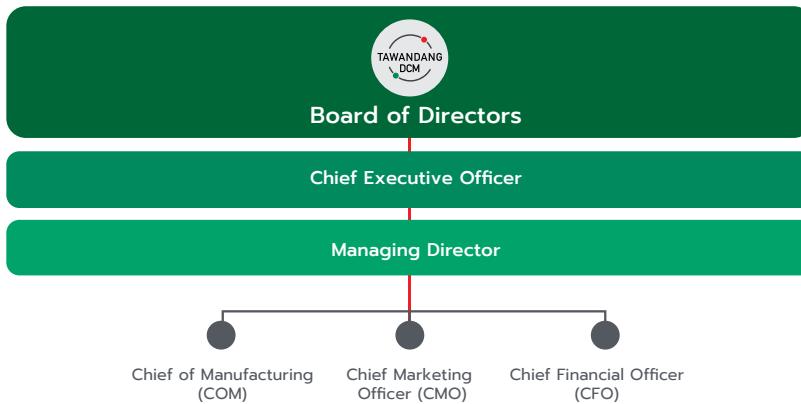
#### ① Carabao Tawandang Company Limited ("CBD")



#### ② Asia Pacific Glass Company Limited ("APG")



### 3 Tawandang DCM Company Limited ("DCM")



## 2.2 Board of Directors of the Subsidiaries

### (1) Boards of Directors of CBD, APG, and DCM

As of 31 December 2019, the Boards of Directors of the 3 subsidiaries, viz. CBD, APG and DCM, consist of six directors as follows:

Name	Position
1. Mr. Sathien Setthasit	Chairman of the Board of Directors
2. Miss Nutchamai Thanombooncharoen	Vice Chairman of the Board of Directors
3. Mr. Yuenyong Opakul	Director
4. Mrs. Wongdao Thanombooncharoen	Director
5. Mr. Kamoldist Smuthkochorn	Director
6. Mr. Pongsarn Klongwathanakith	Director

73

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### (2) Authorized director of the subsidiaries

The authorized directors of the three subsidiaries, i.e. CBD, APG, and DCM are any two directors, who shall jointly sign with the seal affixed in order to bind such three subsidiaries, except for certification of documents and/or copies of documents, which shall require the signature of any one director with each subsidiary's seal affixed.

## 2.3 Management of the subsidiaries

As of 31 December 2019, the management of the four subsidiaries, i.e. CBD, APG, DCM and ACM, consists of eight executives as follows:

Name	Position	Company			
		CBD	APG	DCM	ACM
1. Mr. Sathien Setthasit	Chief Executive Director	✓	✓	✓	-
2. Miss Nutchamai Thanombooncharoen	Managing director	✓	✓	✓	✓
3. Mr. Yuenyong Opakul	Senior Deputy Managing Director	✓	-	-	-
4. Mr. Kamoldist Smuthkochorn	Deputy Managing Director, Production	✓	✓	-	✓
5. Mr. Pongsarn Klongwathanakith	Chief Financial Officer	✓	✓	✓	✓

### 3. Personnel of the Group

#### 3.1 Number of personnel and remuneration

For the fiscal year ended 31 December 2018 and 2019, the Group had a total number of employees (excluding management) of 2,743 persons and 2,896 persons, respectively.

Company	Number of Employee in 2018	Number of Employee in 2019
CBG	9	9
CBD	1,251	1,410
DCM	1,067	1,057
APG	278	260
ACM	138	160
<b>Total</b>	<b>2,743</b>	<b>2,896</b>

#### Summary of employees' remuneration.

Type of Remuneration	For the fiscal year ended 31 December 2018		For the fiscal year ended 31 December 2019	
	No. of Employee	Amount (Baht)	No. of Employee	Amount (Baht)
Salary and bonus	2,743	841,529,398	2,896	960,706,963
Provident fund and social security contributions	2,743	36,011,254	2,896	37,133,879
<b>Total</b>	<b>877,540,652</b>		<b>997,840,842</b>	

74

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#### 3.2 Dispute on laboring issues

During the past 3 years ended 31 December 2019, the Group was not a party to any legal dispute on laboring issues that may have materially affected their business operation.

#### 3.3 Human Resources Management Policy

In order to achieve efficiency and effectiveness of the operation of human resources management, which is considered as an important and valuable resource for the company's sustainable growth, and compliance with business direction and goals of the company, the company has established the human resources management policy to be used as a principle and guidance for managing human resources and promoting engagement of employees at all levels in building business success and constant growth of the organization. The policy is divided into the following areas of human resources management:

##### 1. Employment and Assignment of Employees

The company has a policy to manage its manpower to fit the organization structure by improving the procedure to recruit and select employees with attributes, abilities and faculties that suit each position in order to achieve the organization's visions, goals and missions. In the event that a vacancy is available, the company will give priority to its current employees to be assigned to the position. When the internal recruitment is unsuccessful, then the company will perform recruitment and hire persons outside the company instead.

##### 2. Chain of Command and Job Allocation Structure

The company has set the organization structure with a concise chain of command and job allocation. Specific duties and scope of responsibility are clearly allocated to each department and position, in accordance with the type or sort of the company's business. The allocation will be constantly reviewed to be suitable and in line with the situation of the company.

### **3. Operating Results Management**

The company has a policy to manage the operation results to be effective by determining an indicator (KPI) which consists of goals of the company, goals of the department and personal goals that are explicit and compatible. There will also be a connection between the operating results and reward consideration to motivate and reward the employees that achieve the expected goals.

### **4. Work Environment**

The company aims to encourage the work environment that meets the diversity workforce and intends to make the employees work happily and safely and have a good quality of work life. In this regard, the company has set the workplace, utensils, and uniform to be suitable for each sort of work. The company also provides its employees with a variety of facilities, such as, parking lots, first aid rooms, restrooms, etc.

### **5. Employee Welfare**

The company has a policy to manage the reward system and other welfare suitably and fairly, and to be competitive in the labour market of the same sort of business. Besides being compliant with laws, the company also adds more welfare for its employees, such as, life insurance, accident and health insurance, provident fund, marriage allowance, funeral allowance, and employee loan fund, etc.

### **6. Human Resources Development**

The company gives precedence to the human resources development, considering each employee as a valuable asset that can be improved by time. In this way, the human resources development is a long-term action. It is not only a training session, but also a design and development of activities or any other action that provide the employees with learning to enhance their knowledge, skills and attitude, which can be used to improve their working. The learning does not emphasize only the specific knowledge on their current scope of responsibility, but also including the enrichment of ability that can serve the changing needs of other jobs and prepare for the changing demands of the market and clients. This is considered as an improvement of the human resources development to become a learning organization that can make the company achieve its goals and grow sustainably.

**The Company has set up personnel development structure in 5 groups as follows.**

#### **(1) Orientation Program**

Orientation Program is allocated for new employees to pass on information about management structure of the Company, business, products and services of the Company Group, nature of work and other necessary information including requirement, regulations, policies rules and bylaws of the Company of which employees must comply with strictly to achieve correct and safe operation. This program supports employees of the affiliated companies to know and to create good relationship among employees, to support readiness among new employees to adjust themselves to the organization in order to start working in the Company with positive attitude toward their chief and colleagues. As a result, all employees will develop positive attitude toward organization.

#### **(2) Core Competency Training Program**

Core Competency Training Program is a program developed to improve core competency among employees to contribute to support, development and create business growth for the Company, including to be a code of practice which will lead to promoting corporate culture where the final goal is to cultivate the same characteristics and required behavior among all employees.

#### **(3) Business Competency Development Program**

Business Competency Development Program is developed to educate employees on knowledge, understanding about concept, pattern and business operation tool to build skill and required abilities for development and operation in their work line under business competition environment, to achieve targets of each operation line and to move forward in same direction as a whole.

#### **(4) Managerial Competency Development Program**

Managerial Competency Development Program is a program developed to pass on knowledge, enhance management skill of which executive staff should possess in order to manage their work, and to lead subordinates toward corporate goals efficiently, for example, planning, strategic thinking and leadership etc.

#### **(5) Functional Competency Development Program**

Functional Competency Development Program is a program developed to pass on knowledge, skill and technical ability on specific fields which require expertise and time for learning and practicing. These abilities will affect the success of work assigned from supervisor, for example, communication skills, ability to control and maintain equipment and machinery or knowledge in various occupations. Personnel Development Groups are divided by nature of business, based on structure of development program which consists of 4 group namely Sales Team, Bao Dang Girls, Factory Employees and Supporting Employees. Details are as follows.

##### **(1) Sales Team**

The Company has a training system to provide its Sales Team with knowledge in the management of agents, extensive distribution of products, and sales management techniques.

- Sales teams retain relationships, introduce new products and communicate promotional campaigns of the company to distributors
- Cash van sales is in charge of product orientation and promotional communication to the retailers

##### **(2) Bao Dang Girls Team**

The Bao Dang Girl Teams are in charge of communications, sales promotion activities, and introduction of the Group's new products to target groups for testing. To ensure the achievement of these objectives, the Group provide to its team with the development of various skills, such as hosting, acting, attracting consumers, and communicating skills.

##### **(3) Factory Team**

In developing the Factory Team, the Group emphasizes on production, product quality, cost reduction, increase in productivity, and work process, to be consistent with the main objectives of the factory, i.e. increase in productivity, cost reduction, and management of the quality systems, such as GMP system, HACCP system, and ISO 22000 system. Employees are also provided with training on techniques and development of other soft skills.

##### **(4) Supporting Team**

Development of the Supporting Team is significant for business operations in order to achieve the organization's goals. The Group provides development to their Supporting Team as if they were business partners. Supporting Team is provided with development of knowledge and abilities from its actual work, in-house training, the advice of experienced persons in each field, and training by third-party organizations.

Moreover, the company has set an obligatory course for all employees, which is the safe driving awareness creating course. And also has established a project to promote safe driving under the project named "Bao Dang Safe Driving, Caring For All" in order to encourage the employees of the organization to be aware of the traffic rules and raise awareness on safe driving and caring for other companions on the road. This awareness creating does not apply only with the driving during working time, but also serves as a way to express our concern on the driving of our employees during their private time when coming to work or going back home, including on how they live their daily lives caring for others on the same road.

Apart from the abovementioned course set by the company, the human resources department will perform surveys and analyze the necessity of training sessions, and using training course suggestions that the C-level employees consider suitable for enhancing knowledge of their subordinates to build the annual training plan. This is to make the training courses serve the needs and maximize the benefit of employee development.

### The detail of employees' training in year 2019

Company	Training Course (No. of Courses)			No. of Attendant and Training Hours			Training Cost (THB)			
	Plan	Actual	Percent-age	Attend- ant	Hours	Average hour per person	Budget	Actual	Remain- ing	%
CBG	5	9	180%	15	93	6	-	28,575	-	-
CBD (HO)	111	76	68%	1,214	6,054	5	1,953,170	496,554	1,456,616	25%
DCM	27	32	119%	1,794	11,498	6	489,050	1,009,703	-	206%
CBD (Factory)	82	154	188%	2,477	14,497	6	1,442,701	1,678,707	-	116%
APG (Factory)	43	47	109%	780	3,488	4	419,400	418,897	503	100%
ACM (Factory)	42	45	107%	203	1,379	7	698,800	287,391	411,409	41%
<b>Grand total</b>	<b>310</b>	<b>363</b>	<b>117%</b>	<b>6,483</b>	<b>37,009</b>	<b>6</b>	<b>5,003,121</b>	<b>3,919,827</b>	<b>1,083,294</b>	<b>78%</b>

# CORPORATE GOVERNANCE POLICIES



78

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**CORPORATE  
GOVERNANCE**

Carabao Group Public Company Limited, together with its subsidiary companies, has been adhering to and abiding by corporate governance principles to operate under the synergy of its board, executives, and employees in compliance with its own corporate governance policies, which have been in effect since 2014, for the purpose of building investor confidence and of maintaining the sustainability of its business value.

In 2017, our board members considered changing its corporate governance policies in order to render them apt to our business circumstances and performance, with some improvements made as to the policies concerning corporate governance in correspondence with the corporate governance principles stated by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) and the instructions by the Thai Institute of Directors. Both the executives and employees were notified of this amendment requiring their compliance.

**Our company's corporate governance policies are composed of 5 sections as follows:**

1. The Rights of Shareholders
2. The Equitable Treatment of Shareholders
3. The Role of Shareholders
4. Disclosure and Transparency
5. Board Responsibilities

## **Section 1 The Rights of Shareholders**

Our company is well aware that its shareholders are entitled to the rights to the ownership of our company and its governance through its appointed board of directors. Therefore, it gives precedence to the rights of all its shareholders-majority or minority shareholders and foreign or institutional investors alike. Besides, it has no explicit intentions of depriving its shareholders of their fundamental rights and is willing to facilitate their convenience of exercising their rights apropos of the matters they are entitled to

79

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### **The Protection of Shareholders' Rights**

Our company is well aware of its responsibilities and gives precedence to granting and defending the rights of its shareholders, and ensures that they gain and exercise their fundamental rights entitled to them by law and our company's regulations in a proper, equal, and just fashion and in accord with our company's rules and regulations as well as those of the SET and the SEC or other important related laws. The fundamental rights of shareholders comprises: buying, selling, and transferring stocks; receiving dividends; being kept well informed of company's information and news; attending shareholders' meetings in which they use their voting rights to appoint and remove board of directors and determine their remuneration; appointing auditors and determining their remuneration; and examining matters that might affect our company such as dividend allocation, the imposition or amendment of regulations or memoranda, fund reduction or augmentation, and approval for other special causes.

In addition, with respect for and in defense of the rights of its shareholders, our company has no policy which precludes its shareholders from communicating among them. It also has no policy on agreement-making between the shareholders that can have a significant impact on our company or other shareholders.

### **Shareholders' Meeting**

Our shareholders' meeting is a consequential means by which shareholders can exercise their rights as shareholders. Hence, our company comes up with the guidelines on how it hosts its shareholders' meeting as stipulated by the SET in order to facilitate shareholders, as follows.

Our company hosts its annual ordinary shareholders' meeting within four months after the last day of its fiscal year or within the duration required by law or related regulations. Other shareholders' meetings are extraordinary shareholders' meetings, which will be convened as appropriate. When holding each meeting, our company stages several procedures to facilitate it and encourage shareholders as well as institutional investors to attend it and exercise

their voting rights. It prioritizes the appropriateness and convenience of date, time, and rendezvous for shareholders to attend the meeting and gives them an opportunity to propose the meeting agenda in advance according to the rules and conditions and procedures stated by our company under related regulations and law; it also promulgates the details, rules, channels, time, and results to shareholders via our company website as well as the SET website.

Our company created meeting invitations explicitly stating the agenda, objectives, causes, and board of directors' opinions and recommendations, together with related information concerning each meeting agenda in both Thai and English, published on our company website, and sent them to shareholders prior to the meeting within no less time than required by law so that they would have enough information and time to make an effective decision on each agenda. For those who have questions, they can raise the questions to be answered in the meeting beforehand via the channels stated by our company, or they can inquire about, recommend, and comment on the agenda at the meeting.

Our company attached herewith the proxies in the form required by law, with explanations as to the procedures and documents that the shareholders must prepare to attend the meeting and give proxies in case they could not attend the meeting so they could delegate someone else or appoint any independent director as stipulated in the proxies to attend the meeting and vote on their behalf.

Our company will be responsible to supply all meeting attendees with adequate and effective personnel, registration, and devices to facilitate them and check their documents.

Our company encourages all board of directors, managing directors, subcommittee chairman and members, and senior executives to attend the meeting in order to give explanation, answer questions, and hear attendees' comments and recommendations.

Our company will apprise shareholders of the regulations and procedures for attending the meeting and giving proxies and explain to shareholders the regulations and procedures for giving their votes prior to considering the agenda. It will also supply them with ballots and invite a third party or the representatives of minority shareholders to observe and examine the vote-counting process to ensure accuracy and transparency.

Our company confers on all shareholders equal rights to make comments and ask questions relevant to the agenda and matters being proposed during the meeting as deemed appropriate.

Our company will notify the meeting consensus through the SET news channel within the duration and under the rules it or any related organization stipulates. Our company will also record and create accurate and complete meeting minutes and send them to the SET and related organizations before publishing them on our company website, available in both Thai and English, within the duration stipulated by law or related regulations so that shareholders can access to check them. These meeting minutes will be organized systematically so they can be rechecked and used as reference.

## **Section 2 The Equitable Treatment of Shareholders**

Our company gives precedence to treating all shareholders—majority or minority shareholders, institutional and foreign investors—equally and justly; therefore, it pursues a policy to defend their rights and make sure they are treated equally and justly, as explained below.

Our company offers shareholders an opportunity to propose an additional meeting agenda and/or nominate fully qualified and suitable persons to be considered being elected as board of directors before the ordinary shareholders' meeting takes place, according to our company's rules, conditions and procedures. It also divulges the details, regulations, conditions, and procedures including channels, time, and results to shareholders through its website as well as on the SET website.

Our company created bilingual meeting invitations with information documents and sent them together with the details of the meeting agenda to all shareholders besides publishing them online via our website prior to the date of the actual meeting within the duration required by law or regulations.

Our company offered proxies which enable shareholders to specify how voting should be carried out, attached along with the invitations, so that non-attendees could assign someone else to attend the meeting and vote on their behalf. These documents provide shareholders with explicit documents or evidence as well as how to give proxies to someone else so that they could prepare correct documents and that their appointees have no trouble attending the meeting. The regulations, procedures, and conditions as to giving proxies are based on the law, without imposing any other procedure that might cause complications to shareholders in giving proxies. Besides, shareholders can give proxies to any independent director named in the proxies to preserve their rights.

Our company requires that all corporate board of directors and executives divulge information apropos of their stakes and any relevant party as required by company regulations and law so that the board of directors can consider corporate transactions, which might cause dissension of interest, before making a decision for company's sake. The board of directors and executives involved in stake transactions will not partake in them.

Our company imposes some measures clearly informing board of directors and executives of the role and responsibility to hold the property in the companies of their own, their spouse or their family members who have not come of age. It has also apprised the SEC of the change of hand of property as required by law (article 59, punishable as stated in the property act) and requested board of directors and executives to reveal their property ownership in its annual almanac.

Our company also imposes some measures on using inside information and has clearly notified board of directors, executives and employees not to capitalize on confidential inside information, which has never been divulged to the public, for the benefit of themselves or other parties. This includes buying and selling company assets by board of directors, executives and employees from the division well acquainted with inside information. Furthermore, our company also imposes some penalty in case there was an infringement of using corporate inside information in company regulations; such punishment ranges from verbal admonition to dismissal from work.

Our company imposes procedures for interdivisional transactions by considering the actual costs or with reference to market costs and by considering the benefits to company. It also emphasizes strict compliance with the regulations and procedures for revealing information that related to listed companies.

Moreover, our company clearly advises that the law, rules and regulations of the SET and the SEC be strictly complied with so that all shareholders are assured that they are treated and exercise their rights equally and justly.

## **Section 3 The Roles of Shareholders**

Our company gives precedence to the rights of stakeholders from all parties, inside or outside, since it is well aware that all the stakeholders must be given best care as their rights are protected by law. It is therefore advisable that there be cooperation between company and its stakeholders in order to maintain business sustainability. In the system of our organization, there are several parties: stockholders or investors, employees, customers, trade partners, creditors, adjacent community, the public, the government, and other parties such as our rivals.

Our company is cognizant that our satisfactory performance results from cooperation among all of the above-mentioned parties involved; therefore, it has a policy to effectuate the synergy between the company and these parties in order to bring about reciprocal benefits and to ensure that all are protected and treated well, with their rights being given priority as explained below.

81

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### **Shareholders**

On behalf of the shareholders, our company aims at operating its business for the highest benefit to them, on the basis of honesty and with adherence to fair and equal treatment to all as witnessed by its regular updates of complete and accurate information together with its discreet administration and decision-making to effectively achieve its short- and long-term goals while building its own sustainable business.

### **Employees**

Our company plans on managing human resources in accordance with and in support of its policies, business achievements, and strategies. It maintains that its employees be treated equally and fairly, with regards to human rights and personal freedom, both directly and indirectly. It also places importance on its employees' quality of life, security, welfare, and workplace environment by constantly improving its standards related to these.

Our company pursues a policy to consider remuneration based mainly on their competency and effectiveness and places much importance on improving their potential by offering employees various training sessions, held both in and out of company, so as to ameliorate their knowledge and proficiency.

Our company also opens channels for employees to send their complaints or information that might be injurious to its image or employees and finds ways to deal with these complaints and protect its employees.

Our company set up its Safety, Occupation Health and Environment (SHE) at its two factories, with the aim of upgrading welfare and security and of reducing accidents in workplace.

**Carabao Tawandang Co. Ltd. (times)**

	<b>2015 (Bang Bo)</b>	<b>2016 (Bang Bo)</b>	<b>2017 (Bang Bo)</b>	<b>2018 (Bang Prakong)</b>	<b>2019 (Bang Prakong)</b>
Employee number	530	690	632	451	571
Accident number	17	16	10	8	10
Leave due to accidents	8	6	4	3	3

**Asia Pacific Glass Co. Ltd. (times)**

	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
Employee number	180	215	288	271	252
Accident number	17	10	15	12	24
Leave due to accidents	1	-	2	1	2

**Asia Can Manufacturing Co. Ltd. (times)**

		<b>2018</b>	<b>2019</b>
Employee number		153	160
Accident number		1	5
Leave due to accidents		0	0

**Customers**

Our company aims of constantly improving product and service quality to most satisfy consumers. It does not only takes care of and is responsible for its customers by maintaining the quality and standard of its products, but it also carries out its business by the rules and law and in accord with business ethics so that quality products of decent standard and reasonable price are guaranteed. In addition to this, it set up a division to deal with consumer complaints and find solutions to the requests to investigate and quickly mend their problems to their satisfaction.

82

WORLD CLASS  
PRODUCT**Trade Partners**

Our company realizes how important it is to look for and select its trade partners, considering their portfolio, price, reliability, and record free from corruption and human right violation. As far as its business operation is concerned, it treats its trading partners with transparency and equality, on the basis of justice and mutual benefit.

To prevent its trading partners and employees involved from fraudulence, our company has its procedure and criteria for selecting its partners apart from setting up a procurement committee to ensure that its partners follow its policies and establishing a procedure for dealing with fraudulent trade partners and employees.

**Creditors**

Our company has a policy to treat creditors in a fair and equal manner and vows to strictly and legitimately abide by the conditions and terms of agreement made in the contract made between it and its creditors.

**Rivals**

Our company plays by universal rules and treats business rivals with transparency, which is beneficial to consumers, and operates with honesty without concealing terms of agreements, trying to expose rivals' confidential information or maligning their reputation using any illegal means.

**Community**

Our company realizes that being a part of the society means helping one another. To reciprocate the society, especially those in the vicinity of the locations of the company, factories, outlets, outlets, and the national society as a whole, our company is planning to create jobs and opportunities to communities and satisfy their needs by setting up a division to put into practice constant and sustainable community development.

## Environment

Our company is aware that it is essential to instill into people the value of love for nature and make them conscious of using natural resources to fullest efficiency and how important it is to manage the environment in every way so that the society and businesses can capitalize on it perpetually. This notion can be promoted from within the company to the community to the society.

Our company uses every means it has such as bulletin boards and electronic media to communicate this message to employees, campaigning to follow policies concerning using resources wisely such as turning off electric lights and air conditioners before leaving a meeting room. Besides, its executives always stresses the importance of not wasting resources and set an example to the employees.

## Public and Related Organizations

Our company strictly complies with the law, regulations, and decrees regarding workforce treatment, taxation and accountancy, workplace safety, and the environment, imposed by the government on corporate operation.

To put the above policy into effect, our company adheres to the SET regulations as follows.

(1) Our company implements a clear policy on how to treat its stakeholders, which covers various principles of good business operation for a listed company in 2012 imposed by the SET.

(2) Our company has adopted the procedure for and channel of receiving and dealing with complaints by stakeholders via its official website.

## Section 4 Disclosure and Transparency

The Company is committed to disclosing accurate, complete, and transparent information, both in terms of financial reports and general information as well as essential information that impacts the price of the Company's shares, so that all relevant persons equally acknowledge such information through the channels and media as followed.

1. Apart from disclosure of information both in terms of financial reports and general information in accordance with the rules specified through the channels of the SET and the SEC, the Company takes into account the necessity of keeping confidential corporate information, business strategies, or information that might put a business at a disadvantage and inability to compete if disclosed. These reports include the annual registration statement (Form 56-1), and the annual report (56-20), the Company will disclose the financial information alongside the auditor's information in the annual report. The board of directors recognizes its responsibility in providing accurate, complete, true, and reasonable financial statements which are prepared in accordance with generally accepted accounting standards. The Company regularly applies appropriate accounting policies and carefully exercises its discretion. The Company also provides adequate information in the notes to the financial statements.

2. Our company has an investor relations unit to contact, coordinate with, and provides institutional investors, shareholders, and analysts involved with information without discrimination. We open a channel to contact our investor relations staff on our website and set up a unit responsible for propagating the accuracy and consequential information about our activities, performances, and projects to the public.

3. Our company has the policy to expose information, both financial and nonfinancial, via the channel offered by the SET at an appropriate time. Shareholders, investors and the public are already acquainted with the channel, which is easily accessible and allows for equal access to our information, available in both Thai and English. Moreover, our company also offers this vital information on our website and keep it updated constantly so that investors and those who are interested in have immediate and equal access to it.

4. The Company is aware of the conflict of interest, which might result from using corporate inside information for personal purposes; therefore, it proposes that the board of directors and executives inform their shares as well as the transactions between companies, which might cause a conflict of interest, in which case the Company will confer on the assets scrutiny committee the responsibility intervene. If the assets scrutiny committee have no expertise on settling the dispute, they may employ a specialist to help them. The company suggests avoiding any transaction that might cause dispute between the Company and the employees.

To prevent conflicts of interest, the Company has an explicit policy to prevent matters related to such conflicts of interest by barring stakeholders from doing transactions that might cause disagreement and disqualifying them from the right to vote or take part in such transactions.

## Section 5 Board Responsibilities

Board director play a pivotal role in directing corporate management towards the target and direction of utmost utility to shareholders and stakeholders and assigning board of directors' structure, qualifications, and scope of responsibility deemed appropriate and favorable to corporate efficiency. Those appointed as board of directors should be knowledgeable, competent, experienced, visionary, honest and able to dedicate their time to working for the company to their fullest potential and to make an independent decision.

Board of directors set up a subcommittee to study, scrutinize, screen, and work in support of board of directors to achieve greater efficiency; therefore, they specify committee and subcommittee members' structure, scope of work, and responsibilities as followed.

### Structure of Board of Directors

1. Company board must comprise of at least 5 persons or as required by law and/or company's regulations.
2. More than half of the board of directors must possess a permanent home in Thailand.
3. There must be at least 1 independent director out of every 3 board of directors, but no less than three persons, or as required by law or the SET regulations.
4. The board of directors select one person as chief executive officer and may appoint one or more persons as vice chief executive officer as they deem appropriate.

### Qualifications of Board of Directors

Qualified board of directors must be competent and knowledgeable or have diversified work experience, which would be favorable to running the company. A fully qualified board of directors must not possess qualities prohibited by the public company limited law and/or lack confidence in running a company, which, by the rights of law, the SET decree, and other corresponding regulations, is co-owned by the public.

### Qualifications of Independent Directors

Independent directors must not be dependent on the majority shareholders and executives and must possess qualifications specified by the SET and SEC regulations, decree, and other corresponding laws. (Details as to this are in the title "Recruiting and Appointing Board of Directors and Chief Executive.)

### Recruiting Board of Directors

Board of directors assign the members of the nomination and remuneration committee in exchange for recruiting the board of directors by selecting a person with decent qualifications required for the position based on his or her competency, knowledge, ability, and work experience. They may also take into account his or her age, gender, skills, profession, and specialization. These people will recruit the person with the expertise and proficiency required to boost the efficacy of the team of board of directors.

When the members of the nomination and remuneration committee have chosen the nominee, they nominate the qualified person and his or her brief background for consideration in the board of directors' or shareholders' meeting depending on the case. Appointing a member of the board of directors by the shareholders concurs with the regulations and procedures required by the company and relevant law.

### Role and Responsibilities of the Board of Directors

The board of directors are responsible to the shareholders, hence they must perform their duty with discretion and honesty by using their knowledge, ability, and experience for the sake of running the company in accord with the law, the company's regulations, and the consensus reached at the board and shareholders' meetings. They also have to reveal accurate, transparent, and complete information to shareholders and stakeholders as appropriate.

