



**TPnC**  
PACKAGING

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## Message from the Chairman of the Board



Dear Stakeholders

It is with great pleasure that I bring to you the Annual Report of Thai Plaspac Public Company Limited (“TPAC”) for FY22.

The early signs of positive momentum in the world economy at the start of 2022, with Covid receding from many geographies and growth revival expectations, were soon eclipsed with the invasion of Russia in Ukraine, leading to a worldwide turmoil. What followed was a climate of geopolitical uncertainty, worsening inflationary environment with energy and food prices hitting through the roof and rising input costs across the board. The demand was severely affected, as much as supply was because of logistics disruptions, labour shortage, tightening of monetary policies, amongst many other factors. Despite all these challenges, the year of 2022 for TPAC was no less than a transformative one, where we not only demonstrated a strong financial performance, but also achieved significant milestones in our journey towards becoming a global company.

The Company's geographically diversified manufacturing operations, intimacy with customers and non-cyclical and diversified product portfolio, have proven once again, to be one of the Company's greatest assets. With ~ 3000 people in 4 countries, serving more than 1500 customers with a portfolio of innovative and sustainable products, TPAC is fully geared up for a continued successful journey in years to come.

### Strategic Vision and Approach

Our Vision of becoming a world class global packaging company, whose innovation positively impact the world and attract the most passionate minds, comes from our deep-rooted philosophy and purpose to create value for all stakeholders. In our minds, the true testimony of a successful organization is one, which truly believes in the bringing their customer, employee, partners, shareholders at the centre point of their strategy and works relentlessly in creating value and bring sustainable growth for all these stakeholders. The financial profits, for us are a by-product of what we set out to aim for ourselves in this journey of becoming better than yesterday, every day.



It is this purpose which has led us to be one of the fastest growing packaging companies in Asia which we take immense pride in and hope to keep the momentum going on for years to come. With every passing year, as we continue to spread our wings and enter new geographies, we remain embedded in our roots, proud of our strong legacy, guided by our mission to build Thai global packaging company. At the same time, we have not allowed our aspirations to grow beyond our existing capabilities and for the time being have kept a razor-sharp focus on deepening our presence in emerging markets, where we expect the consumption growth, which serves a proxy for our business demand, to be faster than the world's average. To that effect, we have consciously invested in the last few years in building a state-of-the-art infrastructure and a strong management team in India, MEA and ASEAN region to support and accelerate our growth in these markets.

Inorganic growth also remains a key driver, which enables us to achieve geographical expansion, technology advancements, diversify product portfolio and increase customer base in a relative short span. Given our history of successfully integrating five acquisitions since 2018, we consider M&A as an integral part of our business strategy and keep scouting for new opportunities for future growth. 2022 was again a pivotal year for TPAC from this standpoint, where we added Skypet into our portfolio and also successfully integrated Combi Pack into the TPAC family.

### **Steps towards Sustainability**

Current circumstances have pushed all of us to rise above and beyond our own limitations and to realign our aspirations of business and technological advancement and growth keeping sustainability as its core. Today, our business roadmap includes a holistic, sustainable strategy aimed at providing long-term value for our stakeholders.

TPAC, on a continual basis has initiated projects keeping sustainability in mind such as production using recycled polymers, conversion from non-recyclable unfriendly polymers to recyclable winners, weight optimisation projects, etc. In addition to this, green energy initiatives that we embarked on last year, such as solar rooftop projects and plant & protect campaign reflects our commitment to environmental sustainability.

### **Our Appreciation**

At the end, I would like to extend my sincere thanks to all the employees for their unwavering dedication and hard work, which contributed to TPAC's success. I also want to express my appreciation to all our business partners including our customers, vendors, bankers, advisors for their integral support through all times.

I would also like to thank you, our shareholders, for your continued trust and support in Thai Plaspac Public Company Limited.

Warm Regards

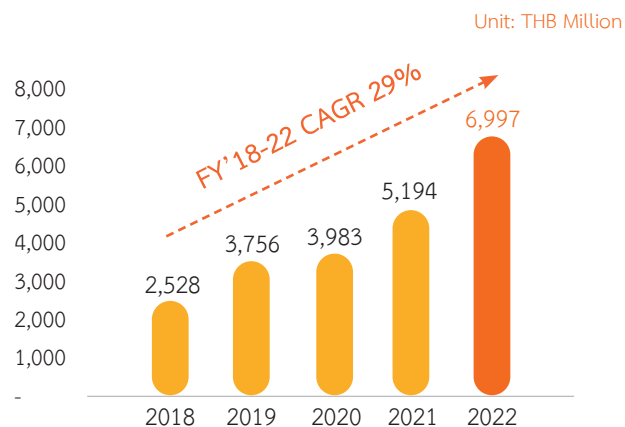


Yashovardhan Lohia  
Chairman of the Board of Director

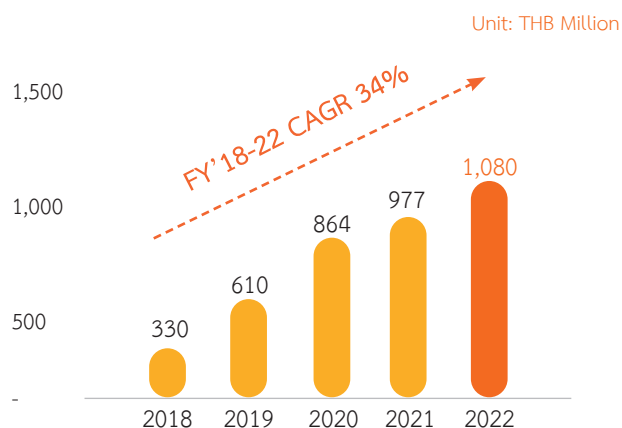
## Message from the Group Chief Executive Officer

Dear Shareholders and all Stakeholders,

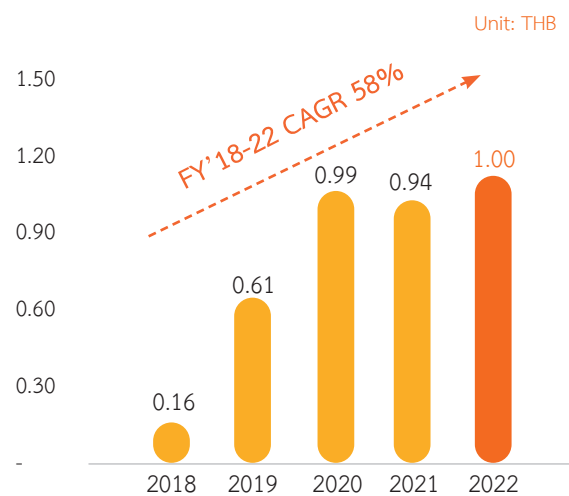
### SALES



### CORE EBITDA



### CORE EPS



TPAC finished the year with core EBITDA at THB 1,080 million, representing an increase of 11% to the previous year, while the core EPS showing an increase from 0.94 TBH in 2021 to 1.00 TBH in 2022.

Overall, we delivered another strong year of financial performance. I am proud of the groundwork we continued to aggressively lay to become the world class packaging company which we are serious about.

I was fortunate this year to have been able to spend a lot of time out in the field getting in front of our dear customers. This undoubtedly is one of the best ways for me to spend my time! It felt great, post Covid, to have been able to get out there in the world again. And also having our teams back to the office in full. Hearing from our customers, listening to them, provides me with a much more holistic view of what it means for us to be a great packaging company.

On that note we must embrace digitalization and work on this area is in full swing. Digital transformation of our companies post acquisition have been slower than we would have liked. Covid restricted our digital teams from crossing borders and being physically present at our international sites. Nevertheless, we are now working hard to ensure that all our sites are up to speed. Real time dashboards are being refined to provide insight to all aspects of our business. Most importantly though, building a culture where management is extracting value from such digital tools, resulting in sharper, faster strategic insight and decision-making. Another powerful tool if used right is our companywide CRM which we also look to roll out this year.

To compliment a world class digital infrastructure must be fully committed high performing teams. I am very happy with the strengthening of our business over these past couple of years and the culture we are building. I am delighted with some of my key management who step up, are entrusted with an increasingly larger portfolio of responsibilities, and deliver, no excuses. In these early days my A-team is being assembled, comprising individuals with a lot of energy, a track record of accomplishment, and the right type of human leadership. Individuals that are emphatic, sincere, straight forward and are really driven by the idea of 'building'. My team is why I am confident that we will outperform and unleash nice value over the coming years.

M&A as we know, has been an important part of the TPAC playbook over the past few years. We have successfully executed 5 M&A transactions since 2018. This has been no straightforward feat, from the sourcing of the right strategic fits and then onto the seamless integration. Thereafter taking control, growing faster and building a more resilient business. We have done this successfully. Till date, our M&A strategy can be considered a success. The metrics we closely look are of course ROCE on our investment, and also team morale of the target post the change of control. I think TPAC leaders are first and foremost solid human beings and therefore we have always gained the respect and trust of our new colleagues. The intensity of the work is certainly increased post our arrival. We demand a higher level of commitment, we demand faster, we expect to see forward evolution in the individual and our teams. We are extremely committed to recognising star talent. For those that have the fire to win, TPAC is an exhilarating place. I was entrusted as CEO at 32 years of age. So perhaps it is that DNA that sees no reason why young, but hungry and determined talent should not be tested in deep waters. If they succeed, the rewards for the company and the individual are enormous. It is a great feeling when a rough diamond is discovered and polished. TPAC is on this journey of developing young home-grown superstars, and our management bench strength is growing. And we are finding our rough diamonds. This is being complimented by dynamic individuals out in the market, that are hearing about this little fast growing Thai packaging company and are attracted by the opportunity to shake their careers up and join a company that matches their hunger to build, accomplish and be recognized.

With our solidifying management bench, we now feel the time is opportune and we have the ability to enter into new geographies, organically. We did not feel comfortable here prior. Now we do. We now also have customers that increasingly trust us. They trust that we will be world class not just in terms of solution and manufacturing excellence, but also in our style of dealings. So we are excited for our entry into new geographies, for our international organic execution capabilities here to be tested. Let's see.

We continue to remain extremely excited about our entry into India in 2018, which was a turning point. We have not looked back since. We entered India in by way of M&A which gave us 5 plants between the west and the north of India. Today we have 9 plants. 3 more were added in the South by our acquisition of Skypet in '22. We recently completed 2 more plants as greenfield projects. We also recently incorporated a new company in India, 'TPAC Custom Solution Private Limited' which will focus on the manufacture of high value add closures for the food & beverage market. We see India as a market that can work for us as a global manufacturing hub. We believe is the world's most exciting consumer opportunity and there is a nice opportunity to export high quality innovative packaging products into the western developed markets, from India.

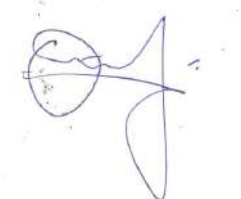
TPACs overall segment focus today is food & beverage and pharmaceuticals and personal care. these segments comprise > 90% of our portfolio. Serving these segments require a common strict hygiene and health compliance DNA. This is the speciality brand we are building with our customers and I can tell you that it is being appreciated.

The cosmetics and medical segment, both also requires the type of DNA that is being codified at TPAC, could also be interesting for us. We are not in this segment whatsoever today, but we see potential to penetrate this new segment.