The board of directors also have the duty to ensure the smooth running of business by giving instructions and approval, having vision and target, or even finding strategies to perform their duty and allocate resources as appropriate and apt to current circumstances. They have to be able to adapt to changes and competition so as to effectuate satisfactory performance in the long run. The board of directors also has the responsibility to direct and administer in correspondence with the policies and plans they aim to achieve with regards to the benefits to all parties involved, and try to reduce the negative effects on the environment both for now and in the future.

Thus, the company committee has determined the goal based on the sustainability. The goal and purpose is to be made in accord to create the value for the company who holds the responsibility and for the society as a whole. They could be achieved by using innovation and technology adequately and safely.

The company committee will administrate the money report, account report, intra-qualification, risk management and intra- administration to be adequate, proper and reliable. This is to ensure the accuracy of the performance, legally correct, equal treatment for all stockholders, sustain the profit of stockholders and any person involved and the information clarification as accurate, adequate and swift.

Thus, it is forbidden for the committee members to own a business or become a stockholder or committee for a similar business or to compete with the company's network. This is also forbidden for the committee or an individual who has a conflict, profit-related or conflict with the company or sub-company (as the laws regard and as declared by Securities and Exchange Commission and The Securities Exchange of Thailand). The aforementioned person are not allowed to vote in that subject.

Any operation or legally business permit must be permitted by the stockholders' decision. The company committee must follow the rules and conditions strictly.

The company committee has the authority to set the individual board of director or in groups.

The company committee has the authority to appoint the board of director and/or administrators to administrate single or group of operation for the company committee. The administration must be under the regulation of the company committee and must be controlled adequately. The company committee also has the authority to set up the sub-committee to support their administration and it is their job to regulate the authorization of this sub-committee.

The company committee has the authority to appoint any individual member to be the board of administration in order to operate the order of the company committee. The company committee has the right to change, adjust the power of the board of administration.

Thus, this aforementioned appointment must not come in a form of passing the authority to whom may have allowed the operation which himself, conflict-related individual and related issue (as the laws regard and as declared by Securities and Exchange Commission and The Securities Exchange of Thailand) with the company network. This is an exception for the operation which was made under the policy and permitted by the company committee. The person involved in the operation is not allowed to vote.

Furthermore, the company committee requires each member to be board of director of not more than 5 registered companies. The board of directors must not work for any other companies except for cooperated companies, sub-companies or network companies.

## **Tasks and responsibilities for board of director**

These following issues are under the responsibilities of board of director

1. Being responsible as the leader of the Company's Board of Directors in supervising and monitoring the Company's management to achieve the objectives set forth by the policies.
2. Acting as the Chairman of the Board of Directors' Meeting and the shareholders' meeting
3. Giving the casting vote in the case that the Board of Directors' Meeting has given the equal votes.
4. Controlling the shareholders' meeting in accordance with the Company's regulations and the determined agenda as well as giving the casting vote in case of having the equal votes.
5. Performing any other duties as prescribed by law.

## **Board of Directors' Meeting**

1. The meetings are scheduled by the Board of Directors on a quarterly basis and the additional meetings will possibly be scheduled as needed. The meeting is scheduled in advance for the whole year round.

2. At the Board of Directors' Meeting, the President of the Board of Directors or the person assigned by the President will send the invitation letter together with the meeting documents completely and sufficiently to each director at least 5 days in advance prior to the meeting date. Unless there is an urgent need to protect the rights and benefits of the Company, the meeting arrangement will be announced by other means and the meeting date may be arranged earlier than that.

3. In each Board of Directors' Meeting, the directors are required to attend the meeting for not less than half of the total number of directors to be the quorum.

4. The President of the Board of Directors chairs the Board of Directors' Meeting. In the case that the President of the Board does not present at the meeting or cannot perform the duty, the Vice President will chair. If there is no Vice President or the Vice President cannot perform the duty, the directors are supposed to choose one director attending the meeting to chair over the meeting.

5. The Company's Board of Directors determines the Company's Secretary to be responsible for recording the Minutes of the meeting in writing. And after having been certified by the Board of Directors, the Minutes will be kept and available for the directors and relevant persons to check at any time.

In the year 2018, the Company's Board of Directors and every sub-committee member attended the meetings for not less than 75% of the number of meetings being held.

### **Balance of Non-Executive Directors**

The Company has set the policy to restructure the Company's Board of Directors for the independent directors, executive directors, and non-executive directors appropriately for the performance of the Company's Board of Directors to be properly monitored and counterbalanced. Moreover, the Company also has the policy to encourage the non-executive directors to hold the meeting as appropriate without the attendance of the management team or the executives in order to give the opportunities for the non-executive directors to discuss on various issues related to the business operation or any other matters as deemed appropriate.

In the meeting, the non-executive directors will choose one director to be the Chairman of the meeting.

### **Term of Company's directors**

At each Annual General Meeting of Shareholders, the directors who are in the longest position shall retire from office for one third of the total number of directors. If the number of directors cannot be divided into three parts, the nearest number to one third will be used instead. However, the names of the outgoing directors following such term may be proposed to the shareholders' meeting for consideration to be re-appointment in the position again except for the independent directors who should not have consecutive terms of office for over 3 or 9 years unless any independent director is suitable to stay in the office longer.

The Board of Directors may consider the independence, suitability, efficiency in the operational performance, and explain the reasons together with the performance of duties to the shareholders for consideration to elect the independent directors who hold the position of independent director for more than 3 consecutive terms or 9 years to be the independent directors of the Company further. However, the age of the person who will be selected to be the director of the company Must not exceed 70 years

Apart from the termination following the term, the Company's directors shall vacate the office due to reasons as prescribed by laws or the Company's regulations. And in the case that the position is vacant due to other reasons apart from the termination following the term, the Board of Directors will choose the qualified persons without the prohibited characteristics by law to become the directors except for the term of the director is less than 2 months. The newly appointed directors will hold the office only for the remaining term.

Such appointment of directors must be approved by the Board of Directors with the votes of not less than three quarters of the remaining directors.

### **Assessment of the Company's Board of Directors**

The Company has the policy to the Board of Directors to do the self-assessment at least once a year to be utilized in developing and improving the performance of the Company's Board of Directors. According to the principles of Good Corporate Governance for the listed companies, the Board of Directors and the sub-committee of the listed companies are recommended to do the self-assessment at least once a year During the month of December The secretary of the board of directors shall send the evaluation form to all directors at least 30 days in advance for the Board of directors to jointly consider the work and improve. The assessment on the performance of various committees in the year 2019 can be divided as follows:

1. Assess the performance of the Board of Directors.
2. Assess the performance of the Audit Committee.
3. Assess the performance of the Nomination and Remuneration Committee
4. Assess the performance of the Risk Management Committee.

The Company uses the self-assessment form designed by the Stock Exchange of Thailand as the guidelines for listed companies. The assessment criteria cover the following topics:

Topic	Committee	Individual
1. Structure and qualifications of the board	✓	✓
2. Roles, duties and responsibilities of the board	✓	✓
3. Meeting of the board	✓	✓
4. The duties of directors	✓	
5. Relationship with management	✓	
6. Self-development of directors and executive	✓	

Type 1 "Self-assessment form of each committee" to assess the operation of the committee as a whole.

Type 2 "Self-assessment of sub-committee" to assess the operation of the sub-committee as a whole.

The scores can be given in several ways and it should be standardized for the whole committee to be able to compare the results of each assessment or compare the results of each year, for example:

- 0 = strongly disagree or no action is taken on that.
- 1 = disagree or some action is taken on that.
- 2 = agree or the action is taken on that sufficiently.
- 3 = quite agree or the action is taken on that well.
- 4 = strongly agree or the action is taken on that excellently.

Which the self-assessment of the Board of Directors and sub-committee get an average of more than 95 percent

In addition, in 2019, the Board of Directors Determine individual self-assessment between the 9 directors of the company. The evaluation form, the Stock Exchange of Thailand is designed which results of the evaluation of the work of the directors was in a good level with a score of more than 99 percent

## Determination of remuneration of the Company's Board of Directors

The Company's Board of Directors provides the system in considering and determining the remuneration of the Company's Board of Directors under the proper process and can be auditable which will build the confidence to the shareholders. The Company's Board of Directors assigns the Nomination and Remuneration Committee to consider the remuneration to the Company's Board of Directors and the subcommittees in all forms including the salary, meeting allowance, director's remuneration, as well as other forms of remuneration (if any) to be proposed to the Company's Board of Directors for reviewing the appropriateness before proposing to the shareholder's meeting to consider approving further. The director's remuneration will be determined in all forms. The Nomination and Remuneration Committee will consider and refer from the companies in the industry and business having the similar sizes. The remuneration must be suitable and correspondent with the missions, duties, performance, and responsibilities as assigned as well as being able to motivate the qualified and competent directors to become the Company's Board of Directors in order to perform the duties to achieve the objectives, goals, and direction set forth by the Company.

87

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BRAND

## Orientation

The Company's Board of Directors defines the orientation for all new directors in order that the new directors can know the roles, duties, responsibilities of the Company's Board of Directors, policies, and codes of practices in the supervision of the Company's operation as well as creating the knowledge and understanding in the business, products, business plan, and operations of the Company including the visits on various operational units of the Company to be prepared for the operational performance of the Company's Board of Directors.

## Development of Directors

The Company has the policies to promote and encourage all Company's Board of Directors to attend the beneficial seminar and study in various training programs held by Thai Institute of Directors Association or IOD and SEC including the independent organizations or various agencies to enhance the knowledge and benefit the performance to be more efficient.

In 2019 Directors had attended the training and seminar as follows:

Name	IOD's Course	Others
1. Mr. Sathien Setthasit	-	-
2. Miss Nutchamai Thanombooncharoen	-	-
3. Mr. Yuenyong Opakul	-	-
4. Mr. Kamodist Smuthkochorn	-	-
5. Mr. Romtham Setthasit	-	-
6. Mrs. Saowannee Kamolbutr	Boards that make a difference (BMD) Class 9/2019	
7. Mr. Kanit Patsaman	Role of the Chairman Program, Class 45/2019	Business Sustainability in Digital Era (EY)
8. Miss Urawee Ngowroongrueng	Director Accreditation Program (DAP), 164/2019 Advanced Audit Committee Program (AACP) 35/2019	Business Sustainability in Digital Era (EY)
9. Gen Siripong Wongkhunti		-

## Succession Plan

The Company prepares and monitors the progress of the comprehensive succession plan on the top executive position in order to ensure that the Company has the executives with knowledge, competence, and experiences that can be inherited important position in the future. The succession plan is reviewed and reported as appropriate. This is to promote and prepare the executives to be responsible for the succession of important jobs or positions of the Company.

The Company has prepared the succession plan with 6 steps as follows:

1. Determine key positions to prepare the succession plan.
2. Determine the qualifications and attributes in various areas of the successors to be used in the consideration and selection including the revision of the roles and duties.
3. Cooperate with the representatives from the assessment team and consider selecting the successors from those who have the suitable qualifications and attributes as specified in the plan.
4. Propose to the executives for approving, assigning the important jobs and the name list of the successors of positions
5. Prepare individual development plan for the selected person and implement the development as planned such as holding the training, assignment for special projects, etc.
6. Monitor the results of development, review the progress of development on the successors including the status and important job changes.

## Company's secretary

The Company has appointed the Company's secretary in accordance with the law and the principles of good corporate governance with the scope of power, duties, and responsibilities as follows:

1. Have the authority to contact and sign the documents notified to the Stock Exchange of Thailand.
2. Have duties and responsibilities as required by the laws on the securities and the Stock Exchange of Thailand, SEC, and relevant regulatory agencies.

## Subcommittee

The Company has appointed the Subcommittee to assist in the supervision of the Company's operation, namely, the Executive Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, with the compositions, qualifications, meeting, office term, and scope of responsibilities of each subcommittee as prescribed by the Board of Directors set forth in the charter or the order for the appointment of such subcommittee. (Charter of each sub-committee Disclosed on the company's website)

The meetings for subcommittees are scheduled in advance and can be additionally arranged as needed. There are also the recorded Minutes of meeting in writing and the Minutes are also kept systematically.

Moreover, the Board of Directors requires the disclosure of details of the composition, structure, roles, duties and responsibilities, operations, meeting attendance, amount of remuneration of the Board of Directors and the subcommittee as well as the Company's authorized signatory directors in the annual report as well.

## **Communication and promotion of conformity to the corporate governance policy and business ethics of the Company**

The Company's Board of Directors is aware of the importance of disseminating, promoting, and encouraging the awareness, understanding, and cooperation of all people in the organization to abide by and conform to the policy of good corporate governance and business ethics of the Company strictly in order to achieve the objectives and purposes in developing and elevating the level of corporate governance.

The Company's Board of Directors, therefore, sets the policy for the communication to the employees for knowing the good corporate governance and business ethics of the Company continually as well as arranging the activities to promote the knowledge and understanding on the processes in monitoring and conforming to the policies and business ethics of the Company in order to be used for improving and developing the conformity to the principles as the same approach or target for the whole organization.

## **Controlling and internal audit systems**

The Company's Board of Directors has provide the internal audit system covering all aspects for the Company's operation to follow the target, regulations, and relevant rules. There is also the mechanism provided for balancing that is sufficiently efficient for protecting and regulating the capital of the shareholders and the Company's assets. The hierarchy of approval, the responsibilities of the executives and the employees, the operational regulations are defined in writing. The internal audit agency is set to audit the performance of all agencies to be correct and precise in order to prevent the corruption and to be in accordance with the rules and regulations set forth. There is also the Audit Committee to be responsible for the Company's operation and management for the Company to have the efficient internal audit system and the reliable system of financial report by considering the operational performance directly reported by the internal audit agency of the Company to be prepared as the report of the Audit Committee to report to the Company's Board of Directors every quarter and in the annual report.

The Company has promoted and encouraged the internal audit agency to be independent in their practice for the audit and balance completely by reporting to the Audit Committee to ensure that the Company's operations follow the guidelines strictly and efficiently. In each Audit Committee meeting, the Head of Internal Audit Unit will report the results of significant audit to the Audit Committee. Moreover, the Audit Committee will send the reports, comments and recommendations to the management team to know what should be improved. It is also the unit to support the performance of Audit Committee on the complaints and whistle blowing both from the personnel and the outsiders of the Company.

## **Risk management**

As the Company's Board of Directors is aware of the importance in the management of risks possibly occurring to the Company, the Risk Management Committee is set consisting of the committee and the executives covering all important agencies of the Company to be responsible in assessing and managing the risks for the whole organization including the risks on the corruption and fraud.

The Risk Management Committee will discuss together to assess the main risk factors, the secondary risk factors, and the non-significant risk factors as well as providing the guidelines and approaches for the solution of management or alleviating the negative effects from various types of risk factors. The progress of operation is monitored properly and continuously including preparing the report of the Risk Management Committee to report to the Company's Board of Directors quarterly as well as reporting in the annual report.

# NOMINATION AND APPOINTMENT OF DIRECTORS AND TOP-LEVEL EXECUTIVES

**NOMINATION AND APPOINTMENT OF  
DIRECTORS**



90

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## **(1) Board of directors**

The composition, nomination, appointment, removal or retirement of directors of the Company are specified in the charter of the board of directors approved by Board of Directors Meeting No. 3/2014 held on 22 April 2014. The charter specifies the qualifications of the Company's directors, which can be summarized as follows:

(a) The Company's directors need not hold shares in the Company. A director must possess knowledge, ability, experience beneficial to the operation of the Company's business, honesty, integrity, morality in operating the business, and sufficient time to dedicate his or her knowledge and ability, and must be able to fully perform their duties for the Company. Furthermore, a director must possess all qualifications required and must not possess any prohibited characteristics under the law governing public limited companies and the law governing securities and exchange. A director must not possess any trait that reflects lack of suitability to be trusted with managing a business of which the public hold the shares, as specified by the SEC. A director must be listed in the database of directors and executives of securities issuing companies under Notification of the Capital Market Supervisory Board Re: Rules for Listing Names of Persons on Database of Directors and Executives of Securities Issuing Companies.

(b) The board of directors shall consist of no fewer than five directors and at least one half of the total number of directors shall be domiciled in Thailand.

(c) There shall be at least three independent directors and the number of independent directors shall constitute at least one-third of the Company's board of directors. Independent directors must be independent from the control of major shareholders and shall not have any financial or operational relation or interest. Independent directors shall also possess all qualifications under the rules prescribing qualifications of independent directors prescribed in Notification of the Capital Market Supervisory Board No. TorJor. 28/2551 Re: Application and Approval for New Shares ("Notification TorJor. 28/2551") as amended.

(d) The board of directors shall include no fewer than three audit directors. The audit directors must possess all qualifications required under Notification TorJor. 28/2551, and shall have the authority, duty and responsibility in accordance with the scope specified by the SET.

(e) The board of directors may elect one director to be the chairman of the board of directors. If the board of directors deems it appropriate, they may appoint one or more directors as vice chairman.

## **(2) Independent directors**

The nomination and remuneration committee will consider the qualifications of the persons appointed as independent directors by considering the qualifications and prohibited characteristics prescribed in the PLCA, the SEC Act, notifications of the Capital Market Supervisory Board, and other relevant notifications, regulations and/or rules. Furthermore, the board of directors will consider selecting persons with qualifications, experience and suitability to be the Company's independent directors and propose them to the shareholders meeting for consideration and appointment as Company's directors. It is the Company's policy to ensure that the number of independent directors shall constitute at least one-third of the Company's board of directors and not fewer than three members. The board of directors has specified the qualifications of an independent director, as follows:

(a) an independent director must not hold shares exceeding one percent of the total shares with voting rights of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company. Such percentage shall include shares held by related persons of such independent director;

(b) an independent director shall not be or have been an executive director, employee, staff and consultant who receives a regular salary or a controlling person of the Company, the parent company, the subsidiaries, the associate companies, the same-level subsidiaries, major shareholders, or controlling persons of the Company, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(c) an independent director shall not be related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of another director, executive, major shareholder, controlling person to be nominated as an executive director or controlling person of the Company or the subsidiaries;

(d) an independent director shall not have or have had a business relationship with the Company, the parent company, the subsidiaries, the associate companies, major shareholders or controlling persons of the Company in the manner that may prevent free judgment, and shall not be or have been a significant shareholder or controlling person of a person related to the business of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, unless such relationship ended at least two years before the date of submission of the application to the Office of the SEC;

(e) an independent director shall not be or have been an auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person of or a partner in the auditing office in which the auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company works, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(f) an independent director shall not be or have been a provider of any professional service, including legal advisory or financial advisory service receiving more than Baht two million of service charges per year from the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person or a partner of the service provider, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(g) an independent director shall not be a director appointed as the agent of the directors of the Company, major shareholders, or shareholders related to a major shareholder;

(h) an independent director shall not operate a business of the same nature with and in competition with the business of the Company or the subsidiaries and shall not be a significant partner in a partnership, or be an executive director, employee, staff and consultant who receives a regular salary, or hold shares exceeding one percent of the total shares with voting rights, of another company operating a business of the same nature with and in competition with the business of the Company or the subsidiaries.

(i) an independent director shall not possess any other characteristics that prevent them from freely giving an opinion regarding the Company's operation.

### **(3) Audit committee**

The components and nomination, appointment, removal, or retirement of audit directors are specified in the charter of the audit committee approved by Board of Directors Meeting No. 2/2014, held on 10 March 2014.

(a) The board of directors selects and appoints the Company's audit committee, which shall consist of at least three members. An audit director shall be an independent director of the Company who possesses the qualifications required under the law governing securities and exchange and the notifications, regulations and/or rules of the SET.

(b) At least one member of the audit committee shall possess knowledge and experience in verifying the accuracy of the financial statements, and such qualifications shall be set out in the certificate and biography of audit committee members to be submitted to the SET and in the filing forms, Form 56-1 and Form 56-2.

(c) Upon expiration of the term of an audit committee member or if an audit committee member vacates the office before the term expires, causing the number of members to be lower than three, the board of directors will appoint replacement members within three months from the date on which the number of members becomes lower than three for continuity in the performance of the audit committee.

(d) The Company's head of audit shall be the secretary of the audit committee.

(e) The term of each member of the audit committee is three years.

### **(4) Executive committee**

The components and nomination, appointment, removal, or retirement of executive directors are specified in the charter of the executive committee approved by Board of Directors Meeting No. 3/2014, held on 22 April 2014, which can be summarized as follows:

(a) The executive committee consists of at least three members.

(b) The board of directors will appoint one member as the chairman of the executive committee. If the board of directors deems it appropriate, they may appoint one or more members as vice chairman of the executive committee.

### **(5) Risk management committee**

Board of Directors Meeting No. 3/2014, held on 22 April 2014, passed a resolution appointing a risk management committee, consisting of directors and/or executives who possess appropriate qualifications, in order to determine policies related to risk management covering the whole organization, ensure that the company implements risk management systems or processes to control risks and minimize impact on the Company's business. The main

duties of the risk management committee include identification of risks related to the operation of the business of the Company, determination of preventive measures, and monitoring compliance with such measures. The purpose of the charter is to ensure that the risk management committee members understand their roles, duties, and responsibilities and use the charter as a guideline for their performance.

The risk management committee is appointed by the board of directors. The term of office is three years from the date of appointment. A retiring member of risk management committee is eligible for reappointment.

## **(6) Nomination and remuneration committee**

Board of Directors Meeting No. 3/2014, held on 22 April 2014, passed a resolution appointing a nomination and remuneration committee consisting of directors and executives who possess appropriate qualifications, in order to determine policies related to nomination of persons to be directors and top-level executives, and screening of persons with appropriate qualifications and proposing the same to the board of directors or shareholders meeting for appointment. The nomination and remuneration committee also plays an important role in considering criteria in determining appropriate remuneration of directors and top-level executives that reflect the performance of directors and top-level executives, based on the goals specified.

The nomination and remuneration committee consists of no fewer than three directors and executives. The board of directors will appoint one member as the chairman of the nomination and remuneration committee. The term of the nomination and remuneration committee, appointed by the board of directors, is three years from the date of appointment. A retiring member of nomination and remuneration committee is eligible for reappointment.

# **Governance of Operation of Subsidiaries and Associate Companies**

The Company is a holding company with no significant business of its own. Therefore, in order for the Company to govern and be responsible for the operation of the subsidiaries as though they are a part of the Company and in order to maintain the interest of the Company's investment, Board of Directors Meeting No. 3/2014, held on 22 April 2014, passed a resolution approving the policy on control of and mechanism for governing the business in which the Company invests in order to determine the mechanism for governing subsidiaries and the measures for monitoring the operation of the subsidiaries to ensure compliance with the rules prescribed in Notification TorJor. 28/2551. Furthermore, the Extraordinary General Meeting of Shareholders No. 3/2014, held on 1 October 2014, passed a resolution approving the amendment of the Articles of Association of The Company and the subsidiaries to be in compliance with the rules prescribed in Notification TorJor. 28/2551.

The details of governing the operation of the subsidiaries and associate companies in accordance with the policy on control of and mechanism for governing the business in which the Company invests are as follows.

## **1 Exercise of voting rights by the Company's representative in the shareholders meetings of the subsidiaries and associate companies**

The Company has determined the guidelines on exercise of voting rights by the Company's representative in the shareholders meetings of the subsidiaries with respect to certification of minutes of ordinary and/or extraordinary general meetings of shareholders, certification of annual financial statements, election of directors and determination of remuneration, appointment of auditors and determination of remuneration, allocation of profit, approval of other matters, and consideration of other matters not specified in advance in the agenda in order to comply with the guidelines on good corporate governance and to maintain the best interests of the Company, the subsidiaries and other shareholders as a whole.

## **2 Structure of management of subsidiaries**

The Company has determined the structure of management of subsidiaries in order to control the management and be responsible for the operation of the subsidiaries as though they are a part of the Company. The Company also implements measures for monitoring management of the subsidiaries in order to maintain the interest of the Company's investment, as follows.

### **(1) Nomination of directors of subsidiaries**

The Company will nominate persons approved by the board of directors meeting as directors of the subsidiaries in a number reflecting the shareholding proportion of the Company in the respective subsidiary. The nominated director shall have the required qualifications, role, duty, and responsibility, and shall not possess untrustworthy characteristics as prescribed in the notifications of the SEC concerning determination of untrustworthy characteristics of directors and executives of a company.

## **(2) Determination of scope of duty and responsibility of directors and executives of subsidiaries**

The directors appointed by the resolution of the board of directors meeting as a director of subsidiaries shall observe the scope of duty and responsibility specified in the Articles of Association of the subsidiaries specified by a resolution passed by the Extraordinary General Meeting of Shareholders of the Company No. 3/2014, held on 1 October 2014. The objective of the Articles of Association is to ensure that the boards of directors of the Company and the subsidiaries understand their roles, duties, and responsibilities toward the shareholders of the Company and the subsidiaries, and that they will perform their duties efficiently and effectively with transparency. More importantly, the board of directors of the subsidiaries must perform their duties in accordance with the policy on control of and mechanism for governing the business in which the Company invests, and the policy of corporate governance specified by the Company.

The Company shall ensure that the subsidiaries have internal control system, risk management system, fraud prevention system which are appropriate, efficient and adequate, ensuring that the operations of the subsidiaries are in compliance with the Company's policy, the Articles of Association of the subsidiaries, Chapter 5: "the management for the compliance with the controlling policy and corporate governance mechanism of the company in which the Company invests", as well as, law and notifications regarding good corporate governance of listed companies, including relevant notifications, regulations and rules of the Capital Market Supervisory Board, the Office of the SEC and the SET. The Company shall also procure a clear arrangement to demonstrate that the subsidiaries have a sufficient system for disclosing significant transactions in accordance with prescribed rules with continuity and accountability, allowing directors and executives of the Company to have access to the information of the subsidiaries for the purpose of effectively monitoring operating results and financial conditions, related party transactions between the subsidiaries and directors and executives of subsidiaries and significant transactions of the subsidiaries. In addition, the Company shall have mechanism for auditing the said system of the subsidiaries by ensuring that the internal audit team and independent directors of the Company have direct access to such information and also the result of the system audit is reported to directors and executives of the Company, ensuring that the subsidiaries constantly comply with the system.

## **(3) Disclosure of data of directors and executives of the subsidiaries**

(a) A director and executive of a subsidiary must disclose and submit data on their interest and involvement in any transaction that can be expected to create a conflict of interest with the Company and a subsidiary to the board of directors of the subsidiary or the person assigned by the board of directors of the subsidiary within the period specified by the subsidiary. The board of directors of the subsidiary has the duty to notify the board of directors of the Company of the matter within the period specified by the Company so that such data can be used to support any consideration or approval. The board of directors will consider the matter, taking into account the best interest of the subsidiary and the Company. The directors and executives of the subsidiary shall not be involved in the approval of any matter in which they have an interest or conflict of interest.

(b) A director and executive of a subsidiary, including persons related to the director and executive, have the duty to notify the board of directors of the subsidiary of their relationship and transaction with the subsidiary in a manner that may cause a conflict of interest, and shall avoid making any transaction that may create a conflict of interest with such subsidiary. The board of directors of the subsidiary has the duty to notify the Company of such matter.

The following actions, which cause a director, executive, or person related to the director or executive to gain other financial interests apart from those normally receivable by them, or cause damage to the subsidiary shall be assumed as actions that materially conflict with the interest of the subsidiary:

- a transaction made between the subsidiary and a director, executive, or related person not in accordance with the rules concerning related party transactions;
- use of data of the Company and the subsidiary which such person has obtained, unless such data has been disclosed to the public; or

- use of property or a business opportunity of the Company and the subsidiaries in a manner that violates the rules or general practices prescribed by the Capital Market Supervisory Board.

#### **(4) Disclosure of information of subsidiaries**

(a) It is the duty of a subsidiary to disclose accurate and complete information on its financial status and operating results, transactions made between the subsidiary and a connected person, acquisition or disposal of assets, or other important transactions of the subsidiary, and to apply the rules concerning disclosure and transactions of a nature similar to the rules of the Company.

(b) A subsidiary must report its business operation plan, business expansion, investment in large projects, and joint investment with other business operators to the Company through a monthly performance report. The Company is entitled to invite the subsidiary to provide an explanation or submit supporting documents for consideration, and the subsidiary shall strictly comply with such request immediately. If the Company finds any significant issue, the company may request that the subsidiary provide an explanation and/or submit documents for consideration by the Company.

#### **(5) Use of inside information of subsidiaries**

No director, executive, staff, employee, or designated persons of the subsidiaries, including spouse or minor child of the aforementioned persons shall use the inside information of the Company and the subsidiaries, whether obtained in accordance with their duty or otherwise, in a manner that significantly affects or may affect the Company and/or the subsidiaries for their own or others' interest whether directly or indirectly, or whether any benefit is gained from such use.

#### **(6) Transactions made by the directors, executives, or persons related to subsidiaries**

The director, executive, or related person of a subsidiary may enter a transaction only when such transaction has been approved by the Company's board of directors or shareholders meeting, depending on the size of the transaction, calculated based on the rules prescribed in the related party transaction notification, unless such transaction is a commercial agreement of a nature which a reasonable person would enter with a general party under similar circumstances without any influence as a director, executive, or related person, as the case may be. The commercial terms of such transactions must be approved by the board of directors or in accordance with the criteria previously approved by the board of directors.

### **3 Financial control of subsidiaries**

(1) A subsidiary has the duty to submit monthly operating results and reviewed quarterly financial statements, as well as data supporting the preparation of such financial statements of the subsidiary and associate company to the Company, and agrees that the Company may use such data for preparation of financial statements or annual or quarterly reports of the Company's operating results, as the case may be.

(2) A subsidiary has the duty to prepare estimates of operating results and a summary of comparison of operating results with the actual operation plan on a quarterly basis, monitor the operating results to ensure compliance with the plan, and notify the Company of the same.

(3) A subsidiary has the duty to report significant financial issues to the Company upon discovery or request by the Company to investigate and report such issues.

# SUSTAINABLE DEVELOPMENT REPORT

96

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DEVELOPMENT REPORT

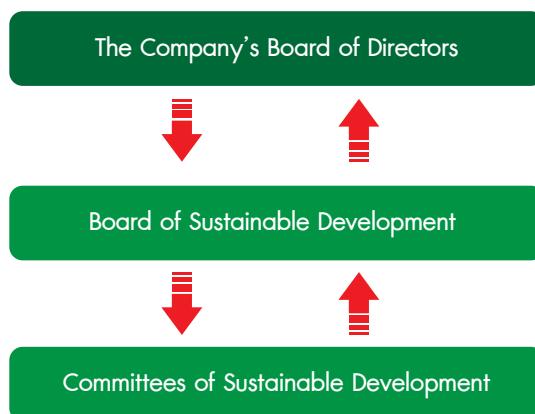
Carabao Group conducts business with the aim of delivering value back to society as well as implementing social projects to convey and build the foundation of good life value to the sustainable public development.

## Sustainability Policy

The Company is committed to operating under its vision, missions, commitments, strategies and policies for its growth, prosperity, and sustainability, considering the impact on all stakeholders and social and environmental responsibility.

## Sustainable Management Structure

The Company's Board of Directors appointed the Board of Sustainable Development as representatives from several business field to play roles in shaping sustainable development strategies and policies, evaluating the outcome and setting up the scope and report on sustainable development by appointed the Committee to study and implements projects under the sustainability strategy of the Company.



97

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## Stakeholders of the Company

Stakeholders	Issues that interested or anticipated
1. Employees	Career opportunity and welfare
2. Supplier	Fair business
3. Customers	Great quality products at affordable prices
4. Shareholders/ Investors	Business performance, growth and transparency
5. Creditors Debtors	Reliable
6. Community	Community development to grow with the business
7. Environment	Solving problems that may arise from the operation of the Company

## Responding to Stakeholders



Employees



quality improvement

The development of working efficiency and knowledge including good quality of life and welfare



Partners



develop the business together

conducting business together fairly, respecting human rights, encourage learning to be able to grow together



Customers



create satisfaction

manufacture good quality products to be handed to customers in each distribution channels thoroughly until arriving to consumers



Stockholders Investors



run the business transparently

run the business under good managerial principals and follow the ethics of business conduct



Creditor , Debitor



keep the promises

set fair conditions in the contract and respect them strictly



Community



care for the community

conduct business whilst developing a good quality of life for the people in the community as well as figuring out how to live together peacefully



Environment



taking care of the environmental resources

conduct business whilst utilizing resources with mindfulness and environmental concerns

# Human Resource Organization Transformation

## Office Performance

To strengthen the competitiveness of the Company, flexibility to changes is essential under current's dynamic business environment and to align with the vision of "World Class Product, World Class Brand." The Company places emphasizes to the development of personnel at all levels to fully embrace the corporate value as it says "Enlightened, Real Actions, Accurately, Precisely, Adaptable, Insightful, Resilient and Flexible." We also recruit talented people with a wide range of skills to put the organization under the professional as well as sustainable-conscious leaderships.

### 1. Organization Transformation Project

The top management had set the first priority in communicating the company vision and values through the operating team called "Triangle Organization Transformation Office" responsible for educating all departments the OKRs (Objective and Key Results) concepts which enable everyone to work in the same direction in order to accelerate the company reform. The benefits of adopting OKRs in Carabao are;

1. Developing new management innovations by improving the existing work practice.
2. Generating better ideas by modernizing the best practice to keep up with the change from inside or outside of the company.
3. Designing creative processes of solving the repeatable problems.
4. Giving more opportunities for employees to present their work performances.

### 2. Results of Developing OKRs Management Leader

Carabao is focusing on creating new leaders to the next position, the team has arranged a work plan according to the assigned OKRs project to develop management personnel by arranging a workshop with the support of the top management as a main speaker to share his experience in improving necessary communication skills to the management level.

Organized a workshop with deputy director level and above to acknowledge the organizational goals in order to set the Objectives and Key Results of each department and turn the policy into practice.

99


  
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### 3. Results of Cascading Goal, Turning KPI into Practice, and Connecting Individual Assessment System

1. In 2017, 100 percent of all departments had been trained to be able to operate the assigned project. Meanwhile, 80 percent were meet the deadline and came up with the learning results from the projects and able to develop a strategic plan for 2018 as well as review the Vision, Mission, and Core Values compatibly with the 2017 Employee Core Competency
2. In 2018 all departments had completed presenting their OKRs that linked with the company's vision and mission one month before the end of each quarter, 100 percent of quarterly results from all departments were presented in the monthly executive board meeting.
3. In 2019 pass forwards the Company's OKR and Division's OKR to Individual OKR

#### **4. "Understand Thoroughly, Do Earnestly, Be Accurate, Be Precise" (Roo Jaeng, Tum Jing, Took Tong, Man Yum) Project**

All employees are encouraged to share their experiences how they understand the company values by giving a platform to express their understandings or incidents of "Understand Thoroughly, Do Earnestly, Be Accurate, Be Precise" There are total of 68 work pieces submitted from 66 employees.



#### **5. Carabao Seed Incubation Project**

In term of personnel development, Carabao is focusing on increasing employee's work efficiency and capability in order to incubate all employees to be able to grow with the company's vision "World Class Product, World Class Brand"

- Focusing on developing good attitude, ready to learn, creative, responsible staffs and embodying company's core values "Enlightened, Real Actions, Accurately, Precisely, Adaptable, Insightful, Resilient and Flexible."
- Following up and providing an assessment of personnel development for all positions



100  
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#### **Summary Results of Personnel Training in 2019**

Company	No. of Training Course			Details of Attendance		
	Plan	Actual	Percentage	No. of Attendant	Actual training hours	Average training hour per person
CBG	5	9	180%	15	93	6
CBD (HO)	111	76	68%	1,214	6,054	5
DCM	27	32	119%	1,794	11,498	6
CBD (Factory)	82	154	188%	2,477	14,497	6
APG	43	47	109%	780	3,488	4
ACM	42	45	107%	203	1,379	7
<b>Grand total</b>	<b>310</b>	<b>363</b>	<b>117%</b>	<b>6,483</b>	<b>37,009</b>	<b>6</b>

## 6. Baodang Safe Driving Project, Safety for Everyone

According to the support of Stock Exchange of Thailand that provided the Sustainable Development Guideline to the listed company in stock exchange market since 2013. Carabao has realized that it is important to develop all dimensions of company's stakeholders starting from all employees which are our main key force to drive the sustainable business. As the board of directors of the Company is concerned about the safety of employees, we have launched "Staffs Safe Driving" program to ensure that the accidents caused from staffs will be decreased. Meanwhile, we realized that, Tawandang DCM Co., Ltd., the affiliated company who provide the distribution services, are using various types of vehicles in transportation. Hence, we do aware of a safe and responsible driving of our staffs as they all are in charge of a road transport safety. This program then designed to prevent any loss caused from accidents that could happen to all employees, fellow-traveler, the outsider who use the road, and nearby communities

"Baodang Safe Driving" project are launched on April 4, 2016 by Ms. Natchmai Thanombooncharoen, Managing Director of Carabao Group PCL, representing the board of directors to announce the program at the factories, headquarter, and all distribution centers throughout the country. The activity is also include of arranging a contest to attract more interest from members such as giving rewards to the winner of slogan competition submitted by employees. The winning slogan was "Don't ruin your life, drive carefully, concern everyone's safely, your family is waiting.

### Steps of project operating are as follows,

1. Arrange Defensive Driving Course to raise awareness of safe driving to all employees and arrange training continuously for both existing and new staffs.
2. Test employees who drive the company vehicle to ensure that they have sufficient driving skills in order to prevent any accident.
3. Set the criteria of vehicle care manual and maintenance measure so that all vehicles are maintained in good condition and safe to use.
4. Provide an appropriate system to monitor vehicle use of employees. Carabao has invested more than 2 million baht in NOSTRA System which will detect the car speed and alarm to the head office once the driver exceed the speed limit. The system also allow us to map the shops address all over the country, this also help us to collect all store data for the future business development.

In addition, the accident protection device such as parking censor, rear view cameras, and front view digital video recorders are added in the vehicles to ensure that the driver have enough equipment for safe driving. We have also followed up the result from the safe driving training course, meanwhile, all speed limit data are tracked and reported regularly.



## 7. Tumbon Khong Nhoo" (the sub-district belongs to us) Project

This project has founded since 2004 until now with the objective of raising awareness and engaging all Thai children to learn how to conserve nature and environment around their area by giving an opportunity to students in elementary school to write an essay to Uncle Aed Carabao. In the late year 2016, the project name has changed to "Good Products in Your Sub-District" to promote product awareness to public by telling the story of famous goods or local products that create more values in their sub-district. This project also promotes using correct Thai language through writing an essay as well as create life value and strengthen unity within the sub-district. And the most important thing is that this project will help to spark idea and inspiration to Thai children in conserving natural environment and natural resources around their own sub-district.

The Committee will choose the best essay of the month so that the essay's owner would receive a 5,000 baht scholarship with a certificate, also 10,000 baht will be given to the sub-district to support nature and environmental conservation activities. The winning essay will be published through various channel such as online, radio, and television media with the 2- minute-long spot broadcasting on television program every week in order to promote the essay to the public.

In year 2019, the company has given a scholarship up to 600,000 baht consisted of 200,000 baht for student scholarships and 400,000 for sub-district development.

102

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## 8. "Music Creates the Value of Life" Project

Carabao Foundation and Carabao Group Company Limited (Public) founded the project "Music creates the value of life" to operate activities that create positive impact to society. The project has also cooperated with Work Point TV station in 2014 to set up the music band contest via TV program name "Bao Young Blood, Music Creates the Value of Life".

This program has been operated till season 4 in 2018, the winning band received a scholarship in amount of 1 million baht and a trophy from Carabao Foundation as well as being invited to perform in a charity concert name "Music Creates the Value of Life with Carabao Brand". All revenues from the concerts went to senior artists who need support.



## "Sports" Social Responsibility

As Carabao concern for the sustainable social development , after we has signed a sponsorship agreement with the Football Association of England as a sponsor of "EFL Cup", subsequently rename to "Carabao Cup", and signed a partnership contract with Chelsea Football Club in order to achieve maximum efficiency. The company has attempted to raise the standard of Thailand football to be able to compete in international league. The Sustainable Development Committee are formed to specify strategies and policies and communicate within the working group to educate employees for better understanding and align everyone in the same direction.

### 1. Carabao - Chelsea Coach the Coaches Project

In 2018, the company has continuously worked with Chelsea Football Clubs for 2 years to teach the sport teacher working in schools and institutions across the country to improve football techniques including of nutrition care and athletic health care system to become a quality coach with fundamental principles of training.

"Carabao Coach the Coaches" was developed in collaboration with Chelsea Football Team led by Lawrence Griffin from International Development Center Bangkok by bringing experienced coaches from Chelsea football Club in England who have training experience for youth football player over 21 years in 31 countries or 6 continents around the world. The training program are including of sharing their expertise in training, skill improvement, and techniques to Thai teachers. In the same time, nurture Thai coaches in an environment conclusive to the philosophy of the Chelsea football club. There are total of 6 batches or 360 participants from the leading institutions nationwide completed the course both in theoretical learning and practical training which are eligible to develop the youth athletes in their association.

The theory class and practical session of this course are designed for Thai coaches to understand their role and responsibility as a good coach and perform their task efficiently as well as create insights for coaching guidelines including of coaching methodology, adaptive training for each individual's learning, preparation before a game, recovery training session after a match, The course content also contained of communication and analytical skill , recognizing and managing emotions, team management, nutrition for athletes and training techniques. And most importantly, there is also an extra course, the total amount of 20 Thai coaches selected (120 attendants/ 2 class) to join in a workshop held by "Coach Joon, Anurak, Srikerd", former head coach of Thailand national under-19 football team. This extra training aims to develop the curriculum or bible of football teaching skill and techniques that enable coaches to extend their knowledge and giving practical advice to their students.

Participant in this year are divided into three categories:

1. Coach for students aged 7-10 years
2. Coach for student aged 11-14 years
3. Coach for student aged 15-18 years



## 2. Carabao Grassroots Football Project

After the success of Carabao Coach the Coaches program, in 2018 Carabao Group held the “Carabao Grassroots Football” project aiming to promote social impact on football and make the dream of Thailand youth football player come true by giving support to local youth football activities that lack of training equipment.

In this program the company has also collaborated with Chelsea football coaches to operate a football clinic to share their experiences and inspire the children to become professional football player, at the same time provide the needed training equipment to local area. In special case, for example, students and teachers from Wat Phimphava School and Wat Theparachawittayakan in Chachoengsao were given an opportunity to attend a youth special event with Lawrence Griffin from Chelsea.



# INTERNAL CONTROL & RISK MANAGEMENT



106

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## INTERNAL CONTROL & RISK MANAGEMENT

Carabao Group Public Company Limited has placed importance on internal control system on a continuous basis to ensure that the internal controls of the Company are adequate and appropriate for the business. The internal audit division has the duty to audit and review the performance of various departments in the Company and report directly to the Audit Committee. This is to ensure that the operations of the Company are effective and efficient; that the Company's resources are used efficiently for maximum benefits; that the Company's assets are well protected and maintained; and that any risk of mistake is minimized and damages are prevented. The audits are also carried out to supervise the Company's operations, to ensure that financial statements are accurate, reliable, and prepared in a timely manner, as well as to ensure the compliance with policies, rules, regulations and laws so as to prevent any damage to the Company. In addition, the Board of Directors performs the internal control assessment of the Company every year based on the guidelines from the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) referring to COSO framework (The Committee of Sponsoring Organizations of the Tread Way Commission) which is comprised of five components and 17 principles. There is no significant deficiency found to the Company's internal control system.

## 1. Control Environment

The Company's organizational structure is clearly and properly designed to support the good internal control environment. Also, the Company's business goals and Key Performance Indicators (KPIs) are clearly defined as a tool to assess the performance efficiency and the alignment of the Company's goals. The authority delegation manuals and the operation manuals for all functions are clearly defined and written. The Company's goals are communicated to all divisions and functions. Efforts also have been made to encourage the environment for good operations so as to promote good attitudes, honesty and ethics among staff at all levels in the Company. In addition, the Company has continued to reinforce the good corporate governance principles to all executives and employees to ensure the transparency and the fairness to all stakeholders.

## 2. Risk Assessment

The Company has placed importance on the risk management which may affect its business and prevent the Company from achieving its goals. The Board of Directors had the resolution to set up the Risk Management Committee comprising of the managements from various functions responsible for regularly assessing the risks and monitoring the risk management measures through the quarterly Risk Management Committee meeting. The Risk assessment results have been reported to the Board of Directors. The risk management detail is described in the "Risk Factors" topic.

## 3. Control Activities

The Company has adequate and proper control measures. The policies and operating guidelines have been established in a way that clearly prescribes the scope of duties, the authority and approval and the segregation of duties. Control measures also include the manuals that provide guidelines for the performance at every stage, as well as the audit of financial statements and the report on the Company's non-financial operating results to ensure the compliance with defined rules and regulations. All the accounting transactions are recorded accurately and completely. The accounting information and documents are retained systematically and legally. The check and balance mechanism is implemented to ensure the accuracy such as the financial transactions, sales, procurement, the safeguarding of assets etc. The information systems are also implemented to speed up performance and improve its efficiency. The Company has implemented the Human Resource Management system which includes the efficient performance evaluation and the continuous competency development. In the case of transactions with possible conflicts of interest or related transactions, the Audit Committee will review the reasonableness of the transactions and further report to the Board of Directors for approval. The Subsidiaries performance has regularly been monitored as well.

## 4. Information and Communication

The Company recognizes the important of the information systems and communication, therefore the information systems are continuously improved to ensure that the information is accurate and up to date. The systems have stored information and kept documents in an efficient manner to ensure the data accuracy and adequacy for the management and stakeholders to utilize it. In addition, the Company's Investor Relations Unit is in place to coordinate with investors ensuring that they can obtain information on the Company's operations and investments promptly and conveniently through highly accessible channels such as Company's website, E-mail, Call Center, etc. More importantly, the whistle - blowing channel is available for external parties to report on complaints or fraud cases.

## 5. Monitoring & Evaluation

The Company has monitored and evaluated its internal control system on a continuous basis. Assigned by the Board of Directors, the Audit Committee is responsible for reviewing and monitoring the Company's internal control system through the internal audit department's audit execution based on the annual internal audit plans approved by the Audit Committee to ensure that audit findings have properly and timely been resolved. The audit results are presented to the Audit Committee and executives on a quarterly basis. In addition, the Audit Committee has invited the Company's external auditor to its meeting to review and acknowledge the results of financial statement audits and internal control issues. There was no material weakness in the internal control system.

## REPORT OF THE AUDIT COMMITTEE

108  
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# REPORT OF THE AUDIT COMMITTEE



The Audit Committee of Carabao Group Public Company Limited as appointed by the Board of Directors consists of three independent directors, namely, Mrs. Saowanee Kamolbutr, the Chairman of the Audit Committee, Mr. Kanit Patsaman and Miss Urawee Ngowroongrueng, the Audit Committee members. The Audit Committee members are considered by the Company to be qualified, knowledgeable and experienced persons. The Audit Committee members have composition and qualifications according to the regulations of the Stock Exchange of Thailand.

During 2019, the member of the Audit Committee was changed due to the resignation of Mr. Sanchai Jullamon which was effective on May 3, 2019. As a result, the Board of Director meeting No.3/2019 dated August 8, 2019 had a resolution to appoint Miss Urawee Ngowroongrueng as a member of the Audit Committee.

The Audit Committee had performed its task upon roles and responsibilities entrusted by the Board of Directors and the Company's Charter of Audit Committee with its expertise and independence to access all information as stated in the Stock Exchange of Thailand's requirements. The Audit Committee also provided advice in related matters through sound collaboration with the management, internal auditor and the Company's auditor.

In 2019, the Committee held a total of 6 meetings. The Committee's significant activities are summarized below:

## **1. Review of the accuracy of financial reports, and the adequacy of information disclosure of the Company and its subsidiaries**

- The Audit Committee reviewed the annual and quarterly financial report of both the Company and its subsidiaries before proposing them to the Board of Directors for approval. In doing so, the Committee ensured that the financial reports, as well as significant information on transactions between the Company, its subsidiaries and other affiliates, or transactions with tendency to cause conflict of interests were accurately prepared and reliably disclosed.
- In this connection, the statutory auditors were invited to the meeting of the Audit Committee to discuss and clarify on significant issues relating to the financial statements prepared by the Company's Management in compliance with Thai Accounting Standards and Thai Financial Reporting Standards including related interpretations and guidelines promulgated by the Federation of Accounting Professions. The Audit Committee could then verify whether sufficient significant information was disclosed as required by the aforementioned standards, interpretations, guidelines and principles.
- Furthermore, a joint meeting was held between the Audit Committee and the statutory auditors in compliance with the Practice Guidance issued by the Stock Exchange of Thailand, allowing both parties to discuss any issue of interests to the two sides without participation of the Management.

## **2. Evaluation of the services of the statutory auditors**

The Audit Committee carried out the evaluation of the quality of services of EY Office Limited, the statutory auditors, and the worthiness of their remuneration, taking into consideration the following factors - professionalism, efficiency, and independence. The Audit Committee was of the view that EY Office Limited, the statutory auditors, had given satisfactory services accordingly, providing the Company with useful advice and recommendations, which were helpful for the Company's Annual Financial Report and internal control improvements.

## **3. Related party transactions**

The Audit Committee reviewed the appropriateness of related transactions or transactions that may cause conflict of interest. The review showed that the related transactions by the Company in 2019 were done based on normal business practice, reasonable, and in the best interest of the Company's business. These related transactions were transparent, with related information disclosed fully and accurately.

#### **4. Monitoring of the Company's operations**

The Audit Committee played its part in monitoring the Company's operations following the principles and the guidance on good corporate governance from the Stock Exchange of Thailand. The Committee has strictly and continuously followed the aforementioned guidelines through the internal audit performance to ensure that the Company's operations were consistently carried out with good corporate governance principles.

#### **5. Approval of the scope of work and the annual audit plan of the Company's internal audit.**

The Audit Committee reviewed and approved the scope of work and the annual audit plan of the Company's internal audit for the year 2019 which embedded the Company's business strategic direction and corporate risks. Additionally, the performances of the internal audit were regularly monitored, with the Company's risk management and internal controls being taken into consideration. The advice was consistently given to the Company's internal audit on various matters for the efficiency of their performances and the improvement of the internal audit systems.

#### **6. Review of the adequacy and appropriateness of the internal control systems**

The Audit Committee regularly reviewed the adequacy and appropriateness of the Company's internal control systems. In this regard, reports presented by the internal audit were carefully considered and followed up to ensure that rectification and/or improvements on controls and preventive measures were conducted by the management in a proper and timely manner, especially the significant issues encountered by the internal audit department during their routine inspection.

#### **7. Roles of the Audit Committee**

1. The Audit Committee performed its duties independently from the Board of Executive Directors and the Management with strong emphasis on internal controls to ensure that good corporate governance and adequate internal controls were appropriately applied. Significant issues based on the issues reported by the internal audit for the year 2019 were regularly presented to the Board of Directors.
2. To ensure that the Committee's roles are carried out efficiently and at the same time the Company's good corporate governance is being properly practiced, the self-assessment on the Audit Committee's performances was undertaken by the Committee taking the guidelines issued by the Stock Exchange of Thailand as the basis. The assessment results were at "Satisfactory" level.

In the view of the Audit Committee, the Company's good corporate governance is transparently, adequately and reliably carried out. The Company's overall internal control systems are adequate. Discrepancies in the control systems or transactions that might cause conflict of interests and may significantly affect the Company's operations have not been noted. Besides, the Company constantly refined its operation for a better quality which is an important part to push the Company sustainably and stably grow.

Mrs. Saowanee Kamolbutr  
Chairman of the Audit Committee

# REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

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The Board of Directors is considering appointing a Recruitment and Remuneration Determination Committee that consists of a certain number of members who have appropriate qualifications and that consists of a certain number of independent members who will determine policies with respect to the recruitment of persons who will become directors and/or top executives and who will screen persons who have appropriate qualifications before submitting their names to the Board of Directors or the shareholders' meetings. The Recruitment and Remuneration Determination Committee also has an important role in considering criteria for the determination of remunerations of directors and top executives in order to ensure that their remuneration is appropriate and reflects directors and executives' abilities to perform their duties in accordance with the relevant targets.

The Nomination and Remuneration Committee of the company consists of 4 directors.

- |                                     |  |
|-------------------------------------|--|
| 1. Mr. Sathien Setthasit            | Chairman of the Nomination and Remuneration Committee      |
| 2. Mrs. Saowanee Kamolbutr          | Vice chairman of the Nomination and Remuneration Committee |
| 3. Miss Nutchamai Thanombooncharoen | Member of the Nomination and Remuneration Committee        |
| 4. Mr. Kanit Patsaman               | Member of the Nomination and Remuneration Committee        |

## Duties and Responsibilities

### Recruitment

1. To consider the structure, size and elements of the Company's Board of Directors in a manner that such structure, size and elements are appropriate for the organization, the business and the environment.
2. To determine processes and criteria for recruitment and the qualifications of persons that should be nominated to be directors and executives from the level of assistants to managing directors and upwards.
3. To consider selecting and screening persons who have appropriate qualifications to become directors and executives from the level of deputy managing directors and upwards and to submit this matter to the Company's Board of Directors and/or shareholders' meetings for consideration and approval.



### Remuneration Determination

1. To determine policies and to consider the criteria for determining remunerations, both monetary and non-monetary, of directors and executives from the level of assistants to managing directors and upwards in a manner that such remunerations are appropriate and fair, and to submit this matter to the Board of Directors' meetings and/or shareholders' meetings for consideration and approval.
2. To perform any other acts, as assigned by the Board of Directors, in connection with recruitment and the consideration of remunerations of directors and top executives.

In 2019, the Nomination and Remuneration Committee meeting for consideration of important agenda 3 times

Mr. Sathien Setthasit

Chairman of the Nomination and Remuneration Committee

# REPORT OF THE RISK MANAGEMENT COMMITTEE

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The Risk Management Committee was established by the Board of Directors with duties to promote the set-up of an enterprise-wide risk management system for the Company and to embed as organizational culture. This is to provide reasonable assurance among all stakeholders that the Company operations are geared towards effective and efficient achievement of corporate goals and objectives and in accordance with risk appetite level. The Committee is comprised of 8 members who are the Board of Directors and top executives with relevant knowledge, competence and experience that are beneficial to the company risk management.

The Committee performs its duties as designated by the Board of Directors and within the purview of power and responsibility defined in the Risk Management Committee Charter. In 2019, the Committee held 4 meetings with the following results:

1. Acknowledged the significant corporate risks for 2019 and reviewed the adequacy and appropriateness of the risk management plans.
2. Monitored of risk management result in accordance with risk appetite level.
3. Reported regularly to the Board of Directors on the significant risks and the efficiency and the effectiveness of risk management process.
4. Reviewed the significant risks and Enterprise Risk Management framework to enhance the efficiency of risk management system.

According to the issues and tasks mentioned above, the Risk Management Committee has considered that the corporate risk factors have been identified covering the core businesses and the risk management processes have been carried out adequately, appropriately and efficiently. In addition, such processes are in compliance with the good corporate governance and internal control principles, as well as laws, rules and regulations so as to ensure that the company continues with stable and sustainable growth.