Happy to also share that our team at headquarters are working hard, collaborating closely with our businesses to start collating, measuring the impact of all our ESG initiatives as we have challenged ourselves to the release of our first ever sustainability report, no later than 2024. We are also going to target inclusion into the Thailand Sustainability Investment (THSI) from the Stock Exchange of Thailand.

On a final note, I would like to thank my team who make it all happen. They are some of the most dedicated professionals. We are a team of young, optimistic, passionate bunch, and we have a long way to go together. And we are having lots of fun everyday together. I am thankful to our financial partners who have trusted us and continue to give us unwavering support. My special note of thanks to our board of directors who have been steadfast in their trust in management. And finally, to our dear shareholders, many of whom I have been fortunate to have met and who share a real excitement and belief in what we are building. Thank you for your trust, we will deliver.

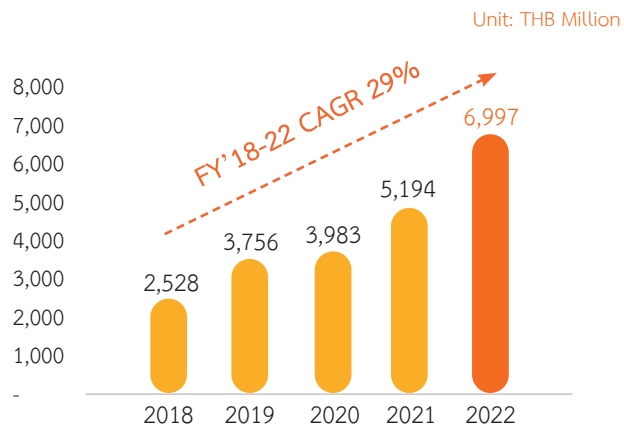
Sincerely,

A handwritten signature in blue ink, appearing to read 'Kevin Kumar Sharma', with a stylized flourish at the end.

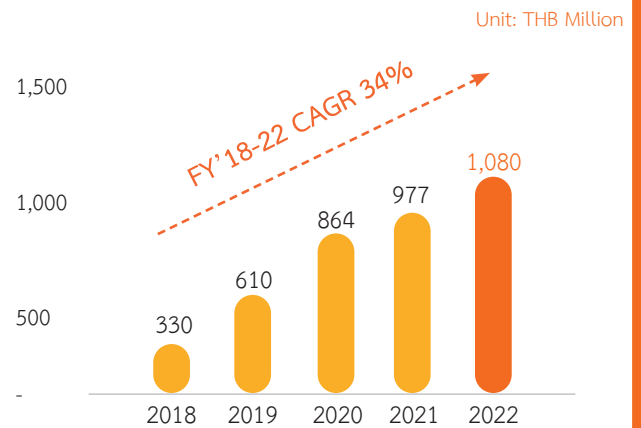
Kevin Kumar Sharma  
Group Chief Executive Officer

## Profitability Matrix

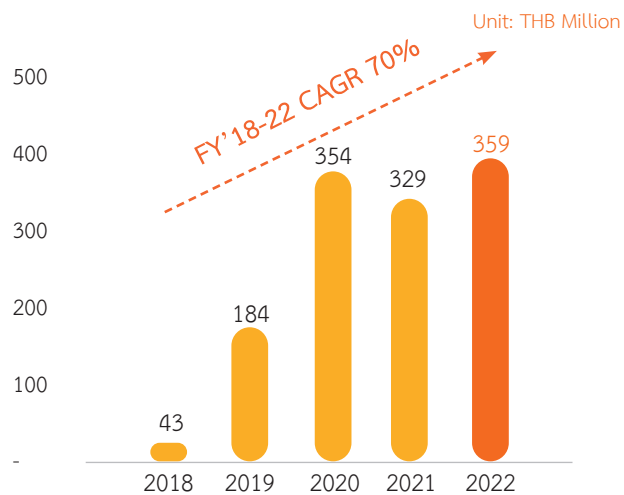
### Sales



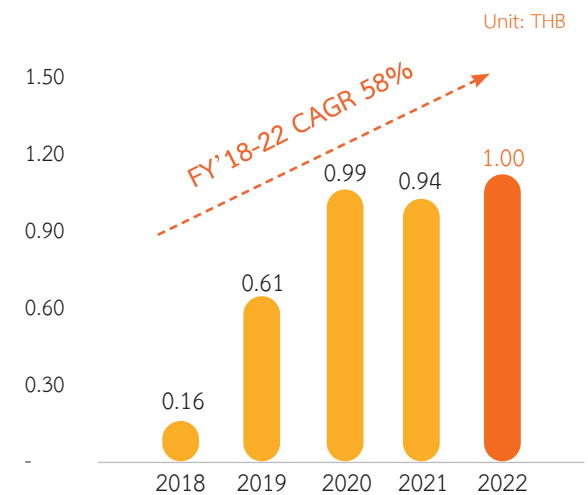
### Core EBITDA



### Core Net Profit

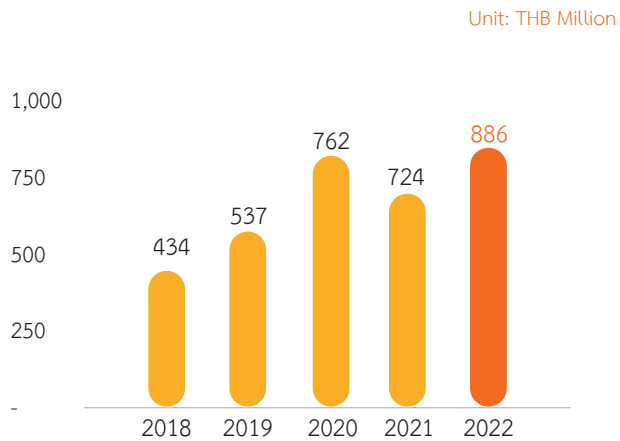


### Core EPS

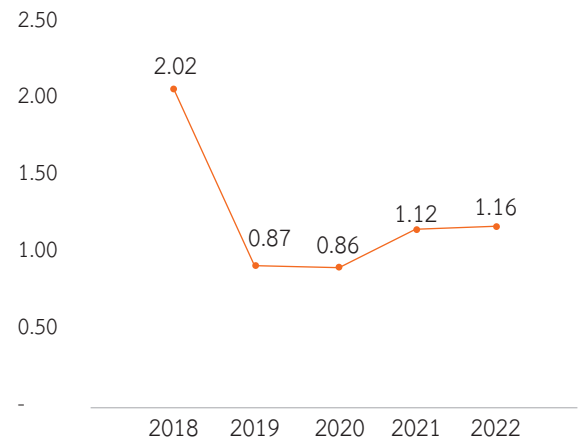


## Balance Sheet and Cash Flow Matrix

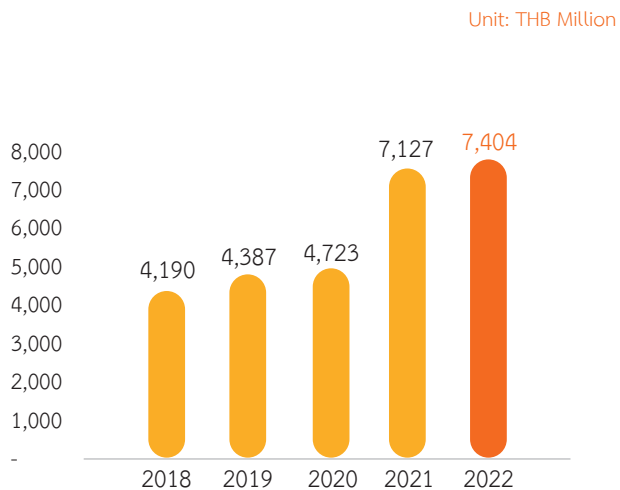
### Operating Free Cash Flow



### Net Debt to Equity

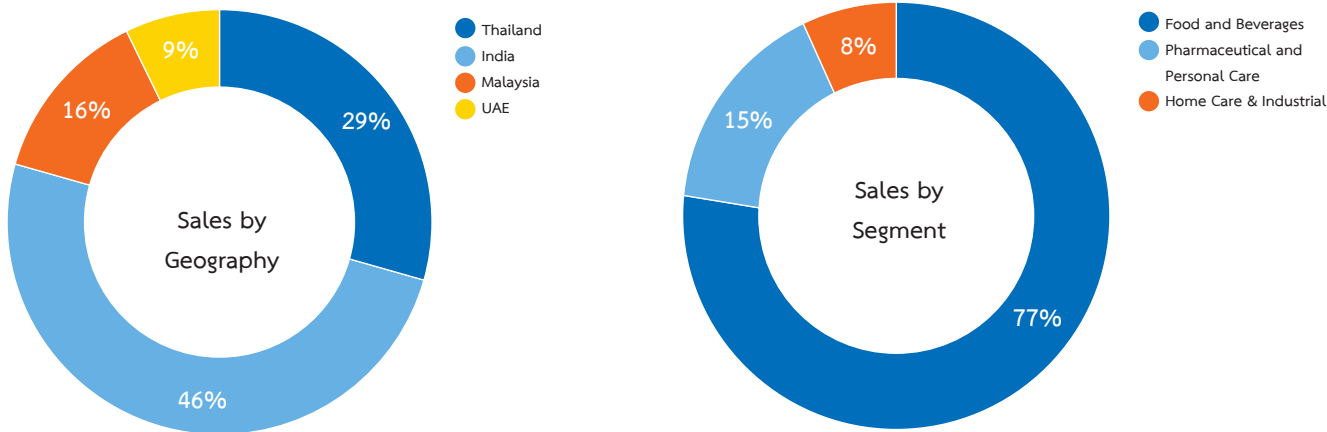


### Total Assets



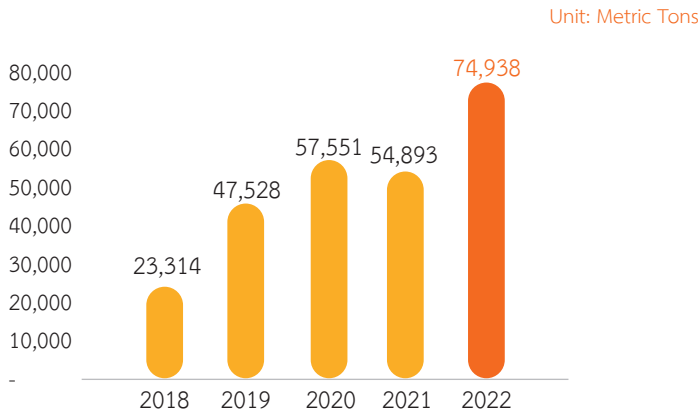
# Operating Matrix

## Sales – By Geography and Industry



Note: Basis FY'22 data

## Resin Purchased



# Part 1



## Business Operation and Operating Results



# 1. Organizational structure and operation of the group of companies

## 1.1 Nature of Business

Thai Plaspac Public Company Limited (“the **Company**”) is a top tier rigid plastic packaging solutions company. Presently, there are 16 factories site in 4 counties as following:

- 4 factories in Thailand, located in Bangkok metropolis area.
- 9 factories in India, located in the North, South and the West of India.
- 2 Factories in United Arab Emirates
- 1 Factories in Malaysia

We mainly operate across hygienic consumer segments - everyday consumables within the Food & Beverage, Pharmaceutical, Personal care and Homecare sectors. A smaller part of our business is in the Precision Tools sector. Our packaging solutions are bespoke, uniquely designed and manufactured. We also have an extensive common mold product portfolio branded under the ‘SUNPET’ brand.