Mrs. Saowanee Kamolbutr

Chairman of the Risk Management Committee

# RELATED PARTY TRANSACTIONS

## 1. Person Who May Have Conflict of Interest

### 1.1 Mongol Co., Ltd.

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the businesses of manufacturing and selling audio tapes, CDs and VCDs, and composing music</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Yuenyong Opakul</li> <li>Two joint shareholders, i.e. Mr. Yuenyong Opakul and Mrs. Linjong Opakul who hold 50% and 20% of shares, respectively, in Mongol Co., Ltd.</li> </ul>

### 1.2 Tawandang Brew House Co., Ltd.

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of (1) producing and selling beer; and (2) selling food and beverages</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Miss Nutchamai Thanombooncharoen</li> <li>Two joint shareholders, i.e. Mr. Sathien Setthasit and Miss Nutchamai Thanombooncharoen who hold 30% and 15% of shares, respectively, in Tawandang Brewery Co., Ltd.</li> </ul>

### 1.3 Tawandang German Brewery Co., Ltd

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of (1) producing and selling beer; and (2) selling food and beverages</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Miss Nutchamai Thanombooncharoen</li> <li>Two joint shareholders, i.e. Mr. Sathien Setthasit and Miss Nutchamai Thanombooncharoen who hold 40% and 40% of shares, respectively, in Tawandang German Brewery Co., Ltd.</li> </ul>

### 1.4 Tawandang German Brewery 1999 Co., Ltd.

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of (1) producing and selling beer; and (2) selling food and beverages</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Miss Nutchamai Thanombooncharoen</li> <li>Two joint shareholders, i.e. Mr. Sathien Setthasit and Miss Nutchamai Thanombooncharoen who hold 40% and 20% of shares, respectively, in Tawandang German Brewery 1999 Co., Ltd.</li> </ul>

### 1.5 C.J. Express Group Co., Ltd.

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of wholesale stores and convenience stores</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Sathien Setthasit</li> <li>Four joint shareholders, i.e. Mr. Sathien Setthasit, Miss Nutchamai Thanombooncharoen, Mr. Yuenyong Opakul and Mrs. Wongdao Thanombooncharoen who hold 35%, 20%, 12% and 12% of shares, respectively, in C.J. Express Group Co., Ltd.</li> </ul>

### 1.6 Sahamit Product Co., Ltd.

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Trading</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>Two directors of the company related to the company such as Miss Nutchanok Vongswat (Miss Nutchamai Thanombooncharoen's Daughter) and Miss Phoogkwan Smuthkochorn (Mr. Kamoldist Smuthkochorn's Daughter) who hold 50% and 50% of shares, respectively, in Sahamit Product Co., Ltd.</li> </ul>

**1.7 Sahamit Sugar Co., Ltd.**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of wholesale alcoholic beverage business and import alcoholic beverages.</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Miss Nutchamai Thanombooncharoen</li> <li>One joint shareholder, Miss Nutchamai Thanombooncharoen who hold 10%, in Sahamit Sugar Co., Ltd.</li> </ul>

**1.8 Tawandang 1999 Company Limited**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of producing and selling alcoholic beverages.</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Romtham Setthasit</li> <li>One joint shareholder, Mr. Sathien Setthasit who hold 82.66% in Tawandang 1999 Co., Ltd.</li> </ul>

**1.9 Tawandang F&B Company Limited**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of (1) producing and selling beer; and (2) selling food and beverages</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Miss Nutchamai Thanombooncharoen</li> <li>Two joint shareholders, i.e. Mr. Sathien Setthasit and Miss Nutchamai Thanombooncharoen who hold 45% and 10% of shares, respectively, in Tawandang F&amp;B Company Limited.</li> </ul>

**1.10 Baan Tawandang Company Limited**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Restaurant and the stage show restaurant</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>No joint director</li> <li>One joint shareholder, Mr. Sathien Setthasit who hold 90% of shares in Baan Tawandang Limited.</li> </ul>

**1.11 Tawandang Logistics Company Limited**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Transportation</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Sathien Setthasit</li> <li>One joint shareholder, Mr. Sathien Setthasit who hold 0% (a share) of shares in Tawandang Logistics limited.</li> </ul>

**1.12 Express Med Company Limited**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of selling drug, medicine, pharmaceutical products, chemical products, medical instruments, fertilizer and pesticide</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Sathien Setthasit</li> <li>One joint shareholder, i.e. Mr. Sathien Setthasit who hold 60% of shares, respectively, in Express Med Company Limited.</li> </ul>

**1.13 Hunan Double Energy Beverage Co., Ltd.**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of retail and wholesale</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Sathien Setthasit</li> <li>Champion China Holding Limited hold 49% of shares in Hunan Double Energy Beverage Co., Ltd which hold 100% of shares by Raththam Holding Limited. Four joint shareholders, i.e. Mr. Sathien Setthasit, Miss Nutchamai Thanombooncharoen, Mr. Yuenyong Opakul, Mrs. Wongdao Thanombooncharoen and Mr. Romtham Setthasit who hold 51%, 25%, 15%, 5% and 4% of shares, respectively, in Hunan Double Energy Beverage Co., Ltd.</li> </ul>

**1.14 GUANGZHOU CARABAO BEVERAGE CO., LTD**

<b>Nature of Business</b>	<ul style="list-style-type: none"> <li>Engaging in the business of retail and wholesale</li> </ul>
<b>Nature of Relationship with the Company</b>	<ul style="list-style-type: none"> <li>One joint director, Mr. Sathien Setthasit</li> <li>Hunan Double Energy Beverage Co., Ltd hold 100% of shares in GUANGZHOU CARABAO BEVERAGE CO., LTD.</li> </ul>

## 2. Related Party Transactions

Below is a summary of the related party transactions between the Group and persons who may have conflicts of interest during the fiscal year ended 31 December 2018 and 2019.

### 2.1 Mongol Co., Ltd.

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Advertising expense</b> CBD entered into an agreement with Mongol Co., Ltd. to engage Mr. Yuenyong Opakul to be a presenter of Carabao Dang energy drink.	11,000,000	12,000,000
<b>Other payable</b>	10,400,000	-

#### Necessity and Reasonableness

- On 1 January 2014, CBD entered an agreement with Mongol Co., Ltd. to engage Mr. Yuenyong Opakul to be a presenter of Carabao Dang energy drink (the same conditions as the agreement which the Company previously made with Mongol Co., Ltd.).
- On 1 July 2014, CBD amended the conditions of the agreement and entered a long-term agreement with Mongol Co., Ltd. Below is a summary of its conditions.
  - CBD engages Mongol Co., Ltd. to hire Mr. Yuenyong Opakul to be a presenter of Carabao Dang energy drink as well as other beverages and products of CBD. The term of the agreement is five years, from 1 January 2014 to 31 December 2018. The remuneration is Baht 10.0 million per annum, whereby the payment will be made on 31 December of every year.
  - Such agreement will be automatically renewed for another five years, from 1 January 2019 to 31 December 2023, with remuneration of Baht 12.0 million per annum. CBD has the right adjust the remuneration as suitable and consistent with the market price, as well as to terminate the agreement if the image of Mr. Yuenyong Opakul fails to meet the intent of the agreement.

#### Audit Committee's Opinion

- This transaction supported the Company's normal course of business operations and on an arm's-length basis.

### 2.2 Tawandang Brewery Co., Ltd.

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Income from sale of products</b> DCM supplied products to Tawandang Brewery Co., Ltd. for sale in its restaurant.	418,122	380,538
<b>Trade receivable</b>	40,215	43,566
<b>Sales promotion expenses</b> CBD paid sales promotion expenses to Tawandang Brewery Co., Ltd.	195,865	381,879
<b>Other expenses</b> CBD and DCM paid for food and beverages, gift cards and entertaining its business partners, to Tawandang Brewery Co., Ltd.	834,186	1,126,642
<b>Other payable</b>	458,423	351,537

#### Necessity and Reasonableness

- DCM supplied products to Tawandang Brewery Co., Ltd. for sale in its restaurant in Thailand, based on the

market price and commercial term.

- CBD organized sales promotion events and organized activities for employees of the Group at Tawandang Brewhouse, with a discount of 20% for food and beverages, with prices and commercial terms as normally offered to other special customers.
- CBD and DCM entertained its business partners and purchased food and beverage gift cards from Tawandang Brewhouse as New Year presents for its business partners, with prices and commercial terms as normally offered to other special customers.

#### Audit Committee's Opinion

These transactions were done on an arm's-length basis. A 20% discount was normally offered to other special customers of Tawandang Brewery Co., Ltd.

### 2.3 Tawandang German Brewery Co., Ltd.

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Income from sale of products</b>		
DCM supplied products to Tawandang German Brewery Co., Ltd. for sale in its restaurant.	508,668	464,914
<b>Trade receivable</b>	65,617	57,239
<b>Other expenses</b>		
CBD and DCM paid the cost of its employees' New Year party and entertaining its business partners, to Tawandang German Brewery Co., Ltd.	1,813,181	2,052,119
<b>Other payable</b>	40,137	86,626

116

WORLD CLASS  
PRODUCT

#### Necessity and Reasonableness

- DCM supplied products to Tawandang German Brewery Co., Ltd. for sale in its restaurant in Thailand, based on the market price and commercial term.
- CBD and DCM organized its employees' and executives' New Year party, and entertained its business partners, at Tawandang German Brewhouse, with a discount of 20% on food and beverages with prices and commercial terms as normally offered to other special customers

#### Audit Committee's Opinion

These transactions were done on an arm's-length basis. A 20% discount was normally offered to other special customers of Tawandang German Brewery Co., Ltd.

### 2.4 Tawandang German Brewery 1999 Co., Ltd.

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Income from sale of products</b>		
DCM supplied products to Tawandang German Brewery 1999 Co., Ltd. for sale in its restaurant.	364,878	384,923
<b>Trade receivable</b>	45,242	60,322
<b>Other expenses</b>		
CBD and DCM paid for a meal to Tawandang German Brewery 1999 Co. Ltd. in entertaining its business partners	510,440	256,882
<b>Other payable</b>	4,471	-

### Necessity and Reasonableness

- DCM supplied products to Tawandang German Brewery 1999 Co., Ltd. for sale in its restaurant in Thailand, based on the market price and commercial term.
- CBD and DCM organized its business partners, at Tawandang German Brewhouse 1999, with a discount of 20% on food and beverages with prices and commercial terms as normally offered to other special customers

### Audit Committee's Opinion

This transaction was done on an arm's-length basis. A 20% discount was normally offered to a special customers of Tawandang German Brewery (1999) Co., Ltd.

## 2.5 C.J. Express Group Co., Ltd.

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Income from sale of products</b>		
DCM supplied products to C.J. Express Group Co., Ltd. for sale in its convenience stores.	68,937,612	106,149,844
<b>Trade receivable</b>		
C.J. Express Group Co., Ltd. was DCM's trade receivable on account of DCM's income from sales of products.	12,861,807	32,501,416
<b>Sales promotion expenses</b>		
DCM paid sales promotion expenses to C.J. Express Group Co., Ltd.	3,274,318	5,068,382
<b>Other payable</b>		
C.J. Express Group Co., Ltd. was DCM's other payable on account of DCM's sales promotion expense.	259,955	1,295,021
<b>Office rent and service income</b>		
CBD leased office space on the 4th to 6th floor of the 393 Silom Building and 2nd to 4th floor of 4th floor Building including services and facilities fee for space rental to C.J. Express Group Co., Ltd.	15,442,510	16,339,704
<b>Other receivable</b>		
C.J. Express Group Co., Ltd. was CBD's other receivable on account of CBD's office rental and service.	213,138	258,992
<b>Other payable</b>		
C.J. Express Group Co., Ltd. was CBD's other payable on account of CBD's office rental deposit.	3,015,873	3,045,873
<b>Other expenses</b>		
CBG, CBD, DCM and APG paid office supplies expenses, seminar expenses, and entertaining its business partners to C.J. Express Group Co., Ltd.	143,589	188,148

### Necessity and Reasonableness

- DCM supplied product to C.J. Express Group Co., Ltd. for sale in its convenience stores in Thailand, based on the market price and commercial term.
- DCM paid sales promotion expenses to C.J. Express Group Co., Ltd. for organizing a sales promotion campaign and preparing public relations leaflets, based on the market price and commercial term.
- C.J. Express Group Co., Ltd. leased office space on 4th to 6th floor of the 393 Silom Building and 2nd to 4th floor of the 4th Building with a total space of 3,516.6 square meters in the building owned by CBD to be used as its office including services and facilities fee for space rental at the rental rate with service fee included of Baht 350-495 per square meter whereby such rental rate and conditions are based on the same rates and conditions as offered on the market. Rental and service fee of the other buildings in the nearby area are between Baht 350-500 per square meter.

- CBG, CBD, DCM, and APG paid to C.J. Express Group Co., Ltd for office supplies expenses, seminar expenses, and entertaining its business partners, based on the market price and commercial term.

#### Audit Committee's Opinion

These transactions were done on an arm's-length basis of normal business transaction of DCM. The leased office space which owned by CBD was also done an arm's-length basis with fair market price.

### 2.6 Sahamit Product Co., Ltd.

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Purchase of products</b> DCM is a distributor of Sahamit Product Co., Ltd.	237,738,681	176,629,448
<b>Trade payable</b> Sahamit Product Co., Ltd. is a trade payable of DCM regarding the purchasing of goods.	19,883,860	16,610,727
<b>Sales promotion expenses</b> DCM paid sales promotion expenses to Sahamit Product Co., Ltd.	125,100	-
<b>Other receivable</b> Sahamit Product Co., Ltd. is an other receivable of DCM regarding the amount due from sales promotion expenses.	267,670	335,253
<b>Office rent and service income</b> CBD leased office space on the 2nd floor of the Siri Building including services and facilities fee for space rental to Sahamit Product Co., Ltd.	-	650,482
<b>Other receivable</b> Sahamit Product Co., Ltd. was CBD's other receivable on account of CBD's office rental and service.	-	9,757
<b>Other payable</b> Sahamit Product Co., Ltd. was CBD's other payable on account of CBD's office rental deposit.	-	91,700

#### Necessity and Reasonableness

- DCM as a distributor of Sahamit Product Co., Ltd., distributes their products through multiple channels, based on the market price and commercial term.
- Sahamit Product Co., Ltd. leased office space on 2nd floor of the Siri Building with a total space of 131 square meters in the building owned by CBD to be used as its office including services and facilities fee for space rental at the rental rate with service fee included of Baht 350 per square meter whereby such rental rate and conditions are based on the same rates and conditions as offered on the market. Rental and service fee of the other buildings in the nearby area are between Baht 350-500 per square meter.

#### Audit Committee's Opinion

These transactions were done on an arm's-length basis of normal business transaction of DCM. The leased office space which owned by CBD was also done an arm's-length basis with fair market price.

### 2.7 Sahamit Sugar Co., Ltd.

<b>Nature of Transaction</b>	<b>Transaction Value (Baht)</b>	
	<b>For the year ended 31 December 2018</b>	<b>For the year ended 31 December 2019</b>
<b>Purchase of products</b> DCM is a distributor of Sahamit Sugar Co., Ltd.	625,928,457	1,111,296,899
<b>Other receivable</b> Sahamit Sugar Co., Ltd. is an other receivable of DCM regarding the amount due from sales promotion expenses including advance for purchase goods.	3,231,710	2,465,535
<b>Other expenses</b> CBD paid the cost of its employees' New Year party to Sahamit Sugar Co., Ltd.	-	81,047

### Necessity and Reasonableness

- DCM as a distributor of Sahamit Sugar Co., Ltd., distributes their products through multiple channels, based on the market price and commercial term.
- DCM paid sales promotion expenses to Sahamit Sugar Co., Ltd. for organizing a sales promotion campaign, based on the market price and commercial term.

### Audit Committee's Opinion

These transactions were done on an arm's-length basis of normal business transaction of DCM.

## 2.8 Tawandang 1999 Co., Ltd.

<b>Nature of Transaction</b>	<b>Transaction Value (Baht)</b>	
	<b>For the year ended 31 December 2018</b>	<b>For the year ended 31 December 2019</b>
<b>Income from sale of products</b> APG supplied bottles for packaging materials to Tawandang 1999 Co., Ltd	38,526,788	74,662,692
<b>Trade receivable</b> Tawandang 1999 Co., Ltd. was APG's trade receivable on account of APG's income from sales of products.	5,104,972	9,941,210
<b>Office rent and service</b> CBD leased office space on the 1th floor of the Siri Building including services and facilities fee for space rental to Tawandang 1999 Co., Ltd.	637,207	554,400
<b>Other income</b> CBD sold recycled bottle to Tawandang 1999 Co., Ltd.	118,081	103,992
<b>Other receivable</b> Tawandang 1999 Co., Ltd. was CBD's other receivable on account of CBD's office rental and service.	670,578	10,255
<b>Other payable</b> Tawandang 1999 Co., Ltd. was CBD's other payable on account of CBD's office rental deposit.	92,400	92,400

### Necessity and Reasonableness

- Tawandang 1999 Co., Ltd. leased office space on 1st floor of the Siri Building with a total space of 132 square meters in the building owned by CBD to be used as its office including services and facilities fee for space rental at the rental rate with service fee included of Baht 350 per square meter whereby such rental rate and conditions are based on the same rates and conditions as offered on the market. Rental and service fee of the other buildings in the nearby area are between Baht 350-500 per square meter.
- CBD sold recycled bottle to Tawandang 1999 Co., Ltd., based on the market price and commercial term.
- APG supplied bottles for packaging materials to Tawandang 1999 Co., Ltd., based on the market price and commercial term.

### Audit Committee's Opinion

These transactions were done on an arm's-length basis of normal business transaction of APG.  
The leased office space which owned by CBD was also done an arm's-length basis with fair market price.

## 2.9 Tawandang F&B Company Limited

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Income from sale of products</b>		
DCM supplied products to Tawandang F&B Company Limited for sale in its restaurant.	94,826	109,626
<b>Trade receivable</b>	11,732	10,056
<b>Other expenses</b>		
DCM paid for a meal to Tawandang F&B Company Limited in entertaining its business partners.	21,538	23,861

### Necessity and Reasonableness

- DCM supplied products to Tawandang F&B Company Limited for sale in its restaurant in Thailand, based on the market price and commercial term.
- DCM organized its business partners, at Tawandang F&B Company Limited, with a discount of 20% on food and beverages with prices and commercial terms as normally offered to other special customers.

### Audit Committee's Opinion

These transactions were done on an arm's-length basis. A 20% discount was normally offered to other special customers of Tawandang F&B Company Limited.

## 2.10 Ban Tawandang Limited

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Income from sale of products</b>		
DCM supplied products to Ban Tawandang Limited for sale in its restaurant.	167,562	272,484
<b>Trade receivable</b>	21,783	20,107

### Necessity and Reasonableness

- DCM supplied products to Ban Tawandang Limited for sale in its restaurant in Thailand, based on the market

price and commercial term.

#### Audit Committee's Opinion

This transaction supported the Company's normal course of business operations and on an arm's-length basis.

### 2.11 Tawandang Logistics limited

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Gain on sold of fixed assets</b> DCM sold vehicles to Tawandang Logistics limited.	2,536,033	428,204
<b>Rental and service expense</b> CBD and DCM paid for car rental expense relating to transportation including repair and maintenance services expense, to Tawandang Logistics limited.	3,823,984	33,590,673
<b>Other receivable</b> Tawandang Logistics limited was ACM's other receivable of compensation for damage arising from transportation in accordance with the conditions of the contract.	-	112,637
<b>Other payable</b> Tawandang Logistics limited was CBD's other payable and DCM's other payable on account of its office rental and service expense.	973,620	4,571,906

#### Necessity and Reasonableness

- During the year 2018, CBD and DCM entered into car rental agreements for transportation with Tawandang Logistics limited. The agreements are effective for a period of 5 years. Such rental rate and conditions are based on the same rates and conditions as offered on the market.
- DCM sold vehicles which have been fully depreciated and not in use to Tawandang Logistics limited, based on the market price and commercial term.

121

WORLD CLASS  
BRAND

#### Audit Committee's Opinion

The car leased was done an arm's-length basis with fair market price.

### 2.12 Express Med Company Limited

Nature of Transaction	Transaction Value (Baht)	
	For the year ended 31 December 2018	For the year ended 31 December 2019
<b>Purchase of products</b> DCM is a distributor of Express Med Company Limited.	262,430	-
<b>Trade payable</b> Express Med Company Limited is a trade payable of DCM regarding the purchasing of goods.	280,800	-

#### Necessity and Reasonableness

- DCM as a distributor of Express Med Company Limited, distributes their products through multiple channels, based on the market price and commercial term.

#### Audit Committee's Opinion

These transactions were done on an arm's-length basis of normal business transaction of DCM.

### 2.13 GUANGZHOU CARABAO BEVERAGE CO., LTD

<b>Nature of Transaction</b>	<b>Transaction Value (Baht)</b>	
	<b>For the year ended 31 December 2018</b>	<b>For the year ended 31 December 2019</b>
<b>Income from sale of products</b>		
CBD supplied products to GUANGZHOU CARABAO BEVERAGE CO., LTD for sale through multiple channels in China.	120,941,192	-
<b>Trade receivable</b>	24,050,497	-

#### **Necessity and Reasonableness**

- CBD supplied products to GUANGZHOU CARABAO BEVERAGE CO., LTD for sale through multiple channels in China, based on the market price and commercial term.

#### **Audit Committee's Opinion**

- These transactions were done on an arm's-length basis of normal business transaction of CBD.

### **2.14 Hunan Double Energy Beverage Co., Ltd.**

<b>Nature of Transaction</b>	<b>Transaction Value (Baht)</b>	
	<b>For the year ended 31 December 2018</b>	<b>For the year ended 31 December 2019</b>
<b>Income from sale of products</b>		
CBD supplied products to Hunan Double Energy Beverage Co., Ltd for sale through multiple channels in China.	46,427,494	493,838,899
<b>Trade receivable</b>	45,951,312	135,910,746

#### **Necessity and Reasonableness**

- CBD supplied products to Hunan Double Energy Beverage Co., Ltd for sale through multiple channels in China, based on the market price and commercial term.

#### **Audit Committee's Opinion**

These transactions were done on an arm's-length basis of normal business transaction of CBD.

### **3. Guarantees and Mortgages**

As at 31 December 2019, CBG has guaranteed for credit facilities, in form of letter of credit and forward contract, of CBD and APG amounting to Baht 1,100 million (2018: Baht 1,100 million).

As at 31 December 2018, CBG has guaranteed loan of CBD with a given credit facility of Baht 1,500 million (2019: nil).

### **4. Necessity and Reasonableness of the Related Party Transactions**

Audit Committee Meeting No. 1/2019, held on 18 February 2019 and No. 1/2020, held on 20 February 2020 considered the Company's related party transactions for the fiscal year ended 31 December 2018 and 2019 as well as information obtained from the Company's management, reviewed the information in the notes to financial statements audited by the Company's auditor, and was of the view that these related party transactions for the fiscal year ended 31 December 2018 and 2019 were for the Company's normal course of business operations and on an arm's-length basis.)

## 5. Related Party Transaction Approval Measures or Process

Board of Directors Meeting No. 4/2014, held on 29 May 2014, has considered and approved the related party transaction approval policy and process in order to ensure that related party transactions between the Group and persons or juristic persons who may have conflict of interest are transparent and in the interest of the Company. Below is a summary of such policy and process.

The Group's related or connected transactions must be in accordance with the rules under the Securities and Exchange Act, Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, and Notification of the Board of Governors of the Exchange re: Disclosure of Information and other Acts of a Listed Company Concerning Connected Transactions, including the relevant rules of the Office of the SEC and/or the SET. These transactions are also subject to compulsory disclosure in the notes to financial statements audited by the Company's auditor and the annual registration statement (form 56-1).

If the law provides that the Company must obtain approval from its board meeting or shareholders meeting before entering a related party transaction, the Company must cause its Audit Committee to audit and give an opinion on such transaction. The Audit Committee's opinion will be submitted to the Company's board meeting or shareholders meeting, as the case may be, in order to ensure that the proposed transaction is in the best interest of the Company.

If there are related party transactions between the Group and persons who may have interest or conflict of interest, either for the time being or in the future, the Audit Committee will provide an opinion on the necessity of these transactions and the reasonableness of their prices, based on various conditions according to the nature of normal business operation in the industry and a comparison with third-party or market prices. If the Audit Committee has no expertise on any related party transaction that may take place, the Company may ask an independent specialist or the Company's auditor to provide an opinion on such related party transaction to support decision-making by the Board of Directors, the Audit Committee, or shareholders, as the case may be. Directors who have an interest in such transactions may not vote thereon. Related party transactions must also be disclosed in the notes to financial statements audited or reviewed by the Company's auditor.

In principle, management may approve these transactions if they are on an arm's-length basis and free of their influence in their capacity as directors, executives or related persons, provided that the Company must prepare a summary report on these transactions and make a report to the next board meeting.

## 6. Policy on or Likelihood of Future Related Party Transactions

After the public offering of shares in the Company, connected transactions or transactions between the Group and persons who may have interest or conflict of interest, either for the time being or in the future, must be in accordance with the applicable rules of the SET or the SEC.

If the Company wishes to enter any connected or related party transactions between the Group and persons who may have interest or conflict of interest either for the time being or in the future, the Company must strictly adhere to the foregoing policy and process. The Audit Committee will provide guidelines for the consideration of these transactions, based on their necessity for the Company's operation, the prices of comparable transactions made with third parties (if any), and the significance of the transaction sizes.

If the Company will enter a related party transaction, the Company will cause its Audit Committee to provide an opinion on the reasonableness of such transaction. If the Audit Committee has no expertise on the transaction, the Company will seek an opinion from a knowledgeable person or specialist, such as an independent auditor or valuer. The opinion of the Audit Committee or such knowledgeable person or specialist will be used to support decision-making by the Board of Directors or shareholders, as the case may be, so as to ensure that such transaction is not a manipulation or transfer of benefits by the Company or its shareholders, but is in the best interest of all shareholders.

# FINANCIAL POSITION AND FINANCIAL PERFORMANCE

**NOMINATION AND APPOINTMENT OF  
DIRECTORS**

124

WORLD CLASS  
PRODUCT



# 1. Financial Position and Financial Performance

## 1.1 Financial Statement

### Summary of the auditor's report

The independent auditor's report for consolidated financial statement of year ended 2019 audited by Wichart Lokatekrawee, CPA No. 4451, from EY Office Limited, expressed an unqualified audit opinion that the financial statements for the year ended 2019, financial position of the same period of consolidated Carabao Group Public Company Limited and its subsidiaries and for non-consolidated Carabao Group Public Company Limited, present fairly, in all material respects, and in accordance to the Thai Financial Reporting Standards.

## 1.2 The auditor's fee

### Audit fee

- The Company and subsidiaries paid audit fee THB 4,080,000 in 2019

### Non-Audit Fee

- Other fees are THB 380,000.

## 1.3 Financial highlight

### Consolidated statement of financial position

125

WORLD CLASS  
BRAND

Unit: Thousand Baht	For the year ended 31 December		
	2019	2018	2017
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	961,954	137,599	146,767
Current investments	-	-	7,130
Trade and other receivables	1,140,321	906,595	959,861
Inventories	991,625	887,132	656,266
Other current assets	103,510	545,859	389,174
<b>Total current assets</b>	<b>3,197,411</b>	<b>2,477,185</b>	<b>2,159,198</b>
<b>Non-current assets</b>			
Investment properties	103,220	99,968	103,163
Property, plant and equipment	10,872,367	11,090,295	9,608,940
Goodwill	481,115	499,923	535,467
Intangible assets	81,156	77,322	67,007
Deferred tax assets	33,492	63,183	31,361
Other non-current assets	11,275	12,045	14,783
<b>Total non-current assets</b>	<b>11,582,625</b>	<b>11,842,736</b>	<b>10,360,720</b>
<b>Total assets</b>	<b>14,780,036</b>	<b>14,319,921</b>	<b>12,519,919</b>

Unit: Thousand Baht	For the year ended 31 December		
	2019	2018	2017
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Short-term loans from financial institutions	6,762	275,000	845,000
Trade and other payables	1,446,721	1,809,904	1,897,197
Current portion of long-term loans from financial institutions	291,000	401,250	300,000
Current portion of debentures	1,699,428	-	-
Short-term loans from non-controlling interests of the subsidiary	-	-	57,128
Income tax payable	320,547	265,836	94,722
Other current liabilities	12,822	12,452	12,532
<b>Total current liabilities</b>	<b>3,777,281</b>	<b>2,764,441</b>	<b>3,206,580</b>
<b>Non-current liabilities</b>			
Long-term loans from financial institutions, net of current portion	1,042,750	1,278,700	2,190,400
Debentures	1,088,692	2,785,920	-
Provision for long-term employee benefits	135,780	109,049	102,197
Deferred tax liabilities	1,411	1,466	152
Deposits received for rental	15,758	15,636	15,285
<b>Total non-current liabilities</b>	<b>2,284,391</b>	<b>4,190,771</b>	<b>2,308,034</b>
<b>Total liabilities</b>	<b>6,061,672</b>	<b>6,955,212</b>	<b>5,514,614</b>
<b>Shareholders' equity</b>			
<b>Share capital</b>			
Registered	1,000,000	1,000,000	1,000,000
Issued and fully paid up	1,000,000	1,000,000	1,000,000
Share premium	3,962,980	3,962,980	3,962,980
Surplus on business combination under common control	323,216	323,216	323,216
Surplus on changes in percentage of shareholding in local subsidiaries	108,959	108,959	108,959
Surplus on changes in percentage of shareholding in overseas subsidiaries	(368,686)	(368,686)	-
<b>Retained earnings</b>			
Appropriated - statutory reserve	100,000	100,000	100,000
Unappropriated	3,536,648	2,140,042	1,674,589
Other components of shareholders' equity	(97,307)	(89,678)	(55,960)
<b>Equity attributable to owners of the company</b>	<b>8,565,810</b>	<b>7,176,832</b>	<b>7,113,784</b>
Non-controlling interests of the subsidiary	152,554	187,877	(108,479)
<b>Total shareholders' equity</b>	<b>8,718,364</b>	<b>7,364,709</b>	<b>7,005,305</b>
<b>Total liabilities and shareholders' equity</b>	<b>14,780,036</b>	<b>14,319,921</b>	<b>12,519,919</b>

## Consolidated Income Statement

Unit: Thousand Baht	For the year ended 31 December		
	2019	2018	2017
<b>Profit or loss</b>			
<b>Revenues</b>			
Revenues from contracts with customers	14,933,012	14,422,062	12,904,242
Other income	118,804	134,894	163,531
<b>Total revenues</b>	<b>15,051,815</b>	<b>14,556,955</b>	<b>13,067,773</b>
<b>Expenses</b>			
Cost of sales	9,122,570	9,813,215	8,839,651
Selling and distribution expenses	1,967,643	2,520,035	2,378,535
Administrative expenses	784,915	772,181	740,670
Other expenses	11,693	16,083	-
<b>Total expenses</b>	<b>11,886,821</b>	<b>13,121,513</b>	<b>11,958,856</b>
<b>Profit before finance cost and income tax expenses</b>	<b>3,164,994</b>	<b>1,435,442</b>	<b>1,108,917</b>
Finance cost	(132,724)	(106,851)	(47,702)
<b>Profit before income tax expenses</b>	<b>3,032,270</b>	<b>1,328,591</b>	<b>1,061,215</b>
Income tax expenses	(564,008)	(368,276)	(260,557)
<b>Profit for the year</b>	<b>2,468,262</b>	<b>960,315</b>	<b>800,659</b>
<b>Profit attribution to</b>			
Equity holders of the company	2,506,461	1,158,572	1,245,812
Non-controlling interest of the subsidiaries	(38,199)	(198,257)	(445,153)
<b>Profit for the year</b>	<b>2,468,262</b>	<b>960,315</b>	<b>800,659</b>
<b>Basic earnings per share</b>			
Profit attributable to equity holders of the company	2.51	1.16	1.25
Weighted average number of ordinary shares (share)	1,000,000	1,000,000	1,000,000

## Consolidated statement of cash flows

Unit: Thousand Baht	For the year ended 31 December		
	2019	2018	2017
Net cash flows from operating activities	2,956,837	1,290,209	285,991
Net cash flows used in investing activities	(432,442)	(2,044,619)	(2,430,820)
Net cash flows from (used in) financing activities	(1,714,438)	776,996	1,551,171
Net decrease in cash and cash equivalents	823,957	(8,674)	(598,728)

## Key Financial Ratios

		For the year ended 31 December		
		2019	2018	2017
<b>Liquidity Ratio</b>				
Current ratio	Time	0.8	0.9	0.7
Quick ratio	Time	0.6	0.4	0.3
Cash flow liquidity ratio	Time	0.9	0.4	0.1
Account receivables turnover ratio	Time	16.3	18.7	21.7
Days sales outstanding	Days	22.0	19.2	16.6
Inventory turnover ratio	Time	22.4	26.7	31.2
Days sales of inventory	Days	16.1	13.5	11.5
Account payables turnover ratio	Time	11.5	10.0	10.0
Days payables outstanding	Days	31.2	35.9	36.0
Cash cycle	Days	6.9	(3.2)	(7.9)
<b>Profitability Ratio</b>				
Gross profits	%	38.9	32.0	31.5
Operating profits	%	20.5	9.1	7.3
Other profits	%	0.7	0.8	1.3
Cash to earning	%	96.7	98.0	30.3
Net profits	%	16.4	6.6	6.1
<b>Efficiency Ratio</b>				
Return on equities	%	30.7	13.4	11.4
Return on equities, Equity holders of the Company	%	31.8	16.2	17.8
Return on assets	%	27.2	13.7	12.7
Return on fixed assets	Time	1.0	1.1	1.2
<b>Financial Policy Ratio</b>				
Debts to equity	Time	0.7	0.9	0.8
Interest bearing debt to equity	Time	0.5	0.6	0.5
Interest coverage ratio	Time	26.8	15.1	14.0
Debt service coverage ratio	Time	1.7	2.4	1.1
Net debt to earnings before interest, taxes, depreciations and amortizations (EBITDA)	Time	1.4	3.6	3.9
B/E, P/N size to interest bearing debt ratio	Time	-	0.1	0.2
Interest bearing debt matured in 1 year to total interest bearing debt ratio	Time	0.5	0.1	0.4
Loans from financial institutions to total debt	Time	0.2	0.3	0.6
Net interest bearing debt to equity	Time	0.4	0.6	0.5
Debt service coverage ratio (Cash basis)	Time	1.4	1.0	0.3
Dividend payout ratio	%	67.8	69.1	68.2

## 1.4 Management Discussion and Analysis for the fiscal year ended 31 December 2019

Consolidated financial performance of the Group for the fiscal year ended 31 December 2019 in comparison with the corresponding period last year ended 31 December 2018

### Revenue from sales

Total revenue from sales were THB 14,933 million, an increase of THB 511 million or 3.5% driven by higher sales of the energy drinks especially for export markets and greater sales growth from distribution of 3<sup>rd</sup> party's products.

Revenue from sales by product group Unit : THB million	For the year ended 31 Dec				Change	
	2018	%	2019	%	Amount	Percent
Branded products by our own manufacture 1/	12,538	87%	12,881	86%	343	2.7
Branded products by 3 <sup>rd</sup> party's manufacture 2/	806	6%	532	4%	(275)	(34.1)
3 <sup>rd</sup> party's products for distribution	1,020	7%	1,409	9%	389	38.2
Other	59	0%	111	1%	53	90.0
<b>Total</b>	<b>14,422</b>	<b>100%</b>	<b>14,933</b>	<b>100%</b>	<b>511</b>	<b>3.5</b>

Note: 1/ Energy Drinks and Sport Drinks

2/ Drinking Water, 3-in-1 Coffee and RTD Coffee

Sales of branded products by own manufacture were THB 12,881 million, up by THB 343 million or 2.7%. The amount consisted of domestic and overseas sales at the proportion of approximately 45:55, respectively. The overseas sales of branded products by own manufacture grew by 9.0% offsetting the drop of 4.0% in the domestics. For the year, Carabao Dang energy drink possessed 22.6% volume share, ranked the 2nd largest among energy drink brands in Thailand according to the Nielsen's final sales data to consumers.

For the domestics, nonetheless, the Company still places emphasize on growing market share to become the leading brand in Thailand by stressing importance on effectiveness of corporate communication on both media advertising and promotional spending, as well as close management and monitor of performance of over 1,500 personnel in on-ground marketing teams and cash van sales force to promptly action on any changing circumstances in order to bond good relations with the network of retailers, retain trust among consumers, bring in new target and develop into a tool for any new product launch in the future.

Overseas sales of energy drinks were THB 7,058 million, an increase of THB 584 Million or 9.0%, comprising of export sales to CLMV market of THB 5,901 million, China of THB 494 million, sales in the UK under the operation of Intercarabao Limited ("ICUK") of THB 30 million, and the rest of THB 633 million to other countries both in Asia and Outside Asia, an increase of THB 318 million or 101.3% driven mainly by orders from Yemen and Afghanistan and additionally from new export destinations.

Export sales to CLMV countries, an existing and large international business base for the Company, increased by THB 403 million or 7.3% mainly due to higher demand from Cambodia and Myanmar. The Company's sales to Myanmar and Cambodia hit a record high in 3Q19 and 4Q19 respectively. As to leverage the leading position in Cambodia, carbonated Carabao Green Apple in 250ml can were already introduced into the country.

Sales of 3<sup>rd</sup> party products for distribution were THB 1,409 million, increased by THB 389 million or 38.2%, showing a consecutive growth quarterly over the past two years driven by the variety and quality of the products distributed as well as cash van distribution system covering direct access to over 180,000 retail stores nationwide. Meanwhile, sales of branded product by 3<sup>rd</sup> party's manufacture decreased by THB 275 million or 34.1% since these are non-core products but tools to expand the Company's brand awareness.

The new product, carbonated Carabao Green Apple flavor in a 180-ml can ("Carabao Green Apple"), received a warm welcome from domestic market after a pre-launch in March 2019 via cash van distribution system thanks to its well acknowledged product quality and its attractive lower retailing price as compared to the previous packaging size of a 330 ml. The new energy drink is not only expanding the customer base to younger generations

but also a constructive factor to refresh the brand image of Carabao in the country aligning to the vision of "World Class Product, World Class Brand".

Other sales were THB 111 million, an increase of THB 53 million or 90.0%, most of which are sales of bottles to 3<sup>rd</sup> party under the operation of Asia Pacific Glass Company Limited, which not only generate incremental revenue to the Company but also reduce the production costs of the Company's energy drinks in bottle formats.

### **Gross profits and gross profits margin**

Gross profits were THB 5,810 million, increased by THB 1,202 million or 26.1%, representing gross profit margin of 38.9%, an increase from 32.0% gross profit margin in the corresponding period last year, mainly due to the improving margins for the branded products by the Company's production.

Branded products by the Company's manufacture, particularly energy drinks in both bottle and can formats, delivered an improving gross margin quarter by quarter as a result of lower costs of key raw material and packaging items, as well as improving efficiency from modern production technology ranging from glass bottle, aluminum can to bottling and canning plants which enabled the economies of scales. Moreover, Asia Can Manufacturing Co., Ltd. ("ACM") the new aluminum can production facilities, rapidly increase its utilization rate quarter by quarter from 50%, 68%, 86%, to hit 100% from 1Q/2019 to 4Q/2019, respectively. The ramping up in utilization rate had been an instructive factor to cost savings of the non-carbonated canned energy drink under Carabao brand throughout the year. As a part of systematic management of supply chain, the Company is currently under the studying process to establish a new factory to produce other packaging items mainly for captive consumption and may consider to supply such items for others if the capacity is available at any point of times to maximize the benefits and lower production costs in the long run. The new factory is expected to commence the operation in 4Q/2020 or 1Q/2021 at the latest.

### **Selling, general and administrative (SG&A) expenses**

Total selling and administrative expenses were THB 2,753 million, a decrease of THB 540 million or 16.4%, representing 18.4% of total sales, a decrease from the ratio of 22.8% in the corresponding period last year. This was mainly due to a significant decrease in selling expenses in the UK market under the operation of ICUK aligning to the spending control scheme in order to achieve an acceptable return on sales, and a reduction in sponsorship fees to an international football club in parallel to the status and benefits in the contractual terms.

Selling expenses were THB 1,968 million, a decrease of THB 552 million or 21.9%, representing 13.2% of total sales, down from 17.5%. The details of key expenses were as follows:

#### 1. Club and international football match sponsorship fees:

Club and international football match sponsorship fees, recognized as expenses in accordance with payment terms, economic benefits and the period in which the company should receive in accordance with the terms of the current contract, comprising of Chelsea Football Club Limited (CFC) and English Football League (EFL), were THB 471 million, decreased by THB 162 million or 25.6%, mainly due to the downgrading status of CFC sponsorship which resulting in a reduction in the fees to CFC by one third, coupled with the depreciation on Great British Pound Sterling against Thai Baht currency.

Under the current terms, sponsorship contracts with CFC and EFL are ended in June 2021 and May 2022, respectively. Yet, the Company has rights to extend contracts with EFL for another 2 years at the current rate of fees. The sponsorships are aimed to envision the image of "World Class Brand, World Class Product" and to inherit the success in expanding the awareness of Carabao brand internationally.

#### 2. Selling expenses (excluding the sponsorship fees for international footballs) :

Selling expenses (excluding the sponsorship fees for international footballs) were THEB 1,497 million, a decrease of THB 390 million or 20.7%, comprised of both expenses for domestic businesses under the operation of Carabao Tawandang Co., Ltd. ("CBD") and for the UK market under the ICUK's:

- a. Selling expenses in exclusion of the international football sponsorships under CBD for domestic business were THB 1,390 million, increased by THB 31 million or 2.3% mainly varied in according to promotional activities in the period.
- b. Selling expenses in exclusion of the international football sponsorships in respect of ICUK for the UK market was THB 108 million, decreased by THB 422 million or 79.7%, mainly due to the Company's budgeting control policy and focuses on only communications via the football platforms and activities in which believed to bring in a sustainable return on sales.

Administrative expenses were THB 785 million, increased by THB 13 million or 1.6%, representing 5.3% of total sales down from the ratio of 5.4% in the corresponding period last year.

## **Financial expenses**

Financial expenses were THB 133 million, an increase of THB 26 million or 24.2%. This amount consists of interest paid by ACM of THB 49 million, recognized through the income statement after commencing commercial operation, interest on debentures of approximately THB 64 million, and, most of the remaining amount, interest payment related to liquidity management.

## **Corporate income tax expenses**

Corporate income tax expenses amounted to THB 564 million, increased by THB 196 million or 53.1%, representing the effective corporate income tax rate of 18.6% down from the ratio of 27.7% mainly due to the higher income tax expenses from better operational performance whereas less loss from the overseas subsidiaries.

## **Net profits and net profits margin**

Net profits were THB 2,468 million, an increase of THB 1,508 million or 157.0%, representing a ratio to sales of 16.5%, an increase from the ratio of 6.7%, mainly due to the increase in sales and overall gross profit margin and the decline in selling and admin expenses as a result of strict budgeting control for ICUK's operation and lower international football sponsorship fees, which compensating the higher financial expenses and corporate income tax expenses as mentioned above.

Net profits attributed to the Company's shareholders were THB 2,506 million, an increase of THB 1,348 million or 116.3%, representing a proportion to sales at 16.8%, an increase from the ratio of 8.0% in the corresponding period last year, mainly driven by improving sales and overall gross profit margin and significantly less losses from the ICUK operation.

Not to mention, the Company recorded the allowance for impairment of investment in an overseas subsidiary amounting to THB 1,499 million in 4Q/2019, of which the amount was represented as other expenses in the Company's separate financial statements according to financial reporting standards. Yet the impairment loss of assets is a non-cash item therefore there is no impact on the Company's cashflow management. Also, the transaction is not an impairment on goodwill and, consequently, has no impact on the Company's consolidated financial statements. The amount was a result of the previous losses on ICUK operations owing to large amount of marketing and promotional expenses for the UK market. With consideration on possible impacts of ICUK performance on CBG, the Company has placed an emphasis on ICUK's revenue generation from large grocery in the UK and strict budgeting control on the marketing and promotional spending to achieve improving return on sales. The procedures were in place in early 2019, resulting in shallower losses of ICUK from GBP 27.1 million in 2018 to GBP 12.6 million in 2019, also a part of long-term business plan which reflected in the valuation for impairment test.

## **Consolidated financial position of the Company as of 31 December 2019 in comparison with that as of 31 December 2018**

### **Assets**

Total assets as of December 31, 2019 and 2018 were THB 14,780 million and THB 14,320 million, respectively, an increase of THB 460 million or 3.2%. The main reasons are as follows:

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

Cash and cash equivalents and current investments as of December 31, 2019 and 2018 were THB 962 million and THB 138 million, respectively, an increase of THB 824 million or 599.1%. For the year, the Company had cash received from operating activities of THB 2,957 million and cash outflow in financing activities and investing activities of THB 1,714 million and THB 432 million, respectively, making a total cash outflow of THB 2,147 million.

#### **Trade and other receivables**

Trade and other receivables as of December 31, 2019 and 2018 were THB 1,140 million and THB 907 million, an increase of THB 234 million or 25.8% driven by both domestic and overseas businesses.

#### **Inventories**

Inventories as of December 31, 2019 and 2018 were THB 992 million and THB 887 million, respectively, increased by THB 104 million or 11.8% mainly due to higher orders.

#### **Property, plant and equipment**

Property, plant and equipment as of December 31, 2019 and 2018 were THB 10,872 million and THB 11,090 million, respectively, a decrease of THB 218 million or 2.0%, mainly due to higher recognition of depreciation.

#### **Goodwill**

Goodwill arises from the difference between the fair value of net assets acquired and the cost of acquiring ICUK by CVHLUX, a subsidiary, in 2017. As of December 31, 2019 and 2018 goodwill amounted to THB 481 million and THB 500 million, respectively, a decrease of THB 19 million or 3.8% was wholly due to the difference of the exchange rates on the reporting date.

#### **Liabilities**

Total liabilities as of December 31, 2019 and 2018, were THB 6,062 and THB 6,955 million, respectively, a decrease of THB 894 million or 12.8%, consisting of current liabilities of THB 3,777 million, an increase of THB 1,013 million or 36.6%, and non-current liabilities of THB 2,284 million, a decrease of THB 1,906 million or 45.5%.

#### **Short-term loans from financial institutions**

Short-term loans from institutions as of December 31, 2019 and 2018 were THB 7 million and THB 275 million, respectively, a decrease of THB 268 million or 97.5% led by the restructuring of funding sources according to liquidity management plan in order to balance of sources and uses of funds as well as any related financial costs and expenses.

#### **Trade and other payables**

Trade and other payables as of December 31, 2019 and 2018 were THB 1,447 million and THB 1,810 million, respectively, a decrease of THB 363 million or 20.1% mainly due to the cheaper prices of several key materials, particularly the aluminum cans owing to the internalization strategy to ACM's production; thus reduce purchasing cost from suppliers, and repayment made to the suppliers of machinery.

### **Long-term loans from financial institutions**

Long-term loans from financial institutions as of December 31, 2019 and 2018 were THB 1,334 million and THB 1,680 million, respectively, a decrease of THB 346 million or 20.6%, comprising of the portion due within 1 year of THB 291 million, a decrease of THB 110 million and the remaining amount of THB 1,043 million, a decrease of THB 236 million. The reduction was mainly due to the whole repayment of loans in related to the capacity expansion project and partial repayment of loans regarding to the new aluminum can facilities.

### **Debentures**

Net value of debentures as of December 31, 2019 and 2018 were THB 2,788 million and 2,786 million, an increase of THB 2 million or 0.1%, comprised of the portion due within one year of THB 1,699 million and the rest of THB 1,089 million due in 2021.

### **Shareholders' equity**

Total shareholders' equity as of December 31, 2019 and 2018 were THB 8,718 million and THB 7,365 million, respectively, an increase of THB 1,354 million or 18.4%, reflecting the total comprehensive income for the year of THB 2,454 million and dividend payment of THB 1,100 million.

## **Key financial ratios**

### **Liquidity ratio**

Liquidity ratios as of December 31, 2019 and 2018 were 0.8 times and 0.9 times, respectively, led by higher increases in current liabilities than in current assets which was mainly due to the reclassification of a portion of debentures due within a year, amounting to THB 1,699 million, to be current liabilities.

### **Cash cycle**

The cash cycle for the year ended December 31, 2019 and 2018 was 6.9 days and -3.2 days, respectively, driven by longer average collection period from 19.2 days to 22.0 days, higher inventory day sales from 13.5 days to 16.1 days, and shorter average payment period from 35.9 days to 31.2 days.

### **Return on shareholders' equity**

Return on shareholders' equity for the year ended December 31, 2019 and 2018 were 31.8% and 16.2%, respectively, mainly due to the improved overall performance as mentioned above.

### **Return on assets**

Return on assets as of December 31, 2019 and 2018 were 17.0% and 7.2%, respectively, mainly due to the improved overall performance as mentioned above

### **Debt to equity ratio**

Debt to equity ratio as of December 31, 2019 and 2018 were 0.7 times and 0.9 times, respectively, driven by loans repayment to financial institutions and higher retained earnings due to the improving overall performance as mentioned above.

## **1.5 Key drivers which could affect future operations and financial status**

As a holding company and a company with passion to bring Carabao trademarks to be one of the leading beverage players in global stage, the Company has invested in both domestic and overseas from upstream to downstream to support ongoing business as a beverage manufacturer and a brand owner of Carabao as well as to generate growth in long term; therefore, the Company may have risks related to the investments ranging from changes in value of investment, below than expected return from investment, approval of licenses, being regulated to general country risks. For more information of risk factors please see in the annual registration statement.

# CARABAO GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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**Report and consolidated financial statements**

**31 December 2019**



Carabao Group Public Company Limited  
and its subsidiaries  
Report and consolidated financial statements  
31 December 2019

135

WORLD CLASS  
BRAND

### **Independent Auditor's Report**

To the Shareholders of Carabao Group Public Company Limited

#### **Opinion**

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

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Carabao Group Public Company Limited and its subsidiaries and of Carabao Group 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 Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

## Key Audit Matters

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

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

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

### *Revenue recognition*

As discussed in Note 5.1 to the financial statements regarding the accounting policies on revenue recognition from sales of goods, sales of goods are significant on accounting line items as the amounts recorded are material and directly affect profit or loss of the Group. In addition, the sales transactions of the Group are made with a large number of customers such as overseas customers, traditional trade customers, modern trade customers and cash van customers, pertaining to matters such as sales promotions, discounts and special discounts to boost sales. As a result, the Group's recognition of revenue from sales and recording of accrued rebate expenses from sale promotions and discounts are complex. I therefore focused my audit on the revenue recognition of the Group.

I examined the Group's revenue recognition by assessing and testing the Group's IT system and internal controls with respect to the revenue cycle by making enquiries of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. In addition, I applied a sampling method to select sales transactions occurring during the year and near the end of the accounting period to examine the supporting documents and reviewed credit notes that the Group issued after the period-end. I tested the data being used in calculation and recording of accrued rebate expenses from sales promotions and discounts at the end of reporting period whether it was consistent with the conditions of the relevant agreements or arrangements with the customers. I also performed analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

*Impairment of investment in subsidiaries and goodwill*

As discussed in Note 12 and 15 to the financial statements, relating to investment in subsidiaries and goodwill arising from business combination. During the current year, the Company recorded an allowance for impairment of investment in subsidiaries in the separate financial statements of Baht 1,499 million, which is due to inability to achieve the expected profits of the entity in United Kingdom, which might affect to the recoverable amounts of the investment in subsidiaries. In addition, the Group has goodwill arising from business combination, as presented in the consolidated financial statements, amounting to Baht 481 million. I have focused my audit on the consideration of the impairment of investment in subsidiaries and goodwill, because the assessment of impairment of investment in subsidiaries and goodwill is a significant accounting estimate requiring management to exercise a high degree of judgement in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of investment in subsidiaries and goodwill.

I assessed the process for identifying impairment indicator and gained understanding of impairment assessment of investment in subsidiaries and goodwill. I also assessed the identification of cash generating units and the financial models selected by management by gaining an understanding of management's decision-making process and assessing the decisions made were consistent with how assets are utilised. I also tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the moving average finance costs of the Group and of the industry and involving internal expert to assist in the assessment of this information by comparing it to external sources based on an expert's knowledge and past experience, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rates. Moreover, I reviewed the disclosure made with respect to impairment assessment for investment in subsidiaries and goodwill.

## Other Information

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

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

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

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

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

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

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

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

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

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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



Wichart Lokatekrawee

Certified Public Accountant (Thailand) No. 4451

EY Office Limited

Bangkok: 20 February 2020

**Carabao Group Public Company Limited and its subsidiaries****Statement of financial position****As at 31 December 2019**

(Unit: Baht)

	<u>Note</u>	Consolidated financial statements		Separate financial statements		
		<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	8	961,954,431	137,599,216	576,954,884	18,658,854	
Trade and other receivables	7, 9	1,140,321,484	906,595,237	2,651,696	6,739,508	
Short-term loans to related parties	7	-	-	2,486,368,225	3,995,936,380	
Dividend receivable from related parties	7, 31	-	-	2,949,991,100	479,998,400	
Inventories	10	991,624,535	887,132,124	-	-	
Other current assets	11	103,510,397	545,858,530	74,272	19,797	
<b>Total current assets</b>		<u>3,197,410,847</u>	<u>2,477,185,107</u>	<u>6,016,040,177</u>	<u>4,501,352,939</u>	
<b>Non-current assets</b>						
Investment in subsidiaries	12	-	-	3,670,616,618	4,364,852,618	
Investment properties	13	103,220,209	99,968,389	-	-	
Property, plant and equipment	14	10,872,366,825	11,090,295,013	-	-	
Goodwill	15	481,114,531	499,923,109	-	-	
Intangible assets	16	81,155,777	77,321,869	4,375,799	4,895,373	
Deferred tax assets	26	33,492,190	63,182,705	307,742,011	6,258,141	
Other long-term receivable - related party	7	-	-	26,172,146	26,172,146	
Other non-current assets		<u>11,275,388</u>	<u>12,045,146</u>	<u>-</u>	<u>-</u>	
<b>Total non-current assets</b>		<u>11,582,624,920</u>	<u>11,842,736,231</u>	<u>4,008,906,574</u>	<u>4,402,178,278</u>	
<b>Total assets</b>		<u>14,780,035,767</u>	<u>14,319,921,338</u>	<u>10,024,946,751</u>	<u>8,903,531,217</u>	

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

**Carabao Group Public Company Limited and its subsidiaries****Statement of financial position****As at 31 December 2019**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements		
		2019	2018	2019	2018	
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	8	961,954,431	137,599,216	576,954,884	18,658,854	
Trade and other receivables	7, 9	1,140,321,484	906,595,237	2,651,696	6,739,508	
Short-term loans to related parties	7	-	-	2,486,368,225	3,995,936,380	
Dividend receivable from related parties	7, 31	-	-	2,949,991,100	479,998,400	
Inventories	10	991,624,535	887,132,124	-	-	
Other current assets	11	103,510,397	545,858,530	74,272	19,797	
<b>Total current assets</b>		<b>3,197,410,847</b>	<b>2,477,185,107</b>	<b>6,016,040,177</b>	<b>4,501,352,939</b>	
<b>Non-current assets</b>						
Investment in subsidiaries	12	-	-	3,670,616,618	4,364,852,618	
Investment properties	13	103,220,209	99,968,389	-	-	
Property, plant and equipment	14	10,872,366,825	11,090,295,013	-	-	
Goodwill	15	481,114,531	499,923,109	-	-	
Intangible assets	16	81,155,777	77,321,869	4,375,799	4,895,373	
Deferred tax assets	26	33,492,190	63,182,705	307,742,011	6,258,141	
Other long-term receivable - related party	7	-	-	26,172,146	26,172,146	
Other non-current assets		11,275,388	12,045,146	-	-	
<b>Total non-current assets</b>		<b>11,582,624,920</b>	<b>11,842,736,231</b>	<b>4,008,906,574</b>	<b>4,402,178,278</b>	
<b>Total assets</b>		<b>14,780,035,767</b>	<b>14,319,921,338</b>	<b>10,024,946,751</b>	<b>8,903,531,217</b>	

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

**Carabao Group Public Company Limited and its subsidiaries****Statement of financial position (continued)****As at 31 December 2019**

(Unit: Baht)

	<u>Note</u>	Consolidated financial statements		Separate financial statements		
		<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Short-term loans from financial institutions	17	6,761,733	275,000,000	-	-	
Trade and other payables	7, 18	1,446,721,396	1,809,903,562	75,660,895	40,354,168	
Current portion of long-term loans from financial institutions	19	291,000,000	401,250,000	-	-	
Current portion of debentures	20	1,699,427,833	-	1,699,427,833	-	
Income tax payable		320,547,432	265,835,954	1,606,313	7,462,162	
Other current liabilities		<u>12,822,437</u>	<u>12,451,816</u>	-	-	
<b>Total current liabilities</b>		<u>3,777,280,831</u>	<u>2,764,441,332</u>	<u>1,776,695,041</u>	<u>47,816,330</u>	
<b>Non-current liabilities</b>						
Long-term loans from financial institutions, net of current portion	19	1,042,750,000	1,278,700,000	-	-	
Debentures, net of current portion	20	1,088,692,369	2,785,919,879	1,088,692,369	2,785,919,879	
Provision for long-term employee benefits	21	135,780,213	109,049,185	68,005,996	61,542,974	
Deferred tax liabilities	26	1,410,865	1,466,021	-	-	
Deposits received for rental	7	<u>15,757,730</u>	<u>15,636,030</u>	-	-	
<b>Total non-current liabilities</b>		<u>2,284,391,177</u>	<u>4,190,771,115</u>	<u>1,156,698,365</u>	<u>2,847,462,853</u>	
<b>Total liabilities</b>		<u>6,061,672,008</u>	<u>6,955,212,447</u>	<u>2,933,393,406</u>	<u>2,895,279,183</u>	