Utilizing proprietary know-how as developed by our in-house industry recognized R&D platform, our team of specialist formulate optimum material composition as deemed suitable to form and function. 2D technical CAD drawings and 3D printed prototypes are developed. Utilizing our extensive relationships with mold makers around the globe, we work closely with mold makers judged to possess the appropriate level of technical craftsmanship best suited for our individual projects. Our commercial manufacturing classified in to 5 processes as following:

1. Injection Moulding
2. Extrusion Blow Moulding
3. PET Moulding
4. In-Mould Labelling
5. Combi Cup

There are also complementary processes such as labeling, printing or assembly. under the control system Production and quality assurance ISO 9001:2015 and GMP that not only sets the standard for the machine but also covers the environment throughout the factory and covers until the final delivery to the customer.

Thai Plaspac Public Company Limited was established on August 1, 1983. The Company is principally engaged in the manufacture and distribution of plastic packaging. On 15 June 2004, the Company was listed as public company limited. Our commercial manufacturing classified into 3 processes as as following: Injection Moulding, Extrusion Blow Moulding and PET Moulding. The Company’s production plant received certifications of the quality management standard (ISO 9001:2015) and GMP (Good Manufacturing Practice) from AJA (Anglo Japanese American Registrars).

On 7 December 2017, the Company registered and established TPAC Packaging India Private Limited in India and invested at 100%. The purpose of the company is to invest at 80% of shares in Sunrise Containers Limited, an Indian non-listed public limited company engaging in the PET (Polyethylene Terephthalate) and PP (Polypropylene) preforms and containers, manufacturing business in India.

On 24 April 2018, the Annual General Meeting of the Company’s shareholders approved to invest in Custom Pack Company Limited, who is principally engaged in the manufacture and distribution of plastic packaging. On 2 May 2018, the Company registered the change of its name from “Custom Pack Company Limited” to “TPAC Packaging (Bangna) Company Limited” with the Ministry of Commerce.

On 4 July 2019, the Extraordinary General Meeting of Shareholders No. 1/2019 approved to acquire of 89% shares in Sun Packaging Systems (FZC), a limited company registered in Sharjah Airport International Free Zone in United Arab Emirates and incorporated in plastic containers manufacturing business. On 30 July 2019, The Company paid the consideration to acquire of 89% shares in Sun Packaging Systems (FZC)

On 22 September 2020, the Company entered into share purchase agreement between the Company, and former shareholders to purchase 20% of shares in TPAC Packaging India Private Limited. On 5 October 2020, the Company paid cash consideration to former shareholders to purchase 20% of shares in TPAC Packaging India Private Limited. The purchase transaction was completed on 22 October 2020.

On 10 April 2021, the Company's Board of Directors' Meeting No. 3/2021 approved the investment by the Company for the acquisition of 80% shares in Combi-Pack Sdn Bhd, a limited company registered in Malaysia, and incorporated in plastic food containers manufacturing business with the total considerations and expenses, and approved this investment by the Extraordinary General Meeting of shareholders No. 1/2021 on 28 May 2021. Following this investment, TPAC has two more production processes, In-Mould Labelling, and Combi Cup, which are successful technologies in Malaysia.

On 10 December 2021, the Company's Board of Directors' Meeting No. 7/2021 approved TPAC Packaging India Private Limited, which is a subsidiary of the Company, to establish a new subsidiary, which is a limited company in India under the name of TPAC Packaging India II Private Limited (which changed its name to TPAC Skypet India Private Limited), and invest at 100% of its shares with an initial registered share capital of INR 50 million (5 million shares with par value of INR 10 each). The subsidiary was completely established on 30 December 2021. On 30 December 2021, the Company's Board of Directors' Meeting No. 8/2021 approved TPAC Skypet India Private Limited to acquire 80% Business of M/s Skypet Polymers, a partnership firm registered in India, and incorporated in plastic Packaging manufacturing and distribution. The acquisition transaction was completed on April 1, 2022.

On 11 August 2022, the Board of Directors' Meeting of the Company No. 4/2022 and the Board of Directors' Meeting of TPAC Packaging India Private Limited approved TPAC Packaging India Private Limited, which is a subsidiary of the Company, to establish a new subsidiary in India and invest at 100% of its shares. The purpose of such company is to incorporate in plastic containers manufacturing and venture into high value add caps and closures business and other special verticals. TPAC Custom Solutions Private Limited was established on 23 August 2022 with an initial registered share capital of INR 200 million (20 million shares with par value of INR 10 each). On 8 September 2022, TPAC Packaging India Private Limited paid initial share capital of TPAC Custom Solutions Private Limited amounted to INR 40 million (4 million shares with par value of INR 10 each).

**Under the operation of Thai Plaspac Public Company Limited, there are 6 subsidiaries as follows:  
There are 4 direct-subsiaries which is held by Thai Plaspac Public Company Limited as following:**

**1. TPAC Packaging India Private Limited**

Office located No. 405 ACME Industrial Park Off 1 B Patel Road, Goregaon East Mumbai Mumbai City MH400063 INDIA. The Company agreed to pay the consideration to acquire of 100% shares in TPAC Packaging India Private Limited Rs 2,407,696,000 divided into 2,407,696,000 ordinary shares of par value at Rs 10 per share

**2. TPAC PACKAGING (BANGNA) COMPANY LIMITED**

Office located 75/2 Moo 9 Soi Ruamjai Bangna-Trad Road Km.18.8, Bangphli Samutprakarn. The Company agreed to pay the consideration to acquire of 100% shares in TPAC Packaging (Bangna) Company Limited THB 101,431,370 divided into 10,143,137 ordinary shares of par value at THB 10 per share.

**3. Sun Packaging Systems (FZC)**

Office located No. 600 M2 Warehouse B3-01, 02, 03 Plot of Land T3-02, 03, 04 and 05 P.O. BOX 7784 SHARJAH, UNITED ARAB EMIRATES. The Company agreed to pay the consideration to acquire of 89% shares in Sun Packaging Systems (FZC) AED 450,000 divided to 300 ordinary shares of a par value at AED 1,500 per share.

**4. Combi-Pack Sdn Bhd**

Office located No. 277, Jalan Haruan 1, Oakland Industrial Park, 70300 Seremban, Negeri Sembilan, Malaysia. The Company agreed to pay the consideration to acquire of 80% shares in Combi-Pack MYR 2,000,000 divided to 2,000,000 ordinary shares of par value at MYR 1 per shares.

**There are 2 indirect-subsiidiaries as following:**

**5. TPAC Skypet India Private Limited**

Office located No. 405-408 ACME Industrial Park Off 1 B Patel Road, Goregaon East Mumbai Mumbai City MH400063 INDIA. TPAC packaging India TPAC has acquired 80% of Skypet India Private Limited with Rs 25,000,000 divided to 2,500,000 ordinary shares of par value at Rs 10 per share.

**6. TPAC Custom Solutions Private Limited**

Office located No. 405 ACME Industrial Park Off 1 B Patel Road, Goregaon East Mumbai Mumbai City MH400063 INDIA. TPAC packaging India has invested 100% of TPAC Custom Solutions Private Limited with Rs 40,000,000 divided to 4,000,000 ordinary shares of par value at Rs 10 per share.



### **Vision**

To be the company whose innovations positively impact our world, and a place attractive to the most passionate packaging minds.



### **Mission**

To collaborate passionately, always showing our customers what's new.



### **Our Value**



**Dream:** TPAC dreams to be a global company, and a leader in packaging innovation. It can only start with a dream.



**In Data we trust:** If you can't measure it, you can't improve it.



**Lifelong learner:** Our mind set is one of continuous learning, always a student, always curious.



**Listen:** Customer talk, we listen

## 1.1.2 Major changes and developments

### Events Calendar

Year	Events
1983	The Company was founded with one factory located in Sathupradit, and continuity expanded.
2004	Increased the paid-up capital from THB 40 million to THB 80 million and converted into the public company limited with the registered capital THB 100 million which divided in to 100 million shares with the par value at THB 1 per share.
2005	Thailand Security and Exchange Commission and Stock Exchange of Thailand allowed the Company to do the initial public offering and listed in MAI market since December 7 <sup>th</sup> , 2005.
2013	The Company had increased its registered capital to be THB 255 million divided into 255 million shares with the par value at THB 1 per share (paid-up capital at THB 200 million) and issued the 3 years warrants 55 million units and 3 years Employee Stock Ownership Plan (ESOP) 5 million units.
2014	There were the Shareholders excersied both warrants and ESOP during the year 2014, totalling 1,141,500 units which effected the paid-up capital as of December 31st, 2014 increased to THB 201,327,025.
2015	<p>There were the Shareholders excersied both warrants and ESOP during the year 2014, totalling 2,734,500 units which effected the paid-up capital as of December 31<sup>st</sup>, 2015 increased to THB 208,766,400</p> <p>Lohia family became the majorshareholder instead of the former group for 60.55% and restructured of the management team.</p>
2016	There were the Shareholders excersied both warrants and ESOP during the year which the maturity date of the warrants was on May 19 <sup>th</sup> , 2019, totalling 45,051,276 units which effected the paid-up capital as of December 31 <sup>st</sup> , 2019 increased to THB 253,817,676. These warrants were excercised totalling 98% of the issued warrants.
2017	The Board of Directors' Meeting No.6/2017 held on November 14 <sup>th</sup> , 2017 had approved the acquisition of Sunrise Containers Company Limited, the preform and plastic packaging manufacturer by the merger and acquisition or share puchasing with the consideration price not exceeding INR 4,692 million (or equivalent to THB 2,383 million) and appointed the discover management to be the Independent financial advisor to express their opinion to the transaction. This transaction must pass the resolution of the Extraordinary General Meeting of shareholders no.1/2018 held on January 15 <sup>th</sup> , 2018. (Majorshareholder and the directors don't have any conflict of interest in Sunrise Containers Company Limited.)

2017	The Board of Directors' Meeting No.6/2017 held on November 14 <sup>th</sup> , 2017 had approved to set up the subsidiary in India which was founded on December 7 <sup>th</sup> , 2017 namely TPAC Packaging Private Limited with the registered and paid-up capital for INR 100,000.
	The purpose of the subsidiary is to acquire Sunrise Containers Company Limited.
	After December 31 <sup>st</sup> , 2017, the registered and paid-up capital of the subsidiary was increased to INR 300,000,000
2018	The Board of Directors' Meeting No.3/2018 held on March 6 <sup>th</sup> , 2018 had approved the acquisition of 100% of ordinary shares in Custom Pack Company Limited. This transaction was completed on May 2 <sup>nd</sup> , 2018 and changed the company name to be TPAC Packaging (Bangna) Company Limited.
	On August 28 <sup>th</sup> , 2018, TPAC Packaging India Private Limited completely merged with the Sunrise Containers Company Limited.
2019	On July 30 <sup>th</sup> , 2019, Thai Plaspac Public Company Limited acquired the 89% of the paid-up capital in Sun Packaging Systems (FZC)
	On November 27 <sup>th</sup> , 2019, the Company increased the paid-up capital by issuing the new ordinary shares of 72,732,323 shares with the par value of THB 1 per share. The Company has the paid-up capital at 326,549,999 shares with the par value at THB 1 per share.
2020	On October 22 <sup>nd</sup> , 2020, the Company has acquired the remaining 20% shares in TPAC Packaging Private Limited.
2021	On June 1 <sup>st</sup> , 2021, the Company has acquired 80% shares in Combi-Pack Sdn Bhd
	On August 11 <sup>th</sup> , 2021, the Board of Directors Meeting No.5/2021 resolved to approve to move TPAC from mai to Stock Exchange of Thailand ("SET")
2022	On April 1 <sup>st</sup> , 2022, TPAC Packaging India Private Limited, which is a subsidiary of the Company, has acquired the 80% Business, located in India
	On August 11 <sup>st</sup> , 2022, TPAC Packaging India Private Limited, which is a subsidiary of the Company, has established a new subsidiary, a limited company in India under the name of TPAC Custom Solutions Private Limited and invested at 100% of its shares.
	On October 5 <sup>th</sup> , 2022, the Company has opened new Corporate Office located 39 <sup>th</sup> floor Ocean Tower 2 Building, Sukhumvit 19 Alley, Khlong Toei Nuea, Watthana, Bangkok 10110

### 1.1.3 Details of spending fundraising money

In 2022, the Company did not conduct fundraising from the offering of equities or debt securities.

### 1.1.4 General Information

#### Headquarters

Name	Thai Plaspac Public Company Limited
Symbol	TPAC
Type of Business	Design and Manufacture rigid plastic packaging
Website	www.tpacpackaging.com
Registration Number.	0107547000575
Date of Incorporation	August 1, 1983
Registered Share Capital	THB 326,550,000 divided into 326,550,000 ordinary shares of par value at THB 1 per share
Paid-up Share Capital	THB 326,449,999 divided into 326,449,999 ordinary shares of par value at THB 1 per share
Fiscal year end	31 December
Headquarter	77 Soi Thian Thaley 30 Bang Khun Thian-Chay Thaley Road, Tha Kham, Bang Khun Thian, Bangkok 10150, Thailand Tel. 02-897-2250-1 Fax. 02-897-4694
Corporate Office	75/110 39 Floors Ocean Tower 2 Building, Sukhumvit 19 Alley, Khlong Toei Nuea, Watthana, Bangkok 10110, Thailand
Branch 001	3/1, 3/2 Soi Thian Thaley 15, Bang Khun Thian-Chay Thaley Road, Sameadum, Bang Khun Thian, Bangkok 10150, Thailand Tel. 02-892-0261-4
Branch 002	75/2 Moo 9 Soi Ruamjai Bangna-Trad Road Km.18.8, Bangphli Samutprakarn 10540
Share Registrar	Thailand Securities Depository Company Limited 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Tel. 02-009-9000 Fax. 02-009-9991
Auditor	EY Office Limited 33rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Thailand Tel. 02-264-0777

Legal Advisor	Capital Law Officer Limited 44 Smooth Life Tower 16th Fl., North Sathorn Rd., Silom, Bangrak, Bangkok 10500 Thailand. Tel.02-633-9088, Fax 02-633-9089
Investor Relations	IR@tpacpackaging.com
Secretary	Secretary@tpacpackaging.com

### TPAC's Subsidiary

Company Name	TPAC PACKAGING INDIA PRIVATE LIMITED
Type of Business	Manufacture rigid plastic packaging
CIN	U74999MH2017PTC301190
ROC Code	RoC-Mumbai
Registration Number	301190
Date of Acquisition	December 7, 2017
Registered Share Capital	Rs 2,450,000,000 divided into 245,000,000 ordinary shares of par value at Rs 10 per share
Paid-up Share Capital	Rs 2,407,696,000 divided into 2,407,696,000 ordinary shares of par value at Rs 10 per share
Fiscal year end	31 March
Registered Address	405-408 ACME INDUSTRIAL PARK OFF I B PATEL ROAD, GOREGAON EAST MUMBAI Mumbai City MH 400063 INDIA
Auditor	SRBC & Co LLP (Statutory Auditor) 12th Floor, The Ruby, Ruby Mill, Senapati Bapat Marg,Dadar (West), Mumbai, Maharashtra 400028, India



### TPAC's Subsidiary

Name	TPAC PACKAGING (BANGNA) COMPANY LIMITED
Type of Business	Manufacture rigid plastic packaging
Date of Acquisition	May 2, 2018
Registration Number	0105512000275
Registered Share Capital	THB 101,431,370 divided into 10,143,137 ordinary shares of par value at THB 10 per share
Paid-up Share Capital	THB 101,431,370 divided into 10,143,137 ordinary shares of par value at THB 10 per share
Fiscal year end	31 December
Registered Address	75/2 Moo 9 Soi Ruamjai Bangna-Trad Road Km.18.8, Bangphli Samutprakarn 10540
Auditor	EY Office Limited 33rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Thailand Tel. 02-264-0777

### TPAC's Subsidiary

Company Name	SUN PACKAGING SYSTEMS (FZC)
Type of Business	Manufacture rigid plastic packaging
Date of Acquisition	July 30, 2019
Registration Number	002538
Fiscal year end	December 31
Registered Share Capital	AED 450,000 divided to 300 ordinary shares of par value at AED 1,500 per share
Paid-up Share Capital	AED 450,000 divided to 300 ordinary shares of a par value at AED 1,500 per share
Registered Address	600 M2 WAREHOUSE B3-01,02&03 PLOT OF LAND T3-02,03,04&05 P.O.BOX 7784, SHARJAH, UNITED ARAB EMIRATES
Auditor	EY Dubai ICD Brookfield Place, Al Mustaqbal Street, Dubai International Financial Centre, P.O. Box 9267, Dubai, United Arab Emirates Dubai@ae.ey.com

### TPAC's Subsidiary

Company Name	Combi Pack Sdn Bhd
Type of Business	Manufacture rigid plastic packaging
Date of Acquisition	May 28, 2021
Registration Number	200701002726 (760724-T)
Fiscal year end	December 31
Registered Share Capital	MYR 2,000,000 divided to 2,000,000 ordinary shares of par value at MYR 1 per share
Paid-up Share Capital	MYR 2,000,000 divided to 2,000,000 ordinary shares of par value at MYR 1 per share
Registered Address	277, Jalan Haruan 1, Oakland Industrial Park, 70300 Seremban, Negeri Sembilan, Malaysia
Auditor	Ernst & Young PLT (Malaysia) Level 16-1, Jaya 99, Tower B, 99 Jalan Tun Sri Lanang 75100 Bandaraya Melaka, Malaysia Tel: +6068525300

### TPAC's Subsidiary

TPAC's Subsidiary	
Company Name	TPAC Skypet India Private Limited
Type of Business	Manufacture rigid plastic packaging
CIN	U36990MH2021PTC374145
ROC Code	RoC-Mumbai
Registration Number	374145
Date of Acquisition	December 30, 2021
Fiscal year end	March 31
Registered Share Capital	Rs 50,000,000 divided into 5,000,000 ordinary shares of par value at Rs 10 per share
Paid-up Share Capital	Rs 25,000,000 divided into 2,500,000 ordinary shares of par value at Rs 10 per share
Registered Address	405-408 ACME INDUSTRIAL PARK OFF I B PATEL ROAD, GOREGAON EAST MUMBAI Mumbai City MH 400063 INDIA
Auditor	SRBC & Co LLP (Statutory Auditor) 12 <sup>th</sup> Floor, The Ruby, Ruby Mill, Senapati Bapat Marg,Dadar (West), Mumbai, Maharashtra 400028, India

## TPAC's Subsidiary

Company Name	TPAC Custom Solutions Private Limited
Type of Business	Manufacture rigid plastic packaging
CIN	U25209MH2022PTC389102
ROC Code	RoC-Mumbai
Registration Number	389102
Date of Incorporation	August 23, 2022
Fiscal year end	March 31
Registered Share Capital	Rs 200,000,000 divided into 20,000,000 ordinary shares of par value at Rs 10 per share.
Paid-up Share Capital	Rs 40,000,000 divided into 4,000,000 ordinary shares of par value at Rs 10 per share
Registered Address	405 ACME INDUSTRIAL PARK OFF I B PATEL ROAD, GOREGAON EAST MUMBAI Mumbai City MH 400063 INDIA
Auditor	SRBC & Co LLP (Statutory Auditor) 12 <sup>th</sup> Floor, The Ruby, Ruby Mill, Senapati Bapat Marg,Dadar (West), Mumbai, Maharashtra400028, India

## 1.2 Nature of Business

### 1.2.1 Revenue structure

#### Thailand Operation

By Segments	2021		2022	
	Million Baht	%	Million Baht	%
Domestic sales	1,711	87%	1,930	89%
Export sales	253	13%	241	11%
Other income	110	6%	187	8%
Elimination of inter-segment revenues	(113)	-6%	(167)	-8%
<b>Total sales</b>	<b>1,960</b>	<b>100%</b>	<b>2,190</b>	<b>100%</b>

By Products	2021		2022	
	Million Baht	%	Million Baht	%
Food and beverage	1,315	67%	1,519	70%
Pharmaceutical and personal care	367	19%	369	17%
Home care and industrial	281	14%	282	13%
Other income	110	6%	187	8%
Elimination of inter-segment revenues	(113)	-6%	(167)	-8%
<b>Total sales</b>	<b>1,960</b>	<b>100%</b>	<b>2,190</b>	<b>100%</b>

## Overseas Operation

By Products	2021		2022	
	Million Baht	%	Million Baht	%
Food and beverage	2,525	75%	4,013	80%
Pharmaceutical and personal care	620	18%	693	14%
Home care and industrial	204	6%	296	6%
Other income	39	1%	58	1%
Elimination of inter-segment revenues	(19)	-1%	(13)	-0%
<b>Total sales</b>	<b>3,369</b>	<b>100%</b>	<b>5,047</b>	<b>100%</b>

### 1.2.2 Characteristics of products or services

We divided our packaging product into 3 categories:

1. Food & Beverage: Our Food & Beverage business can be divided into 5 sub-sectors.

- i) Dairy & Coffee

The dairy business packaging solutions are mainly for milk and yogurt products. Milk packaging includes small individual sized bottles up to large multi gallon bottles as well as specialty closure. Yogurt packaging includes thin-walled cups and bottles. We are also active in the coffee market with products including screw top caps and bottles for coffee powder and beans.

- ii) Edibles

Our edibles business caters to solution for candy & gums, nuts, and edible oils.

- iii) Condiments

Comprise packaging solution for jam, margarine, ketchup, (oyster, chili, soya) sauces, and other food condiments. Products include squeezable bottles and closure systems for sauce dispensing. Closure systems can range from internal tamper evident flip top caps, external tamper evident flip top caps and closures with a broad range of orifice sizes. Specialized barrier properties to the bottles may be required into mitigate any effects of oxidation to the filled product.

- iv) Tableware products

Disposable cutlery, salt and pepper bottles and dispensers' systems are amongst the core products offered for this category.

- v) Niche Beverage

Here we cater to the non-water and carbonated soft drink beverage market. For example, we recently worked with premium brands in the coconut water, green tea and vitamin water markets. Our customized designed beverage bottles and closures are likely to differ in size and shape from the more commonly seen commoditized water bottles and closures in the market.

2. Pharmaceutical & Personal care:

Packaging solutions here comprise of bottles and closure systems for mouthwash and antiseptic solutions, nutraceutical supplements, soaps and shampoos, body and spa oils, and deodorants.

### 3. Industrial & Homecare:

Consists of bottles and caps for floor cleansing and sanitary ware products, perfume deodorant cartridge, air freshener cap, insect repellent spray cap, disinfectant bottle as well as household cleaning appliances such as floor brushes, etc. These products require a high degree of chemical resistance. The characteristic of the plastics applied here include a high level of heat and impact resistance.