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

**Carabao Group Public Company Limited and its subsidiaries****Statement of financial position (continued)****As at 31 December 2019**

(Unit: Baht)

	<u>Note</u>	Consolidated financial statements		Separate financial statements		
		<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	
<b>Liabilities and shareholders' equity (continued)</b>						
<b>Shareholders' equity</b>						
Share capital						
Registered						
1,000,000,000 ordinary shares of Baht 1 each		<u>1,000,000,000</u>	<u>1,000,000,000</u>	<u>1,000,000,000</u>	<u>1,000,000,000</u>	
Issued and fully paid up						
1,000,000,000 ordinary shares of Baht 1 each		1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	
Share premium		3,962,980,492	3,962,980,492	3,962,980,492	3,962,980,492	
Surplus on business combination under common control		323,215,788	323,215,788	-	-	
Surplus on changes in percentage of shareholding						
in local subsidiary		108,959,056	108,959,056	108,959,056	108,959,056	
Deficit on changes in percentage of shareholding						
in overseas subsidiary		(368,686,372)	(368,686,372)	-	-	
Retained earnings						
Appropriated - statutory reserve	22	100,000,000	100,000,000	100,000,000	100,000,000	
Unappropriated		3,536,647,989	2,140,041,731	1,919,613,797	836,312,486	
Other components of shareholders' equity		(97,306,747)	(89,678,305)	-	-	
Equity attributable to owners of the Company		8,565,810,206	7,176,832,390	7,091,553,345	6,008,252,034	
Non-controlling interests of the subsidiaries		152,553,553	187,876,501	-	-	
<b>Total shareholders' equity</b>		<b>8,718,363,759</b>	<b>7,364,708,891</b>	<b>7,091,553,345</b>	<b>6,008,252,034</b>	
<b>Total liabilities and shareholders' equity</b>		<b>14,780,035,767</b>	<b>14,319,921,338</b>	<b>10,024,946,751</b>	<b>8,903,531,217</b>	

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

Directors

**Carabao Group Public Company Limited and its subsidiaries****Income statement****For the year ended 31 December 2019**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements		
		2019	2018 (Restated)	2019	2018	
<b>Profit or loss</b>						
<b>Revenues</b>						
Revenues from contracts with customers	23	14,933,011,656	14,422,061,622	-	-	
Dividend income from subsidiary	7, 12	-	-	3,319,990,100	683,997,720	
Other income	24.1	118,803,635	134,893,614	373,740,028	383,181,545	
<b>Total revenues</b>		<b>15,051,815,291</b>	<b>14,556,955,236</b>	<b>3,693,730,128</b>	<b>1,067,179,265</b>	
<b>Expenses</b>						
Cost of sales		9,122,570,060	9,813,214,562	-	-	
Selling and distribution expenses		1,967,643,146	2,520,035,157	-	-	
Administrative expenses		784,914,969	772,180,617	223,264,741	178,019,276	
Other expenses	24.2	11,692,704	16,082,819	1,500,505,703	25,747,279	
<b>Total expenses</b>		<b>11,886,820,879</b>	<b>13,121,513,155</b>	<b>1,723,770,444</b>	<b>203,766,555</b>	
<b>Profit before finance cost and income tax</b>						
Finance cost		3,164,994,412	1,435,442,081	1,969,959,684	863,412,710	
<b>Profit before income tax</b>		<b>(132,724,042)</b>	<b>(106,851,027)</b>	<b>(68,811,209)</b>	<b>(68,584,492)</b>	
Income tax	26	(564,007,977)	(368,275,857)	283,739,822	(22,158,100)	
<b>Profit for the year</b>		<b>2,468,262,393</b>	<b>960,315,197</b>	<b>2,184,888,297</b>	<b>772,670,118</b>	
<b>Profit attribution to</b>						
Equity holders of the Company		2,506,461,413	1,158,572,232	2,184,888,297	772,670,118	
Non-controlling interest of the subsidiaries		(38,199,020)	(198,257,035)			
		<b>2,468,262,393</b>	<b>960,315,197</b>			
<b>Earnings per share</b>						
Basic earnings per share	28					
Profit attributable to equity holders of the Company		2.51	1.16	2.18	0.77	
Weighted average number of ordinary shares (share)		1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	

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

**Carabao Group Public Company Limited and its subsidiaries****Statement of comprehensive income****For the year ended 31 December 2019**

(Unit: Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Profit for the year</b>		<u>2,468,262,393</u>	<u>960,315,197</u>	<u>2,184,888,297</u>	<u>772,670,118</u>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currencies		(4,575,127)	(39,126,792)	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods		(4,575,127)	(39,126,792)	-	-
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Actuarial gain (loss)	21	(12,540,497)	8,600,329	(1,983,733)	(583,944)
Less: Income tax effect	26	2,508,099	(1,720,066)	396,747	116,789
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(10,032,398)	6,880,263	(1,586,986)	(467,155)
<b>Other comprehensive income for the year</b>		<u>(14,607,525)</u>	<u>(32,246,529)</u>	<u>(1,586,986)</u>	<u>(467,155)</u>
<b>Total comprehensive income for the year</b>		<u>2,453,654,868</u>	<u>928,068,668</u>	<u>2,183,301,311</u>	<u>772,202,963</u>
<b>Total comprehensive income attribution to</b>					
Equity holders of the Company		2,488,977,816	1,131,734,373	<u>2,183,301,311</u>	<u>772,202,963</u>
Non-controlling interest of the subsidiaries		(35,322,948)	(203,665,705)		
<b>Total comprehensive income for the year</b>		<u>2,453,654,868</u>	<u>928,068,668</u>		

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



**Carabao Group Public Company Limited and its subsidiaries****Statement of cash flows****For the year ended 31 December 2019**

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<b>Cash flows from operating activities</b>				
Profit before tax	3,032,270,370	1,328,591,054	1,901,148,475	794,828,218
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities				
Dividend income from subsidiaries	-	-	(3,319,990,100)	(683,997,720)
Depreciation and amortisation	533,733,932	463,780,787	519,574	304,627
Gain on sales of short-term investments				
in trading securities	-	(8,777)	-	(8,777)
Loss from impairment of investment in subsidiary	-	-	1,498,756,000	-
Allowance for doubtful accounts	7,761,654	7,485,871	-	-
Reduction cost of inventory to net realisable value	4,130,483	10,655,349	-	-
Gain on sales of equipment	(3,347,807)	(14,914,651)	-	-
Provision for long-term employee benefits	22,843,134	20,146,586	4,479,289	6,933,418
Amortisation of transaction cost for debentures issuance	2,200,323	1,171,024	2,200,323	1,171,024
Realised and unrealised loss on exchange	3,541,204	24,906,406	1,713,344	25,776,263
Interest income	(1,585,219)	(1,143,983)	(93,081,193)	(127,086,775)
Interest expenses	124,458,564	99,196,335	66,464,153	67,198,572
<b>Profit from operating activities before changes in operating assets and liabilities</b>				
Operating assets (increase) decrease	3,726,006,638	1,939,866,001	62,209,865	85,118,850
Trade and other receivables	(241,090,079)	43,697,942	150,664	2,002,375
Inventories	(108,463,084)	(241,309,530)	-	-
Other current assets	442,348,133	(156,673,580)	(54,475)	47,383
Other non-current assets	769,758	2,738,253	-	-
Operating liabilities increase (decrease)				
Trade and other payables	(254,112,231)	30,627,221	35,306,727	(14,410,084)
Other current liabilities	370,621	(80,645)	-	(168,000)
Deposits received for rental	121,700	351,095	-	-
Cash paid for long-term employee benefits	(8,652,602)	(4,694,415)	-	-
<b>Cash flows from operating activities</b>				
Cash received from interest income	1,296,342	1,145,086	97,033,152	177,407,264
Interest paid	(124,660,318)	(96,134,245)	(66,464,153)	(65,569,500)
Corporate income tax paid	(477,097,884)	(229,324,086)	(23,203,150)	(23,761,748)
<b>Net cash flows from operating activities</b>	<b>2,956,836,994</b>	<b>1,290,209,097</b>	<b>104,978,630</b>	<b>160,666,540</b>

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

**Carabao Group Public Company Limited and its subsidiaries****Statement of cash flows (continued)****For the year ended 31 December 2019**

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<b>Cash flows from investing activities</b>				
Cash received from sale of current investments	-	7,138,726	-	7,138,726
Increase in short-term loans to related parties	-	-	(1,937,000,000)	(3,997,120,400)
Cash received from repayment of short-term loans to related parties	-	-	3,444,840,000	3,744,891,250
Increase in investment in subsidiaries	-	-	(804,520,000)	(1,064,434,000)
Increase in investment properties	-	(823,189)	-	-
Proceeds from sales of equipment	7,319,482	17,221,964	-	-
Cash paid for acquisition of property, plant and equipment	(428,188,477)	(2,052,765,691)	-	-
Cash paid for acquisition of intangible assets	(11,572,558)	(15,391,286)	-	(1,560,000)
Dividend income from subsidiary	-	-	849,997,400	803,997,320
<b>Net cash flows from (used in) investing activities</b>	<b>(432,441,553)</b>	<b>(2,044,619,476)</b>	<b>1,553,317,400</b>	<b>(507,087,104)</b>
<b>Cash flows from financing activities</b>				
Increase in short-term loans from financial institutions	5,789,908,908	7,824,000,000	2,267,000,000	4,225,000,000
Cash paid for repayment of short-term loans from financial institutions	(6,058,147,175)	(8,394,000,000)	(2,267,000,000)	(4,960,000,000)
Increase in long-term loans from financial institutions	55,050,000	1,027,450,000	-	-
Cash paid for repayment of long-term loans from financial institutions	(401,250,000)	(1,837,900,000)	-	(1,000,000,000)
Net cash received from debentures issuance	-	2,784,748,855	-	2,784,748,855
Cash received from additional call up for the shares of subsidiary	-	72,696,000	-	-
Dividend paid	(1,100,000,000)	(699,999,340)	(1,100,000,000)	(699,999,340)
<b>Net cash flows from (used in) financing activities</b>	<b>(1,714,438,267)</b>	<b>776,995,515</b>	<b>(1,100,000,000)</b>	<b>349,749,515</b>
Increase (decrease) in translation adjustments	13,999,575	(31,259,110)	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>823,956,749</b>	<b>(8,673,974)</b>	<b>558,296,030</b>	<b>3,328,951</b>
Cash and cash equivalents at beginning of year	137,599,216	146,767,481	18,658,854	15,329,903
Effect of change in foreign exchange rate on cash at banks	398,466	(494,291)	-	-
<b>Cash and cash equivalents at end of year</b>	<b>961,954,431</b>	<b>137,599,216</b>	<b>576,954,884</b>	<b>18,658,854</b>

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

**Carabao Group Public Company Limited and its subsidiaries****Statement of cash flows (continued)****For the year ended 31 December 2019**

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Supplemental disclosures of cash flows information</b>				
Non-cash related transactions				
Decrease in short-term loans from non-controlling interests of the subsidiary and interest payable from debt conversion	-	(58,639,174)	-	-
Decrease in payable for purchasing of plant and equipment	(107,094,344)	(118,811,053)	-	-
Increase (decrease) in payable for purchasing of intangible assets	(1,398,100)	353,900	-	-
Increase (decrease) in retention payable	(4,127,043)	4,640,793	-	-
Transfer property, plant and equipment to investment properties	7,423,928	-	-	-

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

**Carabao Group Public Company Limited and its subsidiaries**  
**Statement of changes in shareholders' equity**  
**For the year ended 31 December 2019**

(Unit: Baht)

**Consolidated financial statements**

<b>Equity attributable to owners of the Company</b>										<b>Other components of equity</b>		
<b>Note</b>	<b>Issued and fully paid-up share capital</b>	<b>Share premium</b>	<b>Surplus on business combination under common control</b>	<b>Surplus on changes in percentage of shareholding in local subsidiary</b>	<b>Deficit on changes in percentage of shareholding in overseas subsidiary</b>	<b>Retained earnings Appropriated - statutory reserve</b>	<b>Unappropriated statutory reserve</b>	<b>Total equity attributable to the Company</b>	<b>Equity attributable to non-controlling interests of the subsidiaries</b>	<b>Total equity attributable to owners of the Company</b>	<b>Total shareholders' equity</b>	
<b>Balance as at 1 January 2018</b>	<b>1,000,000,000</b>	<b>3,962,980,492</b>	<b>322,215,788</b>	<b>108,959,056</b>	<b>-</b>	<b>-</b>	<b>100,000,000</b>	<b>1,674,389,236</b>	<b>(55,960,183)</b>	<b>7,113,784,389</b>	<b>(108,479,340)</b>	
Profit (loss) for the year	-	-	-	-	-	-	-	-	-	-	-	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	
Dividend paid	31	-	-	-	-	-	-	-	-	-	-	
Effect of additional call up for the shares of subsidiary	12.4	-	-	-	-	-	-	-	-	-	-	
Effect of change in percentage of shareholding in overseas subsidiary	12.5.1	-	-	-	-	-	-	-	-	-	-	
<b>Balance as at 31 December 2018</b>	<b>1,000,000,000</b>	<b>3,962,980,492</b>	<b>322,215,788</b>	<b>108,959,056</b>	<b>(368,686,372)</b>	<b>100,000,000</b>	<b>2,140,041,731</b>	<b>(89,678,305)</b>	<b>7,176,832,350</b>	<b>187,876,501</b>	<b>7,364,708,891</b>	
<b>Balance as at 1 January 2018</b>	<b>1,000,000,000</b>	<b>3,962,980,492</b>	<b>322,215,788</b>	<b>108,959,056</b>	<b>(368,686,372)</b>	<b>100,000,000</b>	<b>2,140,041,731</b>	<b>(89,678,305)</b>	<b>7,176,832,350</b>	<b>187,876,501</b>	<b>7,364,708,891</b>	
Profit (loss) for the year	-	-	-	-	-	-	-	-	-	-	-	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	
Dividend paid	31	-	-	-	-	-	-	-	-	-	-	
<b>Balance as at 31 December 2019</b>	<b>1,000,000,000</b>	<b>3,962,980,492</b>	<b>322,215,788</b>	<b>108,959,056</b>	<b>(368,686,372)</b>	<b>100,000,000</b>	<b>(1,100,000,000)</b>	<b>(97,306,747)</b>	<b>8,555,810,206</b>	<b>152,553,553</b>	<b>8,718,333,759</b>	

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

**CARABAO GROUP PCL.**

**WORLD CLASS  
BRAND**

**Carabao Group Public Company Limited and its subsidiaries**  
**Statement of changes in shareholders' equity (continued)**  
**For the year ended 31 December 2019**

Separate financial statements						
			Surplus on changes in percentage of shareholding	Appropriated - statutory reserve	Unappropriated	Total
<b>Balance as at 1 January 2018</b>						
Profit for the year		3,962,980,492	108,959,056	100,000,000	764,109,523	5,936,049,071
Other comprehensive income for the year		-	-	-	772,670,118 (467,155)	772,670,118 (467,155)
Total comprehensive income for the year		-	-	-	772,202,963	772,202,963
Dividend paid		-	-	-	(700,000,000)	(700,000,000)
<b>Balance as at 31 December 2018</b>		<u>3,962,980,492</u>	<u>108,959,056</u>	<u>100,000,000</u>	<u>836,312,486</u>	<u>6,008,252,034</u>
<b>Balance as at 1 January 2019</b>						
Profit for the year		3,962,980,492	108,959,056	100,000,000	836,312,486	6,008,252,034
Other comprehensive income for the year		-	-	-	2,184,888,297 (1,586,986)	2,184,888,297 (1,586,986)
Total comprehensive income for the year		-	-	-	-	2,183,301,311
Dividend paid		-	-	-	-	(1,100,000,000) (1,100,000,000)
<b>Balance as at 31 December 2019</b>		<u>3,962,980,492</u>	<u>108,959,056</u>	<u>100,000,000</u>	<u>1,919,613,797</u>	<u>7,091,553,345</u>

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

**Carabao Group Public Company Limited and its subsidiaries**

**Notes to consolidated financial statements**

**For the year ended 31 December 2019**

**1. General information**

Carabao Group Public Company Limited ("the Company") is incorporated as a limited company on 28 August 2013 and domiciled in Thailand, and registered the change of its status to a public limited company under The Public Limited companies Act on 8 July 2014. The Company is principally engaged in the investment in subsidiaries. The registered office of the Company is at 393 Silom Building 393, 7 - 10 Floor, Silom Road, Silom, Bangrak, Bangkok.

**2. Basis of preparation**

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

**2.2 Basis of consolidation**

a) The consolidated financial statements include the financial statements of Carabao Group Public Company Limited ("the Company") and the following subsidiaries ("the subsidiaries") as follows:

Company's name	Nature of business	Country	Percentage of shareholding	
			2019	2018
<u>Held by the Company</u>				
Carabao Tawandang Co., Ltd.	Manufacture and distribution of beverage	Thailand	100	100
Asia Pacific Glass Co., Ltd.	Manufacture and distribution of bottles and glass products	Thailand	100	100
Tawandang DCM Co., Ltd.	Distribution management	Thailand	100	100
Asia Can Manufacturing Co., Ltd.	Manufacture and distribution of aluminum can	Thailand	74	74
Carabao Holdings (Hong Kong) Limited	Investment	Hong Kong	100	100
Carabao Trading (Hong Kong) Limited	Trading business in overseas	Hong Kong	100	100

Company's name	Nature of business	Country	Percentage of shareholding	
			2019	2018
<b>Held by the subsidiaries</b>				
Carabao Venture Holdings (Luxembourg) S.à r.l.	Investment	Luxembourg	84.3	84.3
Intercarabao Limited	Trading business in overseas	England	84.3	84.3

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing at the end of reporting period, and revenues and expenses are translated using monthly average exchange rate. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- h) For the books of account, upon acquisition of additional shares of subsidiaries (repurchase shares from minority interest), the excess of cost of the investment at the acquisition date over/under the fair value of the net asset has been presented as shareholders' equity in the consolidated statement of financial position under "Surplus/deficit on changes in percentage of shareholding in a subsidiary".

- 2.3 The separate financial statements, which present investments in subsidiaries under the cost method.

### **3. New financial reporting standards**

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

During the year, the Group have adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal periods 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 Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

#### **TFRS 15 Revenue from Contracts with Customers**

TFRS 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.

The Group adopted TFRS 15 using the full retrospective method of adoption.

The cumulative effect of the change is described in Note 4.

**(b) Financial reporting standards that became 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
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
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

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 Group expects the adoption of these accounting standards to result in the following adjustments.

- Recognition of credit losses - The Group 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 Group applies the simplified approach to consider impairment of trade receivables.

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

### **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 Group plans 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 Group expects 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 Group's assets and liabilities by approximately Baht 335 million (the Company only: approximately Baht 60 million).

**4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standard**

As described in Note 3 to the financial statements, during the current year, the Group have adopted TFRS 15 using the full retrospective method of adoption. The cumulative effect of the change in accounting policy has no impact to the statement of financial position and changes in shareholders' equity.

The amounts of the adjustments affecting the income statement for the year ended 31 December 2018 are summarised below:

	(Unit: Thousand Baht)
Income statement	Decrease
Revenue from contracts with customers	40,478
Selling and distribution expenses	40,478

The nature of the adjustment is from promotion expenses which the subsidiaries have to recognise such promotion expenses consider certain promotion expenses as variable consideration. The subsidiaries have to recognise such promotion expenses as deduction from sales. Previously such promotion expenses were recognised as selling expenses.

**5. Significant accounting policies**

**5.1 Revenue recognition**

*Sales of goods*

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally 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.

*Management income*

Management income are recognised proportionately over the term of the agreements.

*Rental and service income*

Rental and service income are recognised proportionately over the term of the rental and service agreements.

*Interest income*

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

*Dividends*

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

*Other income*

Other income is recognised on an accrual basis.

**5.2 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.

**5.3 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.

**5.4 Inventories**

Finished goods and work in process are valued at the lower of cost (under the first-in, first-out method) and net realisable value, and includes all production costs and attributable factory overheads.

Raw materials, chemicals, spare parts and factory supplies are valued at the lower of cost (under first-in, first-out method) and net realisable value and are charged to production costs whenever consumed.

**5.5 Investments**

Investments in subsidiaries are accounted for in the separate financial statements using the cost method less allowance for impairment loss (if any).

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

### **5.6 Investment properties**

Investment properties are measured initially 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).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 30 years. Depreciation of the investment properties is included in determining income.

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.

### **5.7 Property, plant and equipment/Depreciation**

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

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

Land improvement	5 - 40 years
Buildings and building improvement	5 - 50 years
Machinery and equipment	3 - 30 years
Furniture, fixtures and office equipment	3 - 20 years
Motor vehicles	5 - 10 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under construction and 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.

### **5.8 Borrowing costs**

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

## 5.9 Intangible assets

Intangible assets are stated 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 of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

Summary of the intangible assets with finite useful lives is as follows

	<u>Useful lives</u>
Trademarks	10 years
Patents	10 years
Computer software	3 - 10 years

Intangible assets with indefinite useful lives, which is knowhow for manufacturing, are not amortised, but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

No amortisation is provided on intangible assets under development.

## 5.10 Goodwill

Goodwill is initially recorded at cost, which equal to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is subsequently carried at cost less any accumulated impairment losses with impairment being tested annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

### **5.11 Related party transactions**

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

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

### **5.12 Long-term leases**

Leases of property, plant or 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 long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the 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 an expense in profit or loss on a straight line basis over the lease term.

### **5.13 Foreign currencies**

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

## 5.14 Impairment of assets

At the end of each reporting period, the Group perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carry out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. 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. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

## 5.15 Employee benefits

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

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

### ***Post-employment benefits***

#### *Defined contribution plans*

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

#### *Defined benefit plans*

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

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

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

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognizes restructuring-related costs.

## 5.16 Provisions

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

## 5.17 Income tax

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

### Current tax

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

### Deferred tax

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

The Group recognise 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 Group review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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



## 5.18 Fair value measurement

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

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

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

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

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

At the end of each reporting period, the Group determine 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.

## **6. 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.

### **Allowance for doubtful accounts**

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

### **Allowance for diminution in value of inventories**

Determining the decrease in the net realisable value of inventories requires management to exercise judgement in term of estimating losses on outstanding inventories, based on the selling price expected in the ordinary course of business less the estimated additional costs to be incurred in preparing the inventory for sale; and provision for obsolete, slow-moving and deteriorated inventories, and taking into account the approximate useful life of each type of inventory.

### **Property plant and equipment/Depreciation**

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

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

### **Allowance for impairment of investment in subsidiaries**

Impairment testing for investments in subsidiaries, require management to assess the impairment indicator and make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

### **Goodwill**

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

### **Deferred tax assets**

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

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

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

## 7. Related party transactions

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing Policy	
	2019	2018	2019	2018		
<b><u>Transactions with subsidiaries</u></b>						
(Eliminated from the consolidated financial statements)						
Dividend income	-	-	3,320	684	At the declared rate	
Management income	-	-	280	254	Contract price	
Interest income	-	-	93	127	Contract price	
Rental and services expenses	-	-	3	3	Contract price	
Other income	-	-	-	2	Market price	
<b><u>Transactions with related parties</u></b>						
Purchase of goods	1,289	864	-	-	Market price	
Sales of goods	677	276	-	-	Market price	
Rental and services expenses	35	2	-	-	Contract price	
Promotion expenses	17	15	-	-	Contract price/ Mutually agree price	
Service income	8	8	-	-	Contract price	
Rental income	6	5	-	-	Contract price	
Other expenses	4	6	-	-	Mutually agree price	
Other income	3	3	-	-	Market price/ Mutually agree price	
Gain on sales of equipment	-	3	-	-	Mutually agree price	

As at 31 December 2019 and 2018, the balances of the accounts between the Company and those related companies are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b><u>Trade and other receivables - related parties</u></b>				
(Note 9)				
Subsidiaries	-	-	592	4,889
Related companies				
(related by shareholders and directors)	181,747	92,532	-	-
Total trade and other receivables - related parties	<u>181,747</u>	<u>92,532</u>	<u>592</u>	<u>4,889</u>
<b><u>Dividend receivable from related parties</u></b>				
(Note 31)				
Subsidiaries	-	-	2,949,991	479,998
Total dividend receivable from related parties	<u>-</u>	<u>-</u>	<u>2,949,991</u>	<u>479,998</u>
<b><u>Other long-term receivable - related party</u></b>				
Subsidiary	-	-	26,172	26,172
Total other long-term receivable - related party	<u>-</u>	<u>-</u>	<u>26,172</u>	<u>26,172</u>
<b><u>Trade and other payables - related parties</u></b>				
(Note 18)				
Related companies				
(related by shareholders and directors)	22,917	32,301	-	-
Total trade and other payables - related parties	<u>22,917</u>	<u>32,301</u>	<u>-</u>	<u>-</u>
<b><u>Deposits received for rental - related parties</u></b>				
Related companies				
(related by shareholders and directors)	3,230	3,108	-	-
Total deposits received for rental - related parties	<u>3,230</u>	<u>3,108</u>	<u>-</u>	<u>-</u>

As at 31 December 2019 and 2018, the balance of short-term loans between the Company and those related parties and the movement are as follows:

#### **Short-term loans to related parties**

(Unit: Thousand Baht)						
Separate financial statements						
Loans to related parties	Related by	Balance as at		Decrease		Balance as at 31 December 2019
		31 December 2018	Increase during the year	Profit (loss) on exchange	31 December 2019	
Carabao Tawandang Co., Ltd.	Subsidiary	3,585,000	1,937,000	(3,062,000)	-	2,460,000
Asia Pacific Glass Co., Ltd.	Subsidiary	57,000	-	(57,000)	-	-
Intercarabao Limited	Subsidiary	324,894	-	(325,840)	946	-
Carabao Trading (Hong Kong) Limited	Subsidiary	29,042	-	(2,674)	26,368	
		3,995,936	1,937,000	(3,444,840)	(1,728)	2,486,368

As at 31 December 2019, short-term loans to related parties are in form of promissory notes which charged interest rate at 2.8 percent per annum (2018: 2.8 percent per annum).

#### **Directors and management's benefits**

During the years ended 31 December 2019 and 2018, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Short-term employee benefits	176	124	176	124
Post-employment benefits	5	4	5	4
Total	<u>181</u>	<u>128</u>	<u>181</u>	<u>128</u>

#### **Guarantee obligation**

As at 31 December 2019 and 2018, the Company has guarantee obligations on credit facilities of the two subsidiaries, as described in Note 32.5.1 to the financial statements and guarantee obligations on loan of a subsidiary, as described in Note 32.5.2 to the financial statements.

## 8. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash	210	220	10	10
Bank deposits	275,744	137,379	21,945	18,649
Call deposit receipts	686,000	-	555,000	-
Total cash and cash equivalents	<u>961,954</u>	<u>137,599</u>	<u>576,955</u>	<u>18,659</u>

As at 31 December 2019, bank deposits in saving accounts and call deposit receipts carried interests between 0.01 and 1.00 percent per annum (2018: 0.01 and 0.63 percent per annum).