#### Benefit from tax Privilege

As of December 31, 2022, the company's corporate income tax rate is 20% from the activities of manufacturing and selling plastic packaging materials and 8% from the international business center and exemption from corporate income tax on dividends received from affiliated enterprises in Thailand or overseas. Therefore, the effective corporate income tax rate is at 9.54% of the net profit from operations before tax.

### 1.2.3 Assets for business operation

#### Fixed assets for business operation

As of December 31 2021 and 2022 fixed assets used in the Group business operations have net book value after deducting accumulated depreciation and provision for impairment as shown in the Company's consolidated financial statements, with details are as follows:

Items	Net book value (Million Baht)	
	31 December 2021	31 December 2022
Land and land improvement	348.15	352.06
Building and building improvement	372.99	421.50
Machinery and equipment	1,283.03	1,370.30
Furniture and office equipment	14.81	20.57
Motor vehicles	5.28	6.15
Assets under construction	114.41	171.45
<b>Total</b>	<b>2,138.67</b>	<b>2,342.03</b>

#### Intangible assets

As of December 31 2021 and 2022 intangible assets used in the Group business operations have net book value after deducting accumulated depreciation and provision for impairment as shown in the Company's consolidated financial statements, with details are as follows:

Items	Net book value (Million Baht)	
	31 December 2021	31 December 2022
Tradename	187.95	204.83
Customer relationship	425.50	395.58
Non-compete agreement	-	8.20
Computer software	5.54	5.57
<b>Total</b>	<b>618.99</b>	<b>614.18</b>

## Investments

As of December 31 2021 and 2022, Investments in subsidiaries which accounted for in the separate financial statements, with details are as follows:

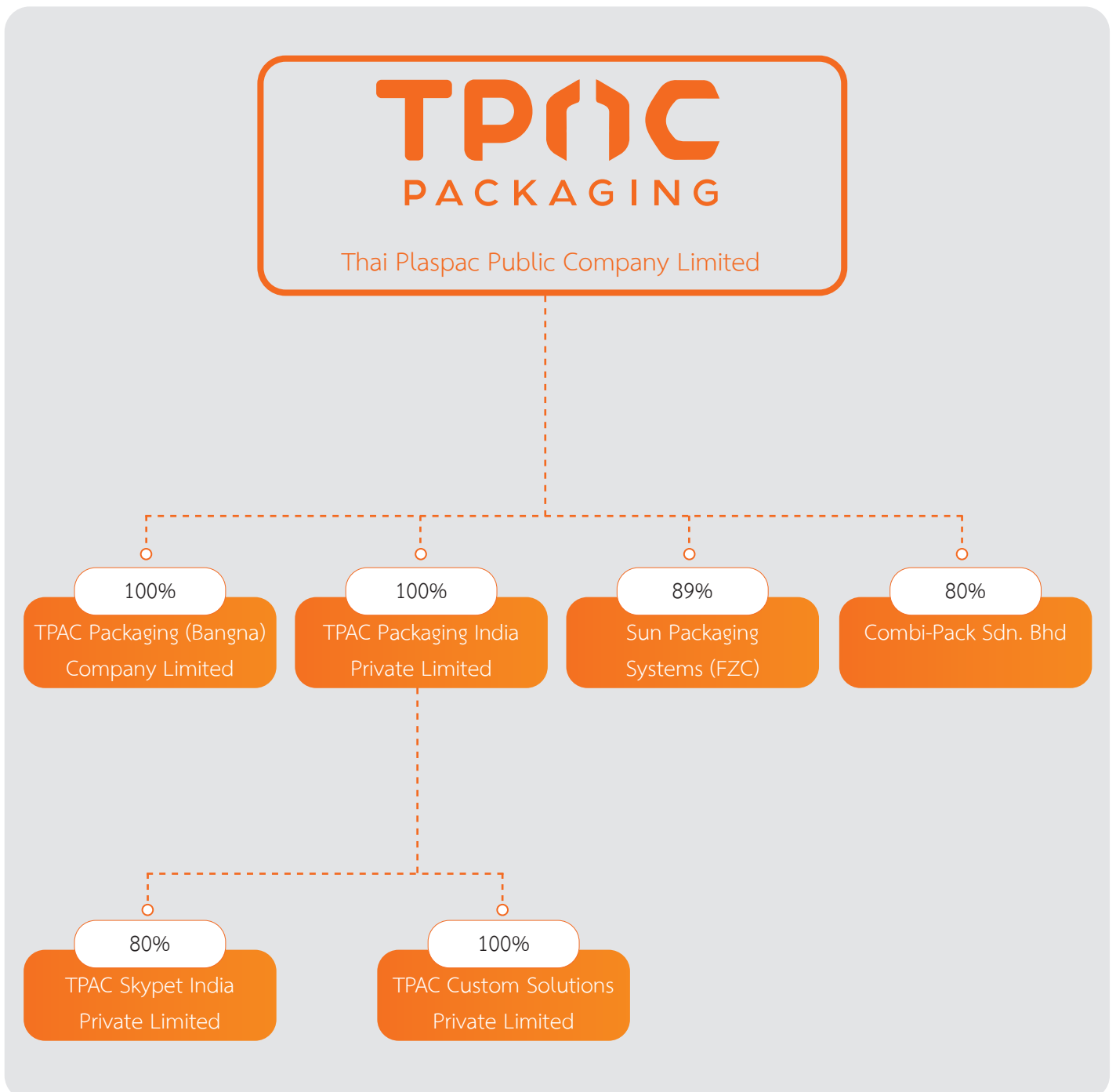
Subsidiaries held by the Company	Shareholding percentage	Net book value (Million Baht)	
		31 December 2021	31 December 2022
TPAC Packaging India Private Limited	100%	2,069.15	2,203.90
TPAC Packaging (Bangna) Company Limited	100%	107.00	29.40
Sun Packaging Systems (FZC)	89%	384.59	384.59
Combi-Pack Sdn Bhd	80%	1,013.26	1,013.26
<b>Total</b>		<b>3,574.00</b>	<b>3,631.15</b>

### 1.2.4 Work not yet delivered

- None -

## 1.3 Shareholding Structure of the Company Group

### 1.3.1 Shareholding Structure of the Company Group



1.3.2 Persons who may have conflicts hold shares in subsidiaries or associated companies altogether more than 10 percent of the voting shares of the Company shall specify the reason(s)

-None-

1.3.3 Relationship with the major shareholder's business group

Details of relationships of the Company to related parties are as follows.

Name of persons or entities	Nature of relationships
TPAC Packaging India Private Limited	Direct Subsidiary
TPAC Packaging (Bangna) Company Limited	Direct Subsidiary
Sun Packaging Systems (FZC)	Direct Subsidiary
Combi-Pack Sdn Bhd	Direct Subsidiary
TPAC Skypet India Private Limited	Indirect Subsidiary
TPAC Custom Solutions Private Limited	Indirect Subsidiary
Mr. Anuj Lohia	Major shareholder
Indorama Petrochem Limited	Shareholder and director are related to the Company's shareholder and management
Indorama Polymers Public Company Limited	Shareholder and director are related to the Company's shareholder and management
IVL Dhunseri Petrochem Industries Private Limited	Shareholder and director are related to the Company's shareholder and management
Guangdong IVL PET Polymer Company Limited	Shareholder and director are related to the Company's shareholder and management
Related persons	Director, executive officer and related persons with director and executive officer

1.3.4 Shareholder

Top 10 Major Shareholders

No.	Name	(as of December 31st, 2022)	
		Num. of Shares	Proportion
1	Mr. Anuj Lohia	227,479,192	69.66
2	Mr. Eakawut Nuengchamnon	22,800,000	6.98
3	Thai NVDR Company Limited	9,117,200	2.79
4	Ms. Anootree Nuengchamnon	8,000,000	2.45
5	Mr. Theerawit Busayapoka	7,560,000	2.32
6	Mr. Sumet Janepasutkul	2,740,000	0.84
7	Ms. Thitima Wangteeraprasert	2,600,000	0.80
8	B Senior Citizen Mixed Fund	2,418,300	0.74
9	Mr. Niti Nuengchamnon	1,599,900	0.49
10	Bangkok Insurance Public Company Limited	1,537,400	0.47

Remark: The total share numbers hold by other minor shareholders are 40,698,007 equivalent to 12.46%

## 1.4 Paid up capital of the Company

As of December 31, 2022 the Company had registered capital in the amount of 326,550,000 Baht consisting of common stock 326,550,000 shares at the par value of 1.0 Baht per share and had paid up capital in the amount of 326,449,999 Baht consisting of common stock 326,449,999 shares at the par value of 1.0 Baht



## Listed stock exchange

Thailand Securities Depository Company Limited

93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand

## 1.5 Other issued security

-None -

## 1.6 Dividend Policy

Not less than 30 percent of net profit after corporate income tax and appropriation to legal reserve. However, the board of directors may consider adjusting the dividend payment depending on liquidity requirement, cash flow requirement for expansion and investment and other requirement in the future.

### Dividend Payment

In 2023, TPAC had announced the dividend payment from the operating profit of 2022 at THB 0.293 per share which will be proposed to the shareholders' meeting.

	2020	2021	2022**
THB Dividend per share (THB)	0.292	0.141	0.293
Dividend Yield (%)*	2.35%	0.90%	2.25%
Dividend Payout (%)	30.0%	30.1%	30.0%

\*Dividend Yield calculated from the closing price of the end of the operating period.

\*\*TPAC had announced the dividend payment for 2022 at THB 0.293 per share which subject to the shareholders' approval to be obtained from 2023 Annual General Meeting of shareholders.

## 2. Risk management

### 2.1 Risk management policy and plan

Thai Plaspac's management have identified the risks which are perceived to have the highest probability and corresponding impact. To mitigate the probability and impact of these risks, an executive Risk Management Committee has been set up.

### 2.2 Risk factors to the Company's business operation

#### 1. Raw material price risk

Polyolefins (or plastic polymers) are the main raw materials for our production and form a significant part of our cost of goods sold. The main factor which affected the polyolefins price consist of the demand and supply of the polyolefins in each period e.g. there may be instances where producing plants are required to shut down for the period resulting the short-term supply disruption and the movement of the polyolefins is correlated with the movement of oil price which fluctuated with the market mechanism.

#### Risk mitigation

The strategy to mitigate the risk from the change of the raw material price, supplier management, and the fluctuation of the raw material price.

1. The Company has negotiated with the customers to allow the Company to adjust the price to be in line with the price movement of Polyolefins in each period to mitigate the risk of the material price which allow the Company to manage the cost with the fair pricing which is the one of the sustainability.
2. The Company mitigates the risk by purchasing the Polyolefins follow the customer requirement from multiple domestic suppliers which can diversify the risk of supply disruptions.

#### 2. Business Operation Risk

Operational risk is the prospect of loss resulting from inadequate or failed procedures, systems or policies. This includes Employee errors and System failures. TPAC is in operation for 40 years and is also ISO 9000 Certified. It has built adequate procedures and systems in place and continuously improving procedures and systems through regular customer Audits and also Internal audits to minimize employee errors and system failures.

#### 3. Security of property risk

Property risk refers to risk events that specifically impact an organization's facilities and other physical infrastructure. Risk events such as fires, adverse weather conditions, fall into the category of property risk. In addition to damaging and destroying physical property, property risk events also have the potential to create stoppages in business operations and material financial losses.

#### Risk mitigation

TPAC has taken appropriate insurance under all risk insurance cover to protect the property and business interruption (for 12 Months) resulting from damage to property. In addition to this we have taken appropriate coverage for goods in transit & vehicle policy.

#### 4. Overstocking of inventory risk

TPAC has a large number of customers and product SKUs numbering in the thousands and increasing. Inventory control, warehousing and logistics (supply chain management) are important processes to facilitate the on-time delivery to customers.

##### **Risk mitigation**

For inventory management, management information systems covering raw material procurement, planning & production, and logistics are in place.

#### 5. Foreign Exchange Risk

As a result of the global nature of our business, changes in foreign currency rates could have an adverse impact on our business; financial condition, prospects and operational results. Currency fluctuations affect us because of mismatches between the currencies in which operating costs are incurred and those in which revenues are received. We sell products that are typically priced by reference to prices in US dollars, while a portion of operating costs are incurred in local currencies

##### **Risk mitigation**

TPAC primarily utilizes forward exchange contracts with maturities of around 90 days to hedge the Company's financial performance.

#### 6. Interest rate risk

The Company enters the Credit Facilities with the financial Institution which refer to the floating interest rates are impacted by macro-economic conditions and the monetary policy of each region. Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company's operation and its cash flow.

##### **Risk mitigation**

The Company forecasts the market interest rate trend and manage the loan from the financial institution in the interest rate fluctuation period to maximize the Company's performance and its cash flow.

#### 7. Corruption risk

All organizations are exposed to corruption risks. These risks can exist at all levels of an organization, in relation to all functions and activities, and can involve internal or external stakeholder.

If corruption does occur, the short and long-term consequences for the organization include loss of reputation, loss of public confidence, direct financial loss, and adverse effects on other staff and the morale of the organization in general.

##### **Risk mitigation**

The Company has established Anti-Corruption Policy. The Company also provides stakeholders with the whistleblowing through the established channels. The Company sets up a mechanism for protection and mitigation of damages to those who report or provide information of violations. The Company provides training program to primary employees and management employees and also established the manuals.

#### 8. Merger & Acquisition (Inorganic growth) risk

Thai Plaspac growth strategy involves pursuing mergers & acquisitions (M&A). The process of M&A has inherent risks as the acquirer may not be fully aware or misjudge the risks attached to a targets business. Furthermore, as such acquisitions are likely to involve debt to fund the purchase, an unexpected decrease in the operational cash flows may result in financing covenants being breached.

### **Risk mitigation**

In order to mitigate the risks attached to M&A, management spends significant time and resources (both internal and via the engagement of professional third parties such as environmental, legal & financial consultants) to carry out comprehensive due diligence on potential acquisition targets typically for a period of many months prior to finalizing transaction terms.

Furthermore, acquisition target are typically businesses that are similar in nature to Thai Plaspac's currently existing business i.e. plastic packaging solutions. Essentially, we look to acquire businesses where we already have decades of experience in understanding the supporting technology and industry dynamics of the business.

### **9. Customer perception in plastic risk**

The trend of eco-friendly substitute for the plastic container is increasing, While good for raising environmental awareness, this might be misunderstood to include recyclable plastic packaging which may affect the company performance.

#### **Risk mitigation**

TPAC works closely with the customer to research and develop the product which are recyclable to be in line with the eco-friendly trend.

### **10. Covid-19 pandemic risk**

The COVID-19 situation sent shock waves through the economy and consumption. As a result, the demand for consumer products and packaging were decreased. Including affecting supply chain instability which affected the manufacturing that may be caused by labor shortages And the operations of the employees are unable to do their best due to the impact of the epidemic affecting the continuity of the Company's operations

#### **Risk mitigation**

The Company has managed the COVID-19 situation in order to reduce operational risks. There is a screening of employees and outsiders entering the area with a thermometer and an Antigen Test Kit (ATK). Or in the case of self-treatment at home (Home Isolation), the company will provide a set of medicines for treatment and a fever measuring device and oxygen levels in the blood and follow up on symptoms until they are completely healed.

Including a campaign to promote knowledge to prevent the spread of infection. A complete vaccine against COVID-19 is provided to employees and their families and provide continuous booster vaccines. There are also measures for employees to work from home (Work from Home) and meet via online system. To reduce the risk of epidemic and reduce congestion in the workplace. If there is a necessity to enter the work, it must be screened before entering the area.

### 3. Business sustainability development

#### 3.1 Policy and objectives of sustainable management

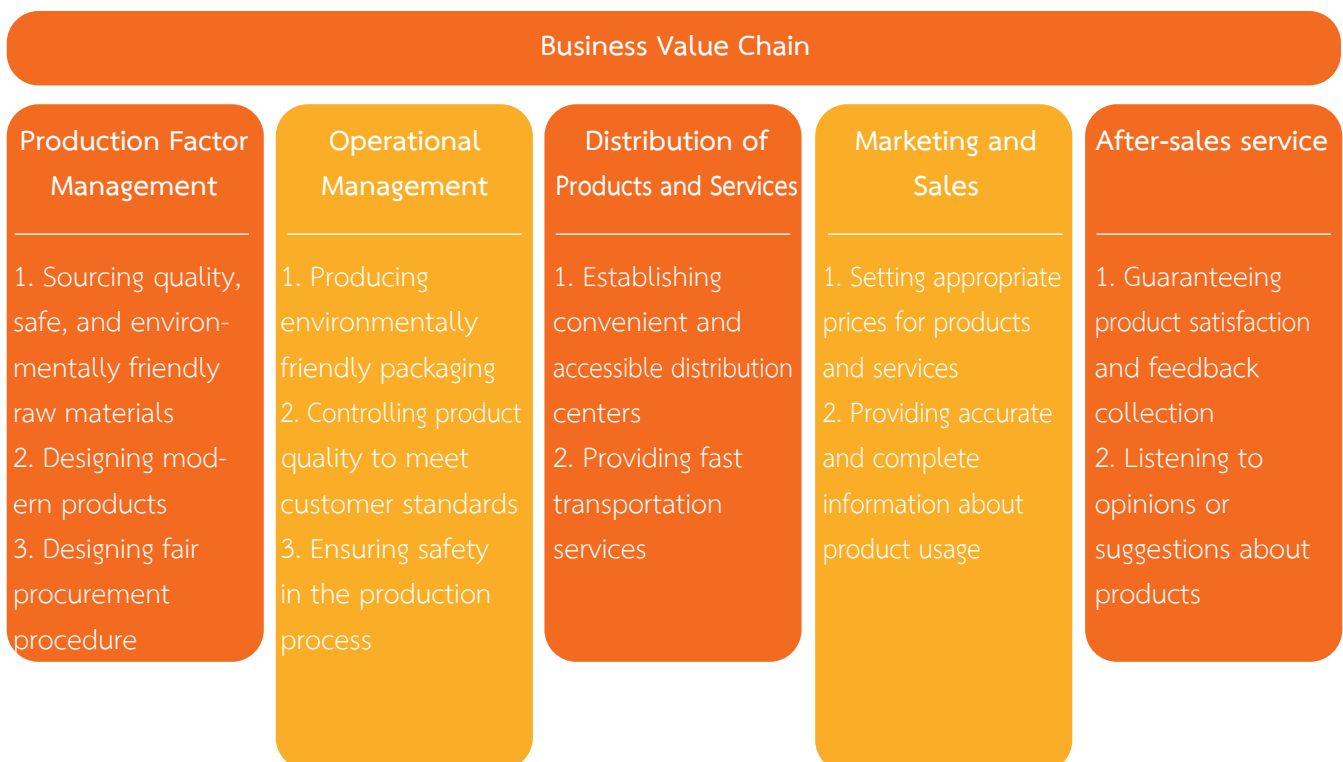
The Company is determined to operate following the sustainable development principles, by recognising social responsibilities with stakeholders, in order to sustainably develop under the Company's brands that are of high quality and meet international standards. The Company adheres to principles of ethics and good corporate governance and respects human rights in equality and fairness. The Company places importance on the Company's employees which is considered as highly valuable resources of the organization. The Company is committed to equally provide security and progression in career for everyone, safety protection and also respect everyone's human dignity.

The Company is urged to seriously and continuously associate with social responsibilities in terms of quality, safety, occupational hygiene and environment in maximizing the benefits of natural resources. The company is aware of the importance of the environment and safety of the related stakeholders as well as supporting social activities in environment conservation and improving quality of life for the people in the community following the sustainable growth principles.

#### 3.2 Management of impacts on stakeholders in the business value chain

##### 3.2.1 Business Value Chain

The company manages the value chain of its business activities from upstream to downstream with a focus on creating value for products and services to meet the expectations of stakeholders. The main business activities are as follows:



development, accounting and finance systems, risk management and business supervision, personnel development, innovation and new technologies, safety management, occupational health and environment.

### 3.2.2 Stakeholder analysis in the business value chain

The company has also identified stakeholders divided into 8 groups, which were analyzed and summarize the important issues as follows:

Stakeholder	Stakeholder expectations	Company response
Investor	Accurate and complete information Social and environmental responsibility Transparency of information	Preparation of annual reports and regular updates when significant changes occur Report preparation with accurate and transparent information
Supplier	Consistent procurement practices Quality operation management	The company follows the procurement agreement Building good relationships with suppliers
Customer	Standard production practices High-quality products Environmentally-friendly products	The factory has received quality and safety certifications for food. Choosing plastic pellets that are 100% recyclable. Meetings are held to build relationships with customers.
Consumer	Safe products that meet standards. Environmentally-friendly products	Choosing plastic pellets that are 100% recyclable. Recycling symbols are displayed on plastic bottles that can be recycled.
Employee	Stability from compensation and benefits Opportunities for training and continuous learning	Provide appropriate compensation and benefits to employees Training seminars are held as opportunities arise and are appropriate
Regulator	Transparency of information Preventing corruption Operating in compliance with government regulation	Report preparation with accurate and transparent information Operating the business with integrity in compliance with company regulations and policies.
Community and Society	Taking care of the environment in the community	Taking care of the environment in the community Does not exceed the allowed level of pollution.
Media	Transparency of information Providing timely disclosure of information	Preparation of annual reports and regular updates when significant changes occur Report preparation with accurate and transparent information

### 3.3 Management of environmental sustainability

The company is aware of the preservation of environment and utilization of resources efficiently and cost-effectively. The Company makes all efforts to conserve energy, conserve water, reduce pollutants and reduce wastage. The conservation and reduction efforts also result in cost optimization. We follow the best practices for environment conservation and protection and adherence with requirements of Pollution Control Department, Thailand and the Ministry of Industry, Thailand.

#### 3.3.1 Environmental policies and practices

The company places great importance on reducing the impact on the environment and community resulting from its production and service activities. The company has clearly defined guidelines for reducing environmental impact and communicates them to its management, employees, partners, and nearby communities. The key points of the policy are as follows:

1. The company is committed to managing the environment to prevent pollution and continuously improve the work environment. The company focuses on 4 main areas:
  - First Reducing electricity consumption
  - Second Reducing waste production and recycling waste
  - Third Properly disposing of hazardous waste
  - Fourth Reduce activities that cause air pollution
2. The company complies with all laws and regulations related to the environment.
3. The company sets objectives and goals by analyzing the causes of environmental problems that have an impact, in order to consider system-wide corrective measures that comply with environmental laws and regulations.
4. Training is provided to employees and personnel in charge of environmental affairs within the organization.
5. The company disseminates its environmental policy to the public and related organizations.