## 9. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<b><u>Trade receivables - related parties</u></b>				
Aged on the basis of due dates				
Not yet due	122,921	75,934	-	-
Past due				
Not over 3 months	55,633	12,219	-	-
Total trade receivables - related parties	<u>178,554</u>	<u>88,153</u>	<u>-</u>	<u>-</u>
<b><u>Trade receivables - unrelated parties</u></b>				
Aged on the basis of due dates				
Not yet due	752,210	590,517	-	-
Past due				
Not over 3 months	111,601	73,096	-	-
3 - 6 months	221	23,061	-	-
6 - 12 months	659	13,857	-	-
Over 12 months	14,650	4,217	-	-
Total trade receivables - unrelated parties	<u>879,341</u>	<u>704,748</u>	<u>-</u>	<u>-</u>
Less: Allowance for doubtful debts	(14,687)	(7,223)	-	-
Total trade receivables - unrelated parties - net	<u>864,654</u>	<u>697,525</u>	<u>-</u>	<u>-</u>
Total trade receivables - net	<u>1,043,208</u>	<u>785,678</u>	<u>-</u>	<u>-</u>

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Other receivables</u>				
Other receivables - related parties	2,922	3,859	1	78
Other receivables - unrelated parties	6,794	4,055	-	-
Accrued income - related parties	271	520	591	4,811
Accrued income - unrelated parties	367	94	283	-
Prepaid expenses	81,150	107,687	1,777	1,851
Advances	1,922	1,778	-	-
Excise tax receivables	993	610	-	-
Others	2,694	2,314	-	-
Total other receivables	97,113	120,917	2,652	6,740
Total trade and other receivables	1,140,321	906,595	2,652	6,740

## 10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net		Inventories-net	
	2019	2018	2019	2018	2019	2018
Finished goods	414,745	417,070	(7,293)	(8,620)	407,452	408,450
Work in process	4,751	5,066	-	-	4,751	5,066
Raw materials	248,807	257,182	-	-	248,807	257,182
Packing materials	182,047	95,565	-	-	182,047	95,565
Spare parts and factory supplies	135,891	113,705	-	-	135,891	113,705
Goods in transit	12,677	7,164	-	-	12,677	7,164
Total	998,918	895,752	(7,293)	(8,620)	991,625	887,132

During the current year, the subsidiaries reduced cost of inventories by Baht 4.1 million (2018: Baht 10.7 million), to reflect the net realisable value. This was included in cost of sales. In addition, the subsidiary reversed the write-down of cost of inventories by Baht 5.3 million (2018: Baht 3.1 million), and reduced the amount of inventories recognised as expenses during the year.

## 11. Other current assets

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
VAT receivables	78,861	523,636	-	-
Undue input VAT	11,220	9,250	74	20
Supplies for market promotion	7,690	7,300	-	-
Withholding tax deducted at sources	11	11	-	-
Others	5,728	5,662	-	-
Total other current assets	103,510	545,859	74	20

## 12. Investments in subsidiaries

12.1 Investments in subsidiaries presented in the separate financial statements are as follows:

Company's name	Percentage of shareholding				Allowance for impairment of investment				Dividend received during the year			
	Paid-up capital		Cost method		Carrying amount - net							
	2019 (Thousand Baht)	2018 (Thousand Baht)	2019 (Percent)	2018 (Percent)	2019 (Thousand Baht)	2018 (Thousand Baht)	2019 (Thousand Baht)	2018 (Thousand Baht)	2019 (Thousand Baht)	2018 (Thousand Baht)	2019 (Thousand Baht)	2018 (Thousand Baht)
<u>Local subsidiaries</u>												
Carabao Tawandang Co., Ltd.	300,000	300,000	100	100	408,958	408,958	-	-	408,958	408,958	2,669,991	683,998
Asia Pacific Glass Co., Ltd.	1,299,998	1,299,998	100	100	1,299,998	1,299,998	-	-	1,299,998	1,299,998	649,999	-
Tawandang DCM Co., Ltd.	100,000	100,000	100	100	99,998	99,998	-	-	99,998	99,998	-	-
Asia Can Manufacturing Co., Ltd.	700,000	700,000	74	74	518,000	518,000	-	-	518,000	518,000	-	-
<u>Overseas subsidiaries</u>												
Carabao Holdings (Hong Kong) Limited	USD 89.5 million	USD 60.5 million	100	100	2,840,661	2,036,141	(1,498,756)	-	1,341,905	2,036,141	-	-
Carabao Trading (Hong Kong) Limited	USD 50,000	USD 50,000	100	100	1,758	1,758	-	-	1,758	1,758	-	-
Total					5,169,373	4,364,853	(1,498,756)	-	3,670,617	4,364,853	3,319,990	683,998

During the current year, the Company recorded an allowance for impairment of investment in Carabao Holdings (Hong Kong) Limited of Baht 1,498.8 million, which was included in other expenses in income statement of the separate financial statements.

Impairment testing for investments in subsidiaries which consisted of impairment indicators, the Company has determined recoverable amounts of its cash generating units (CGUs) based on value in use calculation using cash flow projections from financial budgets approved by the management covering a 5-year period.

Key assumptions used in value in use calculations under conservative basis summarise as follows:

	(Unit: Percent per annum)
Terminal growth rate	4.0
Discount rate	11.1

The management has considered the growth rate from policy, business plan, expected overall market growth rate, and discount rate which are the rates before income tax which relate to the specific risk in that operating segment.

#### 12.2 Details of investments in subsidiaries that have material non-controlling interests

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		(Unit: Million Baht) Profit (loss) allocated to non-controlling interests during the year	
	<u>2019</u> (Percent)	<u>2018</u> (Percent)	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Carabao Venture Holdings (Luxembourg) S.à r.l. and its subsidiary (Subsidiary of Carabao Holdings (Hong Kong) Limited)	15.7	15.7	(61.7)	24.4	(89.1)	(180.8)
Asia Can Manufacturing Co., Ltd. (Subsidiary)	26	26	214.2	163.5	50.9	(17.5)

#### 12.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling

##### Summarised information about financial position

(Unit: Million Baht)

	Carabao Venture Holdings (Luxembourg) S.à r.l. and its subsidiary		Asia Can Manufacturing Co., Ltd.	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Current assets	102.2	146.2	436.6	291.0
Non-current assets	489.8	511.3	1,922.4	1,916.9
Current liabilities	969.7	506.4	489.7	300.1
Non-current liabilities	1.4	1.5	1,046.6	1,280.4

## Summarised information about profit and loss

(Unit: Million Baht)

	Carabao Venture Holdings (Luxembourg) S.à r.l. and its subsidiary		Asia Can Manufacturing Co., Ltd.	
	For the years ended 31 December		For the years ended 31 December	
	2019	2018	2019	2018
Loss	(565.8)	(1,151.8)	195.9	(67.3)
Other comprehensive income	35.1	(32.5)	(0.7)	-
Total comprehensive income	(530.7)	(1,184.3)	195.2	(67.3)

## Summarised information about cash flow

(Unit: Million Baht)

	Carabao Venture Holdings (Luxembourg) S.à r.l. and its subsidiary		Asia Can Manufacturing Co., Ltd.	
	For the years ended 31 December		For the years ended 31 December	
	2019	2018	2019	2018
Cash flow from (used in) operating activities	(452)	(1,122)	377	(32)
Cash flow used in investing activities	-	(1)	(136)	(1,077)
Cash flow from (used in) financing activities	469	1,125	(136)	1,058
Net increase (decrease) in cash and cash equivalents	<u>17</u>	<u>2</u>	<u>105</u>	<u>(51)</u>

## 12.4 Change in investments in Asia Can Manufacturing Co., Ltd.

On 25 December 2017, the meeting of Asia Can Manufacturing Co., Ltd.'s Board of Directors passed a resolution to additional call up for the ordinary shares which were not fully paid up of 6,990,000 shares. Such subsidiary has already received such additional call up totaling Baht 279.6 million as detail as follows:

- Baht 120.0 million on 12 January 2018
- Baht 100.0 million on 18 May 2018
- Baht 59.6 million on 14 August 2018

## 12.5 Change in investments in Carabao Holdings (Hong Kong) Limited and its subsidiaries

12.5.1 On 5 January 2018, the meeting of the Board of Directors of Carabao Holdings (Hong Kong) Limited (CHHK) (a subsidiary) pass a resolution to increase its registered share capital from USD 34.0 million to USD 60.5 million (increase USD 26.5 million or EUR 22.0 million). The Company had already made the payment for share subscription. Such subsidiary registered the share capital increase on 5 January 2018.

On 8 January 2018, the meeting of the Board of Directors of Carabao Venture Holdings (Luxembourg) S.à r.l. (CVHLUX) (a subsidiary) pass a resolution to increase its registered share capital from EUR 16.9 million to EUR 62.3 million (increase EUR 45.4 million or GBP 40.3 million) in order to support the operation of Intercarabao Limited (ICUK) (another subsidiary) through the process as follows:

- 1) Issue and offer new ordinary shares to existing shareholders in proportion to their holdings in the amount not exceeding EUR 22.0 million or GBP 19.5 million. However, Intercarabao Private Limited (ICSG), another shareholder of CVHLUX, has notified of its intention not to purchase new ordinary shares of CVHLUX in proportion to its holding in full. On 8 January 2018, CHHK purchase the additional ordinary shares of CVHLUX of EUR 22.0 million or GBP 19.5 million and had already made the payment for such share subscription in full amount.
- 2) Convert debt from loans from Carabao Holdings (Hong Kong) Limited (CHHK) and Intercarabao Private Limited (ICSG) into equity in the amount of EUR 23.4 million or GBP 20.8 million.

Such subsidiary registered the share capital increase on 8 January 2018.

A result of such increase in share capital, CHHK's holding proportion in CVHLUX increased from 51 percent to 84.3 percent, whereby the effect to the consolidated statements of financial position are summarised below.

	(Unit: Thousand Baht)
	<u>Increase (decrease)</u>
Short-term loans from non-controlling interests of the subsidiary	(58,639)
Deficit on changes in percentage of shareholding in overseas subsidiary	(368,686)
Non-controlling interests of the subsidiary	427,325

On 12 January 2018, the meeting of the Board of Directors of Intercarabao Limited (ICUK) (a subsidiary) pass a resolution to increase its registered share capital from GBP 14.5 million to GBP 34.0 million (increase GBP 19.5 million or EUR 22.0 million). Such subsidiary registered the share capital increase on 12 January 2018.

On 12 January 2018, CVHLUX purchase the additional ordinary shares of ICUK of GBP 19.5 million or EUR 22.0 million and had already made the payment for such share subscription totaling GBP 19.2 million as detail as follows:

- GBP 12.5 million on 12 January 2018
- GBP 3.0 million on 25 April 2018
- GBP 3.7 million on 12 June 2018

For the remaining of GBP 0.3 million, CVHLUX settle such remaining amount with payable that ICUK convert debt to equity as described in Note 12.5.2.

12.5.2 On 2 July 2018, the meeting of the Board of Directors of Intercarabao Limited (ICUK) (a subsidiary) pass a resolution to increase its register share capital from GBP 34.0 million to GBP 54.6 million (increase GBP 20.6 million) through convert debt from loans, interest payable, other payable of Carabao Venture Holdings (Luxembourg) S.à r.l. (CVHLUX) (another subsidiary) totaling GBP 20.9 million net with unpaid share capital of GBP 0.3 million of such subsidiary, as described in Note 12.5.1, to equity in the amount of GBP 20.6 million. Such subsidiary registered the share capital increase on 1 August 2018.

12.5.3 On 7 January 2019, the meeting of the Board of Directors of Carabao Holdings (Hong Kong) Limited (CHHK) (a subsidiary) pass a resolution to increase its registered share capital from USD 60.5 million to USD 78.4 million (increase USD 17.9 million). The Company had already made the payment for share subscription. Such subsidiary registered the share capital increase on 7 January 2019.

On 8 January 2019, the meeting of the Board of Directors of Intercarabao Limited (ICUK) (a subsidiary) pass a resolution to increase its registered share capital from GBP 54.6 million to GBP 74.6 million (increase GBP 20.0 million or EUR 22.3 million). Such subsidiary registered the share capital increase on 8 January 2019.

On 8 January 2019, CVHLUX purchase the additional ordinary shares of ICUK of GBP 20.0 million or EUR 22.3 million and had partially made the payment for such share subscription totaling GBP 13.9 million.

12.5.4 On 26 June 2019, the meeting of the Board of Directors of Intercarabao Limited (ICUK) pass a resolution to additional call up the remaining amount of its registered share capital of GBP 4.1 million. CVHLUX paid for the share subscription on 28 June 2019.

On 28 June 2019, the meeting of the Board of Directors of Carabao Holdings (Hong Kong) Limited (CHHK) (a subsidiary) pass a resolution to increase its registered share capital from USD 78.4 million to USD 83.6 million (increase USD 5.2 million). The Company had already made the payment for share subscription. Such subsidiary registered the share capital increase on 28 June 2019.

12.5.5 On 3 October 2019, the meeting of the Board of Directors of Intercarabao Limited (ICUK) pass a resolution to additional call up the remaining amount of its registered share capital of GBP 1.9 million. CVHLUX paid for the share subscription on 9 October 2019. For the remaining of GBP 0.1 million, CVHLUX paid for such share subscription on 6 February 2020, as described in Note 36.2

On 9 October 2019, the meeting of the Board of Directors of Carabao Holdings (Hong Kong) Limited (CHHK) (a subsidiary) pass a resolution to increase its registered share capital from USD 83.6 million to USD 85.9 million (increase USD 2.3 million). The Company had already made the payment for share subscription. Such subsidiary registered the share capital increase on 9 October 2019.

### 13. Investment properties

The net book value of investment properties as at 31 December 2019 and 2018 is presented below.

	(Unit: Thousand Baht)
	Consolidated
	financial
	<u>statements</u>
Office building for rent	
As at 31 December 2019:	
Cost	131,123
Less: Accumulated depreciation	<u>(27,903)</u>
Net book value	<u>103,220</u>
As at 31 December 2018:	
Cost	123,699
Less: Accumulated depreciation	<u>(23,731)</u>
Net book value	<u>99,968</u>

A reconciliation of the net book value of investment properties for the years 2019 and 2018 is presented below.

	(Unit: Thousand Baht)
	Consolidated
	financial statements
	<u>2019</u> <u>2018</u>
Net book value at beginning of year	99,968      103,163
Cost of asset improvement	-      823
Transfers from property, plant and equipment	7,424      -
Depreciation for the year	<u>(4,172)</u> <u>(4,018)</u>
Net book value at end of year	<u>103,220</u> <u>99,968</u>

The fair value of the office building of the subsidiary as at 31 December 2019 was determined at approximately Baht 167.9 million (2018: Baht 179.0 million) using the income approach. The assumption used in the valuation was based on the subsidiary's data.

## 14. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements					
	Land and land improvement	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under construction and installation
Cost:						Total
As at 1 January 2018	2,879,690	1,962,625	3,566,437	127,378	205,270	2,092,788
Additions	17,853	61,711	71,298	21,945	20,633	1,713,892
Capitalised interest	-	-	-	-	-	31,263
Disposals	-	-	(463)	(1,436)	(49,490)	-
Transfers	35,777	1,306,106	2,386,416	8,949	-	(51,389)
Translation adjustment	-	-	-	(716)	(32)	-
As at 31 December 2018	2,933,320	3,330,442	6,023,688	156,120	176,381	100,695
Additions	21,000	21,741	64,083	22,848	11,239	176,056
Disposals	-	-	(6,467)	(4,277)	(13,360)	-
Transfers	-	29,881	167,470	4,339	-	(201,690)
Transfers to investment properties	-	(7,424)	-	-	-	(24,104)
Translation adjustment	-	-	-	(384)	-	-
As at 31 December 2019	2,954,320	3,374,640	6,248,774	178,646	174,260	75,061
						13,005,701

(Unit: Thousand Baht)

	Consolidated financial statements					
	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under construction and installation	Total
<b>Accumulated depreciation:</b>						
As at 1 January 2018	9,304	263,139	756,371	57,694	138,740	- 1,225,248
Depreciation for the year	4,187	121,511	280,383	24,869	23,451	- 454,401
Accumulated depreciation of disposed assets	-	-	(445)	(747)	(47,890)	- (49,082)
Translation adjustment	-	-	-	(209)	(7)	- (216)
As at 31 December 2018	13,491	384,650	1,036,309	81,607	114,294	- 1,630,351
Depreciation for the year	4,571	131,363	338,462	26,723	22,135	- 523,254
Accumulated depreciation of disposed assets	-	-	(6,420)	(2,908)	(10,804)	- (20,132)
Translation adjustment	-	-	-	(139)	-	- (139)
As at 31 December 2019	18,062	516,013	1,368,351	105,283	125,625	- 2,133,334
<b>Net book value:</b>						
As at 31 December 2018	2,919,829	2,945,792	4,987,379	74,513	62,087	100,695 11,090,295
As at 31 December 2019	2,936,258	2,858,627	4,880,423	73,363	48,635	75,061 10,872,367
<b>Depreciation for the year</b>						
2018 (B) 78.9 million included in manufacturing cost, and the balance in selling and distribution expenses and administrative expenses						454,401
2019 (B) 78.9 million included in manufacturing cost, and the balance in selling and distribution expenses and administrative expenses						523,254

As at 31 December 2019, certain plant and equipment items of the subsidiaries have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 651.8 million (2018: Baht 511.1 million).

During the year 2018, the subsidiaries capitalised interest amounting to Baht 31.3 million (2019: nil) to the costs of assets. These borrowing costs arose on loans obtained for specific purpose for the construction of plant and acquisition of machinery.

## **15. Goodwill**

Movement in the goodwill account during the year ended 31 December 2019 are summarised below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Net book value as at 31 December 2018	499,923
Less: Translation adjustment	<u>(18,808)</u>
Net book value as at 31 December 2019	<u>481,115</u>

The Company has determined recoverable amounts of its cash generating units (CGUs) based on value in use calculation using cash flow projections from financial budgets approved by the management covering a 5-year period.

Key assumptions used in value in use calculations under conservative basis summarise as follows:

	(Unit: Percent per annum)
Terminal growth rate	4.0
Discount rate	11.1

The management has considered the growth rate from policy, business plan, expected overall market growth rate, and discount rate which are the rates before income tax which relate to the specific risk in that operating segment.

The management has considered and believed that no impairment was required for goodwill.

**16. Intangible assets**

(Unit: Thousand Baht)

	Consolidated financial statements					
			Computer software		Intangible assets under development	
	Trademark	Patents	Computer software	Knowhow for manufacturing	assets under development	Total
<b>31 December 2019:</b>						
Cost	10,000	10,000	46,920	49,986	6,750	123,656
Less: Accumulated amortisation	(9,000)	(10,000)	(23,500)	-	-	(42,500)
Net book value	1,000	-	23,420	49,986	6,750	81,156
<b>31 December 2018:</b>						
Cost	10,000	10,000	33,890	49,986	9,670	113,546
Less: Accumulated amortisation	(8,000)	(10,000)	(18,224)	-	-	(36,224)
Net book value	2,000	-	15,666	49,986	9,670	77,322

(Unit: Thousand Baht)

	Separate financial statements	
	Computer software	
	Cost	Net book value
<b>31 December 2019:</b>		
Cost		5,200
Less: Accumulated amortisation		(824)
Net book value		4,376
<b>31 December 2018:</b>		
Cost		5,200
Less: Accumulated amortisation		(305)
Net book value		4,895

A reconciliation of the net book value of intangible assets for the years 2019 and 2018 is presented below.

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Net book value at beginning of year	77,322	67,007	4,895	3,640
Acquisition during the year - at cost	10,175	15,745	-	1,560
Amortisation for the year	(6,308)	(5,362)	(519)	(305)
Translation adjustment	(33)	(68)	-	-
Net book value at end of year	81,156	77,322	4,376	4,895

As at 31 December 2019, the management has assessed the allowance for impairment of intangible assets with indefinite useful lives, which is knowhow for manufacturing. The Company has determined recoverable amounts of its cash generating units (CGUs) based on value in use calculation using cash flow projections from financial budgets approved by the management covering a five-year period.

Key assumptions used in value in use calculations under conservative basis summarise as follows:

	(Unit: Percent per annum)
Terminal growth rate	2.8
Discount rate	8.3

The management has considered the growth rate from policy, business plan, expected overall market growth rate, and discount rate which are the rates before income tax which relate to the specific risk in that operating segment.

The management has considered and believed that no impairment was required for such intangible assets.

## 17. Short-term loans from financial institutions

The short-term loans from financial institutions carry interest at a reference fix loan rate of commercial banks. The loans are unsecured loans and no any certain conditions of restrictions stipulated in the agreements.

## 18. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Trade payables - related parties	16,611	20,165	-	-
Trade payables - unrelated parties	614,553	932,403	-	-
Other payables - related parties	5,339	11,814	-	-
Other payables - unrelated parties	297,781	318,916	22,087	9,585
Accrued expenses - related parties	967	322	-	-
Accrued expenses - unrelated parties	319,501	329,382	53,574	30,769
Accrued excise tax	137,700	162,611	-	-
Advance received	54,269	34,291	-	-
Total trade and other payables	<u>1,446,721</u>	<u>1,809,904</u>	<u>75,661</u>	<u>40,354</u>

## 19. Long-term loans from financial institutions

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2019</u>	<u>2018</u>
Long-term loans	1,333,750	1,679,950
Less: Portion due within one year	(291,000)	(401,250)
Long-term loans - net of current portion	<u>1,042,750</u>	<u>1,278,700</u>

During the year ended 31 December 2019, movements in long-term loans from financial institutions are summarised below.

	(Unit: Thousand Baht)
	Consolidated
	financial statements
	<u>2019</u>
Balance as at 31 December 2018	1,679,950
Add: Increase during the year	55,050
Less: Repayment during the year	(401,250)
Balance as at 31 December 2019	<u>1,333,750</u>

On 2 June 2017, a subsidiary had entered into long-term loan agreement with a financial institution with a given credit facilities of Baht 1,500 million, which the last drawn down period is within the last working day of March 2018. The interest is charged at the Minimum Loan Rate (MLR) reference rate minus fix rate per annum. The loan is repayable in 12 periods by 3-months installments, with the first of these due in June 2019. This long-term loan is secured by the Company (as mentioned in note 32.5.2). The long-term loan agreement contains conditions that require the subsidiary to comply with certain conditions and restrictions stipulated in the agreement, i.e. to maintain the consolidated financial statements' debt to equity ratio at the rate prescribed in the agreement. During the current year, the subsidiary made repayment for such long-term loan in full amount (31 December 2018: such subsidiary had outstanding long-term loan of Baht 280 million).

On 12 July 2017, a subsidiary had entered into long-term loan agreement with a financial institution with a given credit facilities of Baht 1,455 million, which the last drawn down period is within 28 December 2018. The interest charged is at the fixed rate for the first 2 years and the Minimum Loan Rate (MLR) reference rate minus fix rate per annum for the following years. The loan is repayable in 1-month installments over a period of 5 years, with the first of these due in August 2019. This long-term loan is unsecured. The long-term loan agreement contains conditions that require the subsidiary to comply with certain conditions and restrictions stipulated in the agreement, i.e. to maintain the subsidiary's debt to equity ratio at the rate prescribed in the agreement. Subsequently, on 21 January 2019, such subsidiary entered into an amendment to the agreement, extending the last drawn down period from 28 December 2018 to 31 January 2019. As at 31 December 2019, such subsidiary had outstanding long-term loan of Baht 1,334 million (2018: Baht 1,400 million).

## 20. Debentures

			(Unit: Thousand Baht)	
			Consolidated/separate financial statements	
	Interest rate (Percent)	Maturity date	2019	2018
No. 1/2018 - Series 1	2.23	15 June 2020	1,700,000	1,700,000
- Series 2	2.42	15 June 2021	720,000	720,000
No. 2/2018	2.42	15 June 2021	370,000	370,000
Total			2,790,000	2,790,000
Less: Deferred transaction costs			(1,880)	(4,080)
Total debentures			2,788,120	2,785,920
Less: Portion due within one year			(1,699,428)	-
Debentures - net of current portion			1,088,692	2,785,920

During the year ended 31 December 2019, movement in debentures are summarised below.

		(Unit: Thousand Baht)
		Consolidated/ separate financial statements
Balance as at 31 December 2018		2,785,920
Add: Amortisation of transaction costs for debentures issuance during the year		2,200
Balance as at 31 December 2019		2,788,120

These debentures are in the name of specific holders, unsubordinated and unsecured.

These debentures contain a covenant that require the Company to maintain financial ratio, i.e. to maintain the consolidated financial statements' debt to equity ratio at the rate prescribed.

Fair value of debentures, which are the latest price as at 31 December 2019, stated below.

	Fair values (Baht per unit)
Debentures No. 1/2018 - Series 1	1,002.1
- Series 2	1,006.8
Debentures No. 2/2018	1,006.8

## 21. Provision for long-term employee benefits

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Provision for long-term employee benefits at beginning of year</b>	109,049	102,197	61,543	54,026
Included in profit or loss:				
Current service cost	12,259	17,166	3,672	5,814
Interest cost	2,017	2,980	596	1,119
Past service cost	8,567	-	211	-
Included in other comprehensive income:				
Actuarial loss (gain)				
Demographic assumptions changes	1,613	(5,591)	1,615	3,300
Financial assumptions changes	10,004	(11,880)	655	(1,730)
Experience adjustments	923	8,871	(286)	(986)
Benefits paid during the year	<u>(8,652)</u>	<u>(4,694)</u>	<u>-</u>	<u>-</u>
<b>Provision for long-term employee benefits at end of year</b>	<u>135,780</u>	<u>109,049</u>	<u>68,006</u>	<u>61,543</u>

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 Group have additional long-term employee benefit liabilities of Baht 8.6 million (The Company only: Baht 0.2 million) as a result. The Group reflected the effect of the change by recognising past service costs as expenses in income statement of this year.

The Group expect to pay Baht 45.6 million of long-term employee benefits during the next year (Separate financial statements: Baht 44.3 million) (2018: Baht 51.2 million, separate financial statements: Baht 40.4 million).

As at 31 December 2019, the weighted average duration of the liabilities for long-term employee benefit is 6 - 21 years (Separate financial statements: 6 years) (2018: 4 - 20 years, separate financial statements: 4 years).

Key actuarial assumptions at the valuation date were as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019 (% per annum)	2018 (% per annum)	2019 (% per annum)	2018 (% per annum)
Discount rate	1.3 - 2.0	2.1 - 3.3	1.3	2.1
Future salary increase rate	5.0 - 6.0	5.0 - 6.0	6.0	6.0
Staff turnover rate (depending on age)	2 - 57	2 - 57	2 - 23	4 - 23

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)			
	As at 31 December 2019			
	Consolidated financial statements		Separate financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(9.2)	10.9	(1.0)	1.2
Salary increase rate	10.1	(8.7)	1.1	(1.0)
	<u>Increase 20%</u>	<u>Decrease 20%</u>	<u>Increase 20%</u>	<u>Decrease 20%</u>
Staff turnover rate	(11.4)	15.4	(0.6)	0.7

	(Unit: Million Baht)			
	As at 31 December 2018			
	Consolidated financial statements		Separate financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(4.3)	7.1	(0.9)	0.9
Salary increase rate	6.7	(4.1)	0.9	(0.8)
	<u>Increase 20%</u>	<u>Decrease 20%</u>	<u>Increase 20%</u>	<u>Decrease 20%</u>
Staff turnover rate	(5.6)	9.6	(0.7)	0.8



## 22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to 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.

### 23. Revenue from contracts with customers

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2019</u>	<u>2018</u>
		(Restated)
Revenue from sales of energy drinks	12,880,815	12,537,794
Revenue from sales of products under Carabao's trademark	531,756	806,311
Revenue from distribution of other products	1,408,988	1,019,556
Others	111,453	58,401
Total revenue from contracts with customers - recognised at a point in time	14,933,012	14,422,062

### 24. Other income/other expenses

#### 24.1 Other income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	2019	2018	financial statements
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Rental and service income	68,888	70,211	-	-
Scrap sales income	12,246	14,779	-	-
Gain on sales of equipment	3,348	14,915	-	-
Income from sales and trade-off				
premium goods	3,199	5,943	-	-
Interest income	1,585	1,144	93,081	127,087
Management income	-	-	280,200	254,400
Others	29,538	27,902	459	1,695
Total other income	118,804	134,894	373,740	383,182

#### 24.2 Other expenses

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	2019	2018	financial statements
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Loss on exchange	11,693	16,083	1,750	25,747
Loss from impairment of investment				
in subsidiary	-	-	1,498,756	-
Total other expenses	11,693	16,083	1,500,506	25,747

## 25. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Raw materials and packing materials used	4,634,629	5,294,993	-	-
Purchase of finished goods	1,792,614	1,808,188	-	-
Excise tax	1,256,702	1,335,466	-	-
Salaries, wages and other employee benefits	1,471,503	1,334,572	208,460	160,666
Sales promotion expenses	734,974	1,185,193	-	-
Depreciation and amortisation	533,734	463,781	520	305
Consumables used	367,000	375,141	-	-
Travelling expenses	295,802	290,193	40	517
Utility service expenses	288,123	240,404	1	1
Freight expenses	184,548	197,013	-	-
Repair and maintenance expenses	183,114	96,232	1,051	444
Advertising expenses	169,462	329,009	-	-
Loss on exchange	11,693	16,083	1,750	25,747
Changes in inventories of finished goods	2,325	(66,094)	-	-
Loss from impairment of investment in subsidiary	-	-	1,498,756	-

## 26. Income tax

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Current income tax:</b>				
Current corporate income tax charge	531,809	400,427	17,347	22,736
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	32,199	(32,151)	(301,087)	(578)
<b>Income tax reported in the income statement</b>	<u>564,008</u>	<u>368,276</u>	<u>(283,740)</u>	<u>22,158</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)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Current income tax:</b>				
Deferred tax relating to actuarial gain (loss)	(2,508)	1,720	(397)	(117)

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Accounting profit before tax	<u>3,032,370</u>	<u>1,328,591</u>	<u>1,901,148</u>	<u>794,828</u>
Applicable tax rate	16.5%, 19%, 20%, 25%	16.5%, 19%, 20%, 26%	20%	20%
Accounting profit before tax multiplied by applicable tax rate	610,186	274,641	380,230	158,966
Effects of:				
Promotional privileges (Note 27)	(95,036)	(65,433)	-	-
Income not subject to tax	(8,567)	(6,481)	(663,998)	(136,800)
Non-deductible expenses	10,239	6,734	36	10
Additional expense deductions allowed	(64,341)	(64,388)	(8)	(18)
Unrecognised tax loss as deferred tax assets	111,527	223,203	-	-
Total	<u>(46,178)</u>	<u>93,635</u>	<u>(663,970)</u>	<u>(136,808)</u>
Income tax reported in the income statement	<u>564,008</u>	<u>368,276</u>	<u>(283,740)</u>	<u>22,158</u>

As at 31 December 2019, the subsidiaries have unused tax losses of 2016 - 2019 totaling Baht 2,619 million, (2018: unused tax losses of 2016 - 2018 totaling Baht 2,225 million) on which deferred tax assets have not been recognised as the subsidiaries believes that the subsidiaries have uncertainty of utilisation of the unused tax losses in the future.