The company is committed to conducting its business in accordance with government policies and supporting sustainable development towards environmental-friendly organizations.

#### Environmental performance

The company systematically manages waste according to the 3 R principle (Reduce, Reuse, Recycle). An efficient waste segregation system is implemented, along with creating awareness and involving stakeholders to reduce landfilling. Energy management is also practiced to maximize benefits. The company monitors environmental quality at its offices and plants at least once a year. In 2022, the air, odor, and light quality were within legal standards, and no chemical leaks were found.

#### Power Consumption

As a plastic product manufacturer, the company is dedicated to conserving energy, recognizing its importance and its significant impact on the employees' livelihood and the country's economy. The company utilizes energy management systems to reduce energy costs, greenhouse gas emissions, and maximize energy efficiency.



Therefore, the company sets an energy conservation policy to demonstrate its commitment to energy management, which all employees can follow, as follows:

1. The company conducts energy conservation and develops a suitable energy management system as part of its operations.
2. The company complies with energy conservation and management regulations.
3. The company sets energy conservation plans and objectives each year, communicates them to all employees, and executes them correctly.
4. The company believes that energy conservation is the responsibility of owners, executives, and employees of all levels. They are expected to cooperate in following the guidelines, monitoring, and reporting to the energy management team.
5. The company will continuously improve energy efficiency in line with business operations, technology used, and good work practices.
6. The company will support human resources in terms of budget, work hours, training, public relations, energy conservation activities, and participation in presenting ideas to develop energy work.

Furthermore, a working committee for energy management activities has been established to align with the company's energy conservation policy and factory energy management methods as required by law, in order to reduce energy consumption systematically and continuously.

### Energy Reduction

The company has continuously worked to reduce energy consumption in the production process with the following projects in 2022:

1. Install VFD machines for PET plastic molding to reduce energy consumption.
2. Study energy-saving measures by changing hydraulic injection machines to electric systems.
3. Install heat insulation for plastic injection molds to help reduce electricity consumption.



The company promotes the efficient use of resources according to its policies and supports Sustainable Development Goal 12 in sustainable consumption and production. The company's subsidiary in Malaysia has implemented a solar rooftop energy project with a capacity of 1.5 MW to reduce electricity consumption from the grid and increase the proportion of renewable energy used in business operations. In November 2022, the company will also implement solar energy projects on the rooftops of its subsidiaries' factories in India with the following capacities:



- Umbergaon factory with a capacity of 560 kW, started in November 2018, able to reduce electricity consumption by approximately 700,000 kWh per year.



- Silvassa factory with a capacity of 160 kW, started in September 2021, able to reduce electricity consumption by approximately 200,000 kWh per year.





- Haridwar1 factory with a capacity of 400 kW, started in October 2021, able to reduce electricity consumption by approximately 400,000 kWh per year.

### Waste and Pollution Management

The company analyzes the causes of environmental problems to develop systematic solutions that comply with environmental laws and regulations. The company manages waste materials such as plastic and paper packaging waste, and properly disposes of hazardous waste to reduce environmental impact. In 2022, the company has 598 tons of non-hazardous waste and 20 tons of hazardous waste.

Additionally, the company implements pollution prevention measures and improves working conditions by regularly monitoring air quality and chemical levels. The results of these tests comply with the standards set by the regulatory authorities and the American Conference of Governmental Industrial Hygienists (ACGIH).

**Environmental Issues Management** – The company's goal in addressing environmental issues is to receive no complaints from employees or surrounding communities. In 2022, the company had no complaints related to environmental problems.

**Wastewater Management** – The company has a standard for wastewater management that is discharged into public waterways. This is done by analyzing wastewater according to the announcement of the Ministry of Natural Resources and Environment and the announcement of the Ministry

of Industry, which sets standards for controlling the discharge of wastewater from factories. The amount of contamination of substances in wastewater from all components, such as organic and inorganic substances, has been tested by external agencies certified to standards, and the results of the analysis meet the standard set by the law for all components. Therefore, the company is confident that there is no impact on public water sources.



### Activities and raising environmental awareness -

The company promotes environmental awareness through activities that reduce environmental impact, and was awarded a Level 2 Green Activity certification by the Industrial Estate Authority of Thailand. The company also organized activities to raise awareness about environmental issues on World Environment Day, June 5, 2022.

### Environmental Risk Management

#### Results of Operations in 2022

1. The company has effective measures to control noise levels and assesses the average noise level at all 14 workstations. The results of the external assessment conducted by authorized assessors comply with regulations and certify the environmental condition reports. The company also prepares hearing conservation plans for areas with noise levels exceeding 85 dB to reduce the risk of hearing loss among workers. The company also made engineering improvements at the source of noise and along noise pathways to reduce noise levels
2. The company also effectively controls light levels by measuring the intensity of light at all 250 workstations. The results of the external assessment conducted by authorized assessors comply with regulations and certify the environmental condition reports.

3. The company has good control over the issue of heat by measuring the heat levels in all 5 work areas, with a 100% pass rate based on external evaluators authorized by law. The report on the environmental conditions in the workplace has been certified.

4. The company has good control over the issue of chemical substances by measuring the concentration levels of chemicals in all 6 areas with 9 parameters tested. The pass rate was 100% based on external evaluators authorized by law. The report on the environmental conditions in the workplace has been certified.

### 3.4 Social sustainability management

#### Social Responsibility

##### Fair business operation

The Company operates its business within the regulatory framework and practices business ethics for benefit of all its stakeholders. We follow the following principles for the benefit of our stakeholders

1. Fair competition: The Company operates its business efficiently to compete with its peers in the business and to provide quality product, service and value to its customers.
2. Respect the rights of stakeholders: We operate our business efficiently utilizing our physical assets and our human resources. We do not take any action or encourage infringement of intellectual property rights.
3. Promote social responsibility to our business partners: We conduct and promote conduct of business with fairness to our business partners. The Company has a policy to conduct business with stakeholders are fair in their business practices, follow the regulatory environment, do not use child labor in the business and promote prevention of drugs for a better society.

##### Anti-Corruption

The Company follows a clear policy and practice of transparency and accuracy to conduct its business. Further, ensures compliance with laws and regulations including the securities law of the Securities and Exchange Commission Thailand (SEC). The Company has an audit committee, internal auditor and external auditor to review compliance and conduct of business with fairness.

##### Human Rights

The Company's policy and practice is to respect human rights. The directors, management and employees are required to conduct business with respect for human rights

1. Respect human dignity, to select and employ individuals through a proper channel of recruitment to work in the company. In the selection process should not have any limitation of gender and age.
2. To support and respect the protection of human rights, to conduct business with stakeholders who are not violating human rights. Violating of human rights includes using child labor and forced labor to operate their business. The Company monitors the policy and practice of stakeholders in relation to respect of human rights.
3. To encourage employees to use their constitutional right to vote.
4. To inform clearly to stakeholders our policy to respect human rights.

## Fair Treatment of Labor

The Company's policy and practice is to treat workers fairly. This is one of the five principles of human resource policy (5 M) of the company. The Company follows and practices the labor policy of Thailand

1. Employment and labor relations, employment without restriction of age and gender. Employees to be employed on fair terms in contract and in compliance with Bureau of Labor Standards, Ministry of Labor, Thailand. The Company is responsible for the welfare and well-being of its employees.
2. Safety and health of employees, the Company to focus on safety and a healthy work environment for its employees. The Occupational Health and Safety Committee monitors and supervises the safety and health of all employees. The Company provides for annual physical examination of all employees.
3. Treat all employees equally, the manual for ethics approved by the Department of Labor requires all employees to be treated equally whether of any gender, race and education qualification.

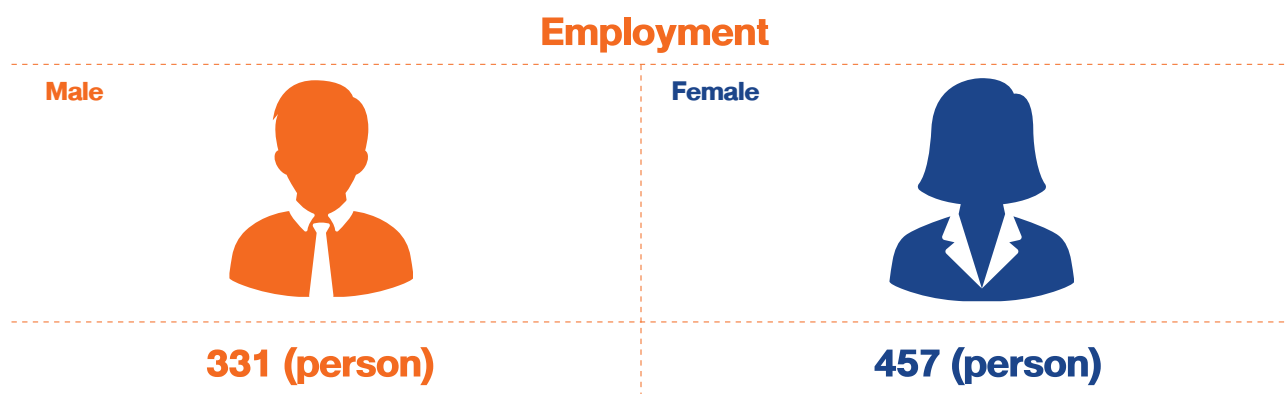
## Customer responsibility

The company operates responsibly towards its customers and values customer satisfaction and trust as important. Measures are in place regarding policies and practices for the protection of personal data of business partners and stakeholders, which are enforced internally. Customer satisfaction is assessed annually, with evaluations on product quality, services, and delivery for each individual customer. If the assessment results fall below the target, a plan is developed with the relevant team to identify the cause and solution. In 2565, the overall customer satisfaction rate was 92.58%, which is higher than the target. There were no major complaints from customers, including no cases of personal data leaks.

## Performance in Social Aspect

1. Employees and workers

*The company adheres to the principles of human rights from employment to the care of employees and personnel. In order to all employees and personnel to feel that they are connected to the same family as the organization. In 2022 the Company has the following key operations for employees:*



### Employee by each geography

Thailand	Employee (person)					
	Staff		Manager		Executive	
Age	Female	Male	Female	Male	Female	Male
Under 30 year	185	133	-	-	-	-
30-50 year	237	162	4	7	-	7
Over 50 year	27	17	2	2	2	3
Total	761		15		12	
Grand total	788					

India	Employee (person)					
	Staff		Manager		Executive	
Age	Female	Male	Female	Male	Female	Male
Under 30 year	7	73	-	-	-	-
30-50 year	14	152	1	41	-	2
Over 50 year	-	9	-	11	-	3
Total	255		53		5	
Grand total	313					

United Arab Emirates	Employee (person)					
	Staff		Manager		Executive	
Age	Female	Male	Female	Male	Female	Male
Under 30 year	-	100	-	-	-	-
30-50 year	2	99	-	9	-	2
Over 50 year	-	2	-	1	-	-
Total	203		10		2	
Grand total	215					

Malaysia	Employee (person)					
	Staff		Manager		Executive	
Age	Female	Male	Female	Male	Female	Male
Under 30 year	48	122	-	1	-	-
30-50 year	30	82	4	3	1	-
Over 50 year	6	7	-	1	2	2
Total	295		9		5	
Grand total	309					

Remark: Only employees under the Company and its subsidiaries, exclude sub-contract from outsource.