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Deferred tax assets</b>				
Provision for long-term employee benefits	21,690	16,344	8,367	7,074
Provision for trade discounts and promotions	11,645	13,855	-	-
Allowance for diminution in value of inventories	533	885	-	-
Tax losses	-	29,919	-	-
Accrued expenses	-	3,000	-	-
Loss from impairment of investment in subsidiary	-	-	299,751	-
<b>Total</b>	<b>33,868</b>	<b>64,003</b>	<b>308,118</b>	<b>7,074</b>
<b>Deferred tax liabilities</b>				
Different rate of depreciation	1,411	1,470	-	-
Transaction costs of debentures	376	816	376	816
<b>Total</b>	<b>1,787</b>	<b>2,286</b>	<b>376</b>	<b>816</b>
<b>Total deferred tax assets and liabilities - net</b>	<b>32,081</b>	<b>61,717</b>	<b>307,742</b>	<b>6,258</b>

As at 31 December 2019 and 2018, the above deferred tax assets and liabilities are presented in the statements of financial position as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Deferred tax assets	33,492	63,183	307,742	6,258
Deferred tax liabilities	(1,411)	(1,466)	-	-
<b>Total deferred tax assets and liabilities - net</b>	<b>32,081</b>	<b>61,717</b>	<b>307,742</b>	<b>6,258</b>

## 27. Promotional privileges

Asia Pacific Glass Co., Ltd., a subsidiary, has received promotional privileges under the Investment Promotion Act B.E. 2520 as approved by the Board of Investment. Subject to the imposed conditions, the significant privileges are as follows:

Descriptions	Privileged details	
1. Certificate No.	2326(4)/2556	59-1062-0-00-1-0
2. Certificate date	24 September 2013	18 August 2016
3. Promotional privileges for	Manufacture of glass bottle	Manufacture of glass bottle
4. The significant privileges are:		
4.1 Exemption from corporate income tax on income from the promoted operation.	6 years (expire on 7 August 2020)	3 years (expire on 19 December 2020) (Tax exempted according with investment)
4.2 Exemption from income tax on dividends paid from the promoted operation on which the corporate income tax is exempted throughout the corporate income tax exemption period.	6 years (expire on 7 August 2020)	3 years (expire on 19 December 2020)
4.3 Exemption from import duty on machinery as approved by the board.	Granted	-
4.4 Fifty percent reduction of import duty on machinery as approved by the board.	-	Granted

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

(Unit: Thousand Baht)

	Promoted operations		Non-promoted operations		Total	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
	Domestic sales	1,570,886	1,438,661	6,162	34,809	1,577,048

## 28. Earnings per share

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

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Profit for the years attributable to equity holders the Company (Thousand Baht)	2,506,461	1,158,572	2,184,888	772,670
Weighted average number of ordinary shares (Thousand shares)	1,000,000	1,000,000	1,000,000	1,000,000
Earnings per share (Baht/share)	2.51	1.16	2.18	0.77

## 29. 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 chief operating decision maker has been identified as executive chairman.

For management purposes, the Group are organised into business units based on its products and services and have 3 reportable segments as follows:

- (1) Manufacture and distribution of energy drinks
- (2) Manufacture and distribution of products under Carabao's trademark
- (3) Distribution of other products

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Group' operating segments for the years ended 31 December 2019 and 2018.

(Unit: Million Baht)

## Consolidated financial statements

	Manufacture and distribution of products under Carabao's trademark Distribution of other products Others Total									
	Manufacture and distribution of energy drinks		Carabao's trademark		Distribution of other products		Others		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
<b>Revenue</b>										
Revenue from external customers	12,881	12,538	532	806	1,409	1,020	111	58	14,933	14,422
<b>Segment gross profit</b>	5,581	4,396	71	85	118	107	40	21	5,810	4,609
Others income									119	135
Selling and distribution expenses									(1,968)	(2,520)
Administrative expenses									(785)	(772)
Other expenses									(11)	(16)
Finance cost									(133)	(107)
<b>Profit before income tax expenses</b>									3,032	1,329
Income tax expenses									(564)	(369)
<b>Profit for the year</b>									2,468	960

**Geographic information**

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

(Unit: Million Baht)

## Consolidated financial statements

	<u>2019</u>	<u>2018</u>
	(Restated)	
<b>Revenue from external customers</b>		
Domestic		
Thailand	7,879	7,926
Overseas		
CLMV group	5,901	5,498
China	496	592
United Kingdom	30	57
Others	627	349
<b>Total</b>	<u>14,933</u>	<u>14,422</u>

In 2019, the Group have revenue from domestic sales at 53 percent (2018: 55 percent) and revenue from overseas sales at 47 percent (2018: 45 percent).

## Major customers

In 2019, the Group had 2 major customers with revenue of 10 percent or more than of its consolidated revenue (2018: 1 major customer).

## 30. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contribute to the fund monthly at the rate of 2 - 5 percent of basic salary. The fund, which is managed by K Master Pooled fund and Kasikorn Assets Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2019 by the Group amounting to approximately Baht 18.0 million (2018: Baht 17.0 million) were recognised as expenses, the Company only: Baht 4.2 million (2018: Baht 4.2 million).

## 31. Dividends

Dividend	Approved by	Dividend		
		Total dividends (Million Baht)	per share (Baht)	Paid on
<b><u>The Company</u></b>				
<b><u>For the year 2019</u></b>				
Dividend from 2018 income	Annual General Meeting of the Shareholders on 23 April 2019	600	0.6	May 2019
Interim dividend	Board of directors' meeting of the Company on 8 August 2019	<u>500</u>	0.5	September 2019
<b>Total dividends for 2019</b>		<b><u>1,100</u></b>		

### For the year 2018

Dividend from 2017 income	Annual General Meeting of the Shareholders on 25 April 2018	500	0.5	May 2018
Interim dividend	Board of directors' meeting of the Company on 10 August 2018	<u>200</u>	0.2	September 2018
<b>Total dividends for 2018</b>		<b><u>700</u></b>		

Dividend	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)	Paid on
<b><u>Subsidiaries</u></b>				
<b><u>For the year 2019</u></b>				
<u>Carabao Tawandang Co., Ltd.</u>				
Interim dividend	Board of directors' meeting of Carabao Tawandang Co., Ltd. on 10 May 2019	240	80	September 2019
Interim dividend	Board of directors' meeting of Carabao Tawandang Co., Ltd. on 8 November 2019	1,020 <sup>(1)</sup>	340	May 2020
Interim dividend	Board of directors' meeting of Carabao Tawandang Co., Ltd. on 19 December 2019	1,410 <sup>(1)</sup>	470	May 2020
<b>Total</b>		<b>2,670</b>		
<u>Asia Pacific Glass Co., Ltd.</u>				
Interim dividend	Board of directors' meeting of Asia Pacific Glass Co., Ltd. on 10 May 2019	130	10	September 2019
Interim dividend	Board of directors' meeting of Asia Pacific Glass Co., Ltd. on 8 November 2019	325 <sup>(1)</sup>	25	May 2020
Interim dividend	Board of directors' meeting of Asia Pacific Glass Co., Ltd. on 19 December 2019	195 <sup>(1)</sup>	15	May 2020
<b>Total</b>		<b>650</b>		
<b>Total dividend for 2019</b>				
		<b>3,320</b>		
<b><u>For the year 2018</u></b>				
<u>Carabao Tawandang Co., Ltd.</u>				
Interim dividend	Board of directors' meeting of Carabao Tawandang Co., Ltd. on 9 May 2018	204	68	September 2018
Interim dividend	Board of directors' meeting of Carabao Tawandang Co., Ltd. on 9 November 2018	480 <sup>(1)</sup>	160	May 2019
<b>Total dividend for 2018</b>		<b>684</b>		

<sup>(1)</sup> As at 31 December 2019 and 2018, the Company had dividend receivable of Baht 2,950 million and Baht 480 million, respectively, which the subsidiary will pay to their shareholders within 31 May 2020 and 2019, respectively.

## 32. Commitments and contingent liabilities

### 32.1 Capital commitments

As at 31 December 2019 and 2018, the subsidiaries had capital commitments, relating to the construction of factory buildings and acquisition of machinery as follows:

	(Unit: Million)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Currencies:				
Baht	11.7	49.0	-	-
Euro	0.1	0.5	-	-

### 32.2 Operating lease and service commitments

The Group has entered into several lease agreements in respect of the lease of office space, motor vehicles, equipment and service agreements. The terms of the agreements are generally between 1 and 5 years.

As at 31 December 2019 and 2018, Company and its subsidiaries had future minimum lease payments required under these non-cancellable operating leases and service contracts were as follows.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Payable:				
In up to 1 year	112.9	120.5	1.9	4.4
In over 1 year and up to 5 years	49.8	135.8	0.9	2.9



### 32.3 Significant agreements with related parties

32.3.1 On 17 July 2012, Carabao Tawandang Co., Ltd., (a subsidiary) and Tawandang DCM Co., Ltd., (another subsidiary), entered into an agency agreement whereby the Tawandang DCM Co., Ltd. agreed to be a sole distributor of Carabao Tawandang Co., Ltd.'s beverage. The agreement is effective for a period of 10 years, to be expired on 14 October 2022 and renewable every 5 years. Under the conditions of this agreement, Carabao Tawandang Co., Ltd. is obliged to support Tawandang DCM Co., Ltd., with regard to its advertising and promotional expenses incurred according to the terms and conditions of the agreement.

32.3.2 Carabao Tawandang Co., Ltd. (a subsidiary) and Asia Pacific Glass Co., Ltd., (another subsidiary), entered into a sale and purchase agreement for 150 ml amber glass bottle and 250 ml clear glass bottle in accordance with quantity and design as depurated in the agreement. This agreement is effective since the date on the agreement unless cancelled by either party.

32.3.3 On 20 November 2013, Carabao Tawandang Co., Ltd., (a subsidiary) entered into a public relation and brand image agreement with a related company. Under the condition of this agreement, the subsidiary has obliged to pay a fee of Baht 10 million per annum. The agreement is effective for a period of three years between 1 January 2014 and 31 December 2016.

On 1 July 2014, the subsidiary entered into a supplemental agreement to modify the period of the agreement from 3 years to 5 years, whereby the rate of public relation and brand image fee remains unchanged. In addition, the subsidiary agrees to automatically extend the agreement for another 5 years after the expiration on 31 December 2018 and also agrees to pay for the fee of Baht 12 million per year. This agreement is effective on 1 July 2014 onwards.

32.3.4 On 25 January 2018, the Company entered into a technical assistance and management agreement with a subsidiary. The agreement is effective since 1 November 2017 unless cancelled by either party. Under the condition of this agreement, the Company receives a monthly service fee of Baht 1.2 million.

On 20 March 2019, the Company entered into a technical assistance and management agreement with other three subsidiaries. The agreements are effective for a period of 3 years between 1 January 2019 and 31 December 2021. Under the condition of this agreement, the Company receives a monthly service fee of Baht 22.2 million. Subsequently, the Company agreed to change the expiration date of the agreement from 31 December 2021 to 31 December 2019.

33.3.5 Carabao Tawandang Co., Ltd. (a subsidiary) entered into a rental and service agreements with the Company, two subsidiaries, and three related companies. The agreements are effective for a period of 3 years. Under conditions of these agreements, Carabao Tawandang Co., Ltd. receives a monthly rental and service income of Baht 1.7 million.

- 32.3.6 Carabao Tawandang Co., Ltd. (a subsidiary) and Tawandang DCM Co., Ltd. (another subsidiary), entered into a trademark license agreements for using trademark of Carabao Tawandang Co., Ltd. for certain product. The agreement is effective for a period of 1 year (to be expired on 31 January 2020 and 21 June 2020) and 5 years (to be expired on 19 October 2023). Under the conditions of these agreements, Tawandang DCM Co., Ltd. is obliged to pay trademark license fees as specified in the agreements and Carabao Tawandang Co., Ltd. is obliged to support the marketing expenses incurred according to such trademark.
- 32.3.7 Tawandang DCM Co., Ltd. (a subsidiary) entered into an agency agreements with three related companies whereby the Tawandang DCM Co., Ltd. agreed to be a sole distributor of such related companies' products. The agreements are effective for a period of one year, and renewable every year. Under the conditions of these agreements, such related companies are obliged to support Tawandang DCM Co., Ltd., with regard to its advertising and promotional expenses incurred according to the terms and conditions of the agreements.
- 32.3.8 On 20 October 2016, Carabao Tawandang Co., Ltd. (a subsidiary) and Carabao Venture Holdings (Luxembourg) S.à r.l. (another subsidiary), entered into an agency agreement whereby the Carabao Venture Holdings (Luxembourg) S.à r.l. agreed to be a sole distributor of Carabao Tawandang's products in the countries as specified in the agreement. The agreement is effective for a period of 9 years, to be expired on 19 October 2025.
- 32.3.9 On 1 July 2017, Asia Can Manufacturing Co., Ltd. (a subsidiary) entered into license agreement for using the knowhow for manufacturing with an unrelated company in overseas. This agreement is effective since the date on the agreement unless cancelled by either party. Under the condition of this agreement, such subsidiary has already paid for such license fee of Baht 50 million. In addition, such subsidiary is obliged to pay a royalty fee in quarterly basis at a rate specified in the agreement.
- 32.3.10 On 1 September 2017, Asia Pacific Glass Co., Ltd. (a subsidiary) entered into a land lease agreement with Asia Can Manufacturing Co., Ltd. (another subsidiary). The agreement is effective for a period of 30 years, to be expired on 31 August 2047 and renewable. Under the conditions of this agreement, Asia Pacific Glass Co., Ltd. received rental in advance of Baht 50 million.
- 32.3.11 Carabao Tawandang Co., Ltd. (a subsidiary) and Tawandang DCM Co., Ltd., (another subsidiary), entered into car rental agreements for transportation with a related company. The agreements are effective for a period of 5 years. Under the condition of this agreement, the subsidiaries have obliged to pay a fee of Baht 1.5 million per month.

### **32.4 Sponsorship agreement**

32.4.1 On 16 July 2015 and 1 April 2016, Carabao Tawandang Co., Ltd. (a subsidiary) entered into a sponsorship agreements with two local football clubs concerning the marketing right regarding benefits and public relations as stipulated in the agreements. The agreements are effective from the date on the agreement until 31 December 2019 and 31 December 2020, respectively. As at 31 December 2019, such subsidiary is obliged to pay total fee of Baht 5 million to the football club under conditions of this agreement.

32.4.2 On 18 November 2015, Carabao Tawandang Co., Ltd. (a subsidiary) and an unrelated company in overseas entered into a sponsorship agreement with a football club registered in England concerning the marketing right to promote the brands and trademarks of the subsidiary in a football match. The agreement is effective for a period of 3 years between 1 May 2016 and 30 June 2019.

On 10 January 2017, the unrelated company has entered into an agreement to transfer its rights and obligations under the sponsorship agreement to Intercarabao Limited (another subsidiary) and Carabao Venture Holdings (Luxembourg) S.à r.l. (another subsidiary). The agreement is effective on 21 October 2016 onwards.

On 27 April 2017, such three subsidiaries entered into an amendment to the agreement with respect to the marketing right and sponsorship fee. The subsidiaries obtained a special condition to extend the period of the agreement from 3 years to 5 years, expiring on 30 June 2021, with additional fee totaling Pound 3 million. However, the marketing right in year 4 - 5 will be decreased from Principal Partner to be Global Sponsorship.

As at 31 December 2019, Carabao Tawandang Co., Ltd. and 2 overseas subsidiaries are obliged to pay a fee of Pound 1.7 million and Pound 2.9 million, respectively, to the football club under conditions of this agreement (2018: Pound 2.6 million and Pound 5.8 million, respectively).

Subsequently, on 10 January 2020, such three subsidiaries entered into an amendment to the agreement to transfer all of their rights and obligations solely to Carabao Tawandang Co., Ltd. The agreement is effective on 1 January 2020 onwards.

32.4.3 On 1 June 2016, Intercarabao Limited (a subsidiary) entered into a sponsorship agreement with a football club registered in England concerning the marketing right to promote the brands and trademarks of the subsidiary in a football match. The agreement is effective for a period of 3 years between 1 June 2016 and 31 May 2019.

32.4.4 On 1 November 2016, Carabao Venture Holdings (Luxembourg) S.à r.l. (a subsidiary) entered into a sponsorship agreement with The Football League Limited which is incorporated in England. Under the condition of this agreement, the subsidiary is entitled to formally use the name and trademark of Carabao Tawandang Co., Ltd. (another subsidiary) to be the title of the football match and to promote the brand and trademark over a period of 3 seasons (from 2017/2018 Season to 2019/2020 Season). The subsidiary is obliged to pay a fee to such company under the terms and conditions specified in this agreement. The agreement is effective for a period of 3 years between 1 June 2017 and 31 May 2020.

On 30 March 2018, Carabao Venture Holdings (Luxembourg) S.à r.l has entered into an amendment to the agreement to transfer its rights and obligations under the sponsorship agreement with The Football League Limited to Intercarabao Limited (another subsidiary) and Carabao Tawandang Co., Ltd. (another subsidiary). The agreement is effective on 30 March 2018 onwards.

On 22 May 2019, such two subsidiaries have entered into an amendment to the agreement to extend a period under the sponsorship agreement with The Football League Limited over a period of 2 seasons (from 2020/2021 Season to 2021/2022 Season). The subsidiaries are obliged to pay a fee to such company under the terms and conditions specified in this agreement. The agreement is effective from the date on the agreement until 31 May 2022.

Subsequently, on 7 January 2020, such two subsidiaries entered into an amendment to the agreement to transfer all of its rights and obligations solely to Carabao Tawandang Co., Ltd. The agreement is effective on 1 January 2020 onwards.

### 32.5 Guarantees

- 32.5.1 As at 31 December 2019, the Company has guaranteed for credit facilities, in form of letter of credit and forward contract, of Carabao Tawandang Co., Ltd. (a subsidiary) and Asia Pacific Glass Co., Ltd. (another subsidiary) amounting to Baht 1,100 million (2018: Baht 1,100 million).
- 32.5.2 As at 31 December 2018, the Company has guaranteed loan of Carabao Tawandang Co., Ltd. (a subsidiary) with a given credit facility of Baht 1,500 million (2019: nil).
- 32.5.3 As at 31 December 2019, there were outstanding bank guarantees of approximately Baht 31.5 million (2018: Baht 52.2 million) issued by banks on behalf of the subsidiaries to guarantee the use of electricity and natural gas, and the submission of excise tax.

### 33. Fair value hierarchy

As at 31 December 2019 and 2018, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

	Consolidated financial statements								(Unit: Million Baht)	
	Level 1		Level 2		Level 3		Total		2019	2018
	2019	2018	2019	2018	2019	2018	2019	2018		
<b>Asset for which fair value are disclosed</b>										
Investment properties	-	-	-	-	167.9	179.0	167.9	179.0		
<b>Liability for which fair value are disclosed</b>										
Debentures	-	-	2,801.0	2,785.5	-	-	2,801.0	2,785.5		
<b>Separate financial statements</b>										
Level 1		Level 2		Level 3		Total				
2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	
<b>Liability for which fair value are disclosed</b>										
Debentures	-	-	2,801.0	2,785.5	-	-	2,801.0	2,785.5		

## 34. Financial instruments

### 34.1 Financial risk management

The Group'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 other receivables, short-term loans to related parties, investment, trade accounts payable and other payables, short-term and long-term loans from financial institutions, and debentures. The financial risks associated with these financial instruments and how they are managed is described below.

#### ***Credit risk***

The Group's is exposed to credit risk primarily with respect to trade accounts receivable, other receivables and short-term loans to related parties. The Group manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. The maximum exposure to credit risk is limited to the carrying amounts of trade accounts receivables and other receivables and short-term loans to related parties as stated in the statement of financial position.

#### ***Interest rate risk***

The Group's exposure to interest rate risk relates primarily to its cash at banks, short-term loans to related parties, short-term and long-term loans from financial institutions and debentures. However, most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

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

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2019				
	Fixed interest rates within 1 year	Floating interest rate	Interest bearing	Total	Effective interest rate (% per annum)
<b>Financial assets</b>					
Cash and cash equivalent	686	225	51	962	0.01 - 1.00
Trade and other receivables	-	-	1,140	1,140	-
	<u>686</u>	<u>225</u>	<u>1,191</u>	<u>2,102</u>	
<b>Financial liabilities</b>					
Short-term loans from financial institutions	7	-	-	7	1.8
Trade and other payables	-	-	1,447	1,447	-
Long-terms loan from financial institutions	-	1,334	-	1,334	MLR minus a margin
Debentures	2,788	-	-	2,788	2.2 - 2.4
	<u>2,795</u>	<u>1,334</u>	<u>1,447</u>	<u>5,576</u>	

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2018				
	Fixed interest rates within 1 year	Floating interest rate	Interest bearing	Total	Effective interest rate (% per annum)
<b>Financial assets</b>					
Cash and cash equivalent	-	101	37	138	0.01 - 0.63
Trade and other receivables	-	-	907	907	-
	<u>-</u>	<u>101</u>	<u>944</u>	<u>1,045</u>	
<b>Financial liabilities</b>					
Short-term loans from financial institutions	275	-	-	275	1.7 - 2.3
Trade and other payables	-	-	1,810	1,810	-
Long-terms loan from financial institutions	-	1,680	-	1,680	MLR minus a margin
Debentures	2,786	-	-	2,786	2.2 - 2.4
	<u>3,061</u>	<u>1,680</u>	<u>1,810</u>	<u>6,551</u>	

(Unit: Million Baht)

	Separate financial statements				
	As at 31 December 2019				
	Fixed interest rates within 1 year	Floating interest rate	Interest bearing	Total	Effective interest rate (% per annum)
<b>Financial assets</b>					
Cash and cash equivalent	555	13	9	577	0.1 - 0.6
Trade and other receivables	-	-	3	3	-
Short-term loans to related parties	2,486	-	-	2,486	2.8
Dividend receivable from related parties	-	-	2,950	2,950	-
	<u>3,041</u>	<u>13</u>	<u>2,962</u>	<u>6,016</u>	
<b>Financial liabilities</b>					
Trade and other payables	-	-	76	76	-
Debentures	2,788	-	-	2,788	2.2 - 2.4
	<u>2,788</u>	<u>-</u>	<u>76</u>	<u>2,864</u>	

(Unit: Million Baht)

	Separate financial statements				
	As at 31 December 2018				
	Fixed interest rates within 1 year	Floating interest rate	Interest bearing	Total	Effective interest rate (% per annum)
<b>Financial assets</b>					
Cash and cash equivalent	-	16	3	19	0.1 - 0.6
Trade and other receivables	-	-	7	7	-
Short-term loans to related parties	3,996	-	-	3,996	2.8
Dividend receivable from related parties	-	-	480	480	-
	<u>3,996</u>	<u>16</u>	<u>490</u>	<u>4,502</u>	
<b>Financial liabilities</b>					
Trade and other payables	-	-	40	40	-
Debentures	2,786	-	-	2,786	2.2 - 2.4
	<u>2,786</u>	<u>-</u>	<u>40</u>	<u>2,826</u>	

### **Foreign currency risk**

The subsidiaries' exposure to foreign currency risk arises mainly from trading transactions and services that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currencies as at 31 December 2019 and 2018 are summarised below.

Foreign currencies	As at 31 December 2019					
	Consolidated financial statements		Separate financial statements		Average exchange rate	
	Financial assets (Million)	Financial liabilities (Million)	Financial assets (Million)	Financial liabilities (Million)	Bought (Baht per 1 foreign currency unit)	Sold
US dollar	5.2	2.2	-	-	29.9767	30.3313
Euro	0.3	0.4	0.8	-	33.3775	34.0846
Pound sterling	0.2	-	-	-	39.0910	39.9523
Yen	-	18.8	-	-	0.2723	0.2796
Hong Kong dollar	-	0.6	-	-	3.8238	3.9136
Yuan	-	0.5	-	-	4.2558	4.3736

Foreign currencies	As at 31 December 2018					
	Consolidated financial statements		Separate financial statements		Average exchange rate	
	Financial assets (Million)	Financial liabilities (Million)	Financial assets (Million)	Financial liabilities (Million)	Bought (Baht per 1 foreign currency unit)	Sold
US dollar	2.8	2.2	-	-	32.2848	32.6148
Euro	0.5	2.7	0.8	-	36.7620	37.4884
Pound sterling	0.2	-	8.1	-	40.6118	41.5216
Yen	-	32.1	-	-	0.2892	0.2970
Hong Kong dollar	-	0.4	-	-	4.1023	4.1808
Yuan	-	0.5	-	-	4.6636	4.7838

### **34.2 Fair values of financial instruments**

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, trade and other receivables, short-term loans to related parties, dividend receivable, trade and other payables and short-term loans from financial institution, their carrying amounts in the statement of financial position approximate their fair value.
- b) For fixed rate debentures and long-term loans, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
- c) For long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

### **35. Capital management**

The primary objective of the Group' 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 Group's debt-to-equity ratio were 0.70:1 (2018: 0.94:1) and the Company's was 0.41:1 (2018: 0.48:1).

### **36. Events after the reporting period**

- 36.1 On 6 February 2020, the meeting of the Board of Directors of Carabao Holdings (Hong Kong) Limited (CHHK) (a subsidiary) pass a resolution to increase its registered share capital from USD 85.9 million to USD 89.8 million (increase USD 3.9 million). The Company had already made the payment for share subscription. Such subsidiary registered the share capital increase on 6 February 2020.
- 36.2 On 6 February 2020, the meeting of the Board of Directors of Intercarabao Limited (ICUK) pass a resolution to additional call up the remaining amount of its registered share capital of GBP 0.1 million, as described in Note12.5.5. CVHLUX paid for the share subscription on 6 February 2020.
- 36.3 On 6 February 2020, the meeting of the Board of Directors of Intercarabao Limited (ICUK) (a subsidiary) pass a resolution to increase its registered share capital from GBP 74.6 million to GBP 80.6 million (increase GBP 6.0 million or EUR 7.1 million). Such subsidiary registered the share capital increase on 6 February 2020.

- 36.4 On 6 February 2020, CVHLUX purchase the additional ordinary shares of ICUK of GBP 6.0 million or EUR 7.1 million and had partially made the payment for such share subscription totaling GBP 2.9 million.
- 36.5 On 20 February 2020, the meeting of the Company's Board of Directors pass a resolution to approve as follows
- 36.5.1 Approve the issuance and sales of debentures in principal amount not exceeding Baht 5,000 million or in other currency in equivalent value. However, such issuance and sales of debentures is subject to the approval of the Annual General Meeting of the Company's shareholders to be held in April 2020.
- 36.5.2 Approve an establishment of a subsidiary in Thailand for engaging in the manufacturing and distribution of packaging business with a registered capital not exceeding Baht 700 million.

**37. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 20 February 2020.



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