### Staff training

In 2022, the Company organizes training courses for employees to increase their skills and work potential for 37 courses, divided into 6 types, total 434 hours details are as follows:

Course	Hours
New Staffs' Orientation	156
Quality Management System	21
Safety System	49
Working Efficiency Skill	148
Management Skill	36
Problem-Solving and Decision-Making skills	24
<b>Total</b>	<b>434</b>

## **Safety, Occupational Health and Working Environment Management**

### **Security policies and practices**

The company is concerned about the lives and health of its employees and those who work within the company. Therefore, it is appropriate to conduct safety, occupational health, and environmental work in conjunction with the responsibilities of employees. Thus, the company has established policies on safety, occupational health, and environmental conditions for work as follows.

1. The company will develop a system for managing safety, occupational health, and environmental conditions in the workplace to comply with laws, international standards, and other requirements to create a safety culture at work for employees, business partners, contractors, and those who come into contact with or work within the company.

2. The company believes that workplace safety is the responsibility of all employees, and that all levels of management should serve as good examples, support and encourage employees to work safely, and supervise employees, business partners, contractors, and those who come into contact with or work within the company to comply strictly with safety and occupational health regulations.

3. The company will promote and support the participation of employees, business partners, contractors, and those who come into contact with or work within the company in the implementation of safety, occupational health, and environmental work.

4. The company is aware of the importance of preventing and assessing the risks of hazards and the environmental impacts, and will take all necessary measures to ensure that the risk prevention and mitigation systems are effectively used, and provide suitable protective equipment for those who may be exposed to risk to prevent or reduce the severity of potential hazards.

5. The company focuses on identifying the causes of problems to solve them efficiently and provide knowledge to all employees and promote awareness of the importance of safety, occupational health, and environmental conditions at work, to achieve effective outcomes in preventing hazards.

6. The company will promote and support the monitoring, prevention, and control of occupational diseases and diseases caused by environmental factors to maintain the health and quality of life of all employees.

7. The company will monitor and evaluate the implementation of policies on safety, occupational health, and environmental conditions in the workplace, as well as those defined in the annual plan, to ensure that they are implemented effectively and efficiently.

8. The company will provide appropriate resources, including budgets, time, personnel, and other relevant resources, to support the implementation of the safety, occupational health, and environmental management systems.

### **Guidelines for Workplace Safety and Occupational Health Care**

The company places great importance on controlling and managing risks that could endanger the lives, property, and environment of employees and partners. Therefore, regular inspections of workplace safety and occupational health care are conducted through online platforms and documents. Safety officers at the management and professional level report safety issues to the Workplace Safety Committee for resolution.

## Communication for Workplace Safety and Occupational Health Care

Communication for workplace safety and occupational health care is conducted through safety talks, notice boards, and various social media channels. Projects are also initiated to enable two-way communication between employees and their managers to ensure that everyone receives safety information and can communicate concerns, seek advice, and exchange ideas.

### Occupational Safety and Health Improvement Activities

- Safety Quiz activities on topics related to everyday safety such as basic first aid
- Projects led by safety managers to reduce accidents
- Competitions to promote safe areas
- Projects to improve safety-related work
- Measures to protect hearing
- Safety Patrol

### Measures to Prevent COVID-19

In the context of the COVID-19 pandemic, the company places great emphasis on the safety of its employees. Vaccinations against COVID-19 are provided, including DNA 400 and mRNA, with a total of 1,500 doses for employees and their families. The vaccination rate is expected to reach 100% of all employees, and booster shots are continuously provided.

Employees and external personnel working in the area are regularly screened for COVID-19 using Antigen Test Kits (ATK), and medical facilities are provided in case of infection or self-treatment at home. The company provides medication kits and devices for monitoring symptoms, such as thermometers and blood oxygen level monitors. Professional nurses are also available to provide health care and support for employees.



### Health promotion project

The company has implemented a smoking cessation program for employees who wish to quit smoking. The program provides support for quitting smoking, continuous monitoring, and evaluation to help employees successfully quit smoking. Additionally, the company has organized activities to promote exercise, such as tracking running distance and a mini marathon on December 28, 2022.



## Performance

Statistics of injuries from work for employees	2022
Injury Frequency Rate (I.F.R)	1.46
Injury Severity Rate (I.S.R)	20.44
Average Severity Index (A.S.I)	14.00
Disabling Injury Index (D.I.I)	0.03
Lost Factor (LF)	5.11
Number of Accident (Case)	4
Fatal Accident (Case)	0

Statistics of injuries from work for contractors	2022
Injury Frequency Rate (I.F.R)	2.36
Injury Severity Rate (I.S.R)	16.55
Average Severity Index (A.S.I)	7.00
Disabling Injury Index (D.I.I)	0.04
Lost Factor (LF)	16.55
Number of Accident (Case)	1
Fatal Accident (Case)	0

## Occupational Health Care Project on site

### Employee Engagement

*In 2022, the voluntary turnover rate was 1.4%, a decrease from the previous year.*

### Community and society

*The company conducts business with responsibility towards communities and society by prioritizing reducing environmental impact and avoiding negative impacts on community well-being.*

*In 2022, no social or environmental complaints were received from communities in the vicinity of company operations.*

## Community or social development project

### Employees' children scholarship program

The company has a scholarship program for the employees' children to support the education and help the employees to reduce their costs of living. For the year 2022, the company offers scholarships as follows.



#### Primary School

3,000 Baht  
40 Scholarships



#### Middle School

4,000 Baht  
21 Scholarships



#### High School/ Vocational education

5,000 Baht  
14 Scholarships



#### Bachelor's Degree

10,000 Baht  
9 Scholarships



## Corporate social responsibility 2022

Thai Plaspac Public Company Limited has cooperated with the Association of Securities Listed Companies in Thailand (SET) and the Stock Exchange of Thailand (SET) to implement operations for addressing climate change. They supported the Care the Wild project with a donation of 10,000 baht for the "Plant & Protect" campaign on a combined planting area of 91 rai (about 36 acres) in Ban Oi and Ban Bunreng, Rong Kwang District, Phrae Province. The activity involved planting together on June 11, 2022.

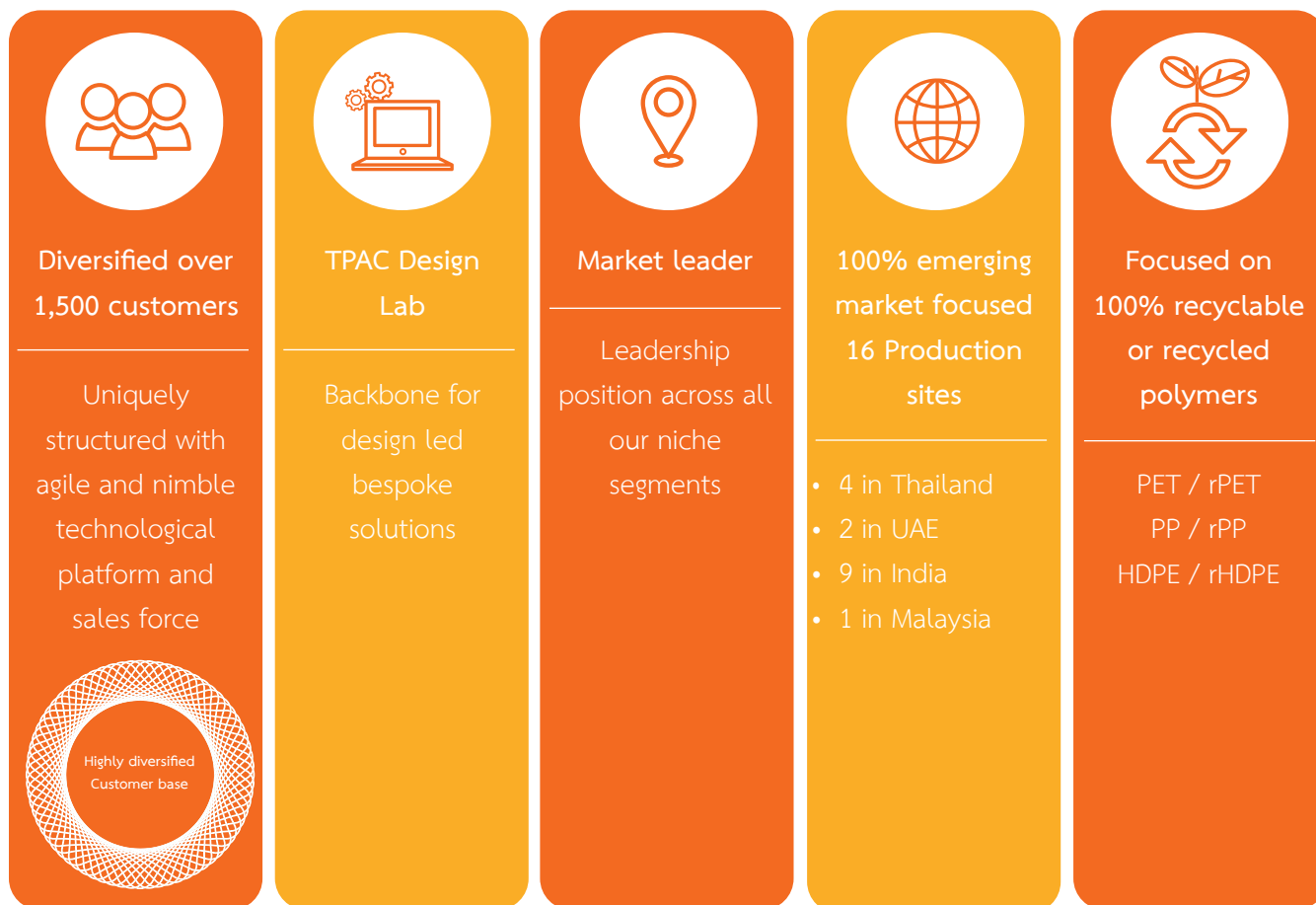




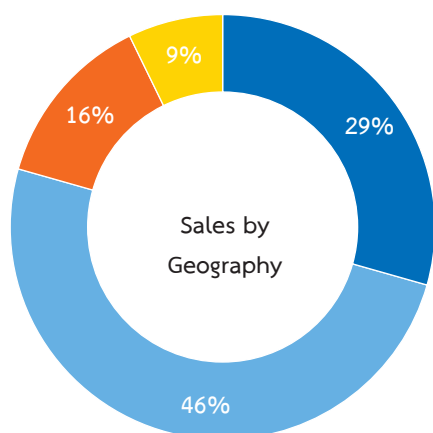
## 4. Management Discussion and Analysis : MD&A

### TPAC Overall

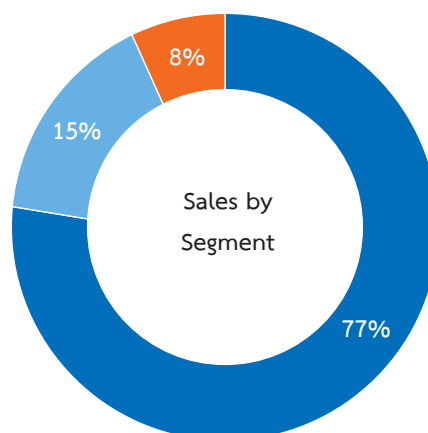
Thai Plaspac Public Company Limited (“TPAC”) is a packaging solutions specialist, focused on the design and manufacture of recyclable rigid plastic and paper packaging mainly for the food and pharma segments.



### Geographic and Industry Segmentation



● Thailand  
● India  
● Malaysia  
● UAE



● Food and Beverages  
● Pharmaceutical and personal Care  
● Home Care & Industrial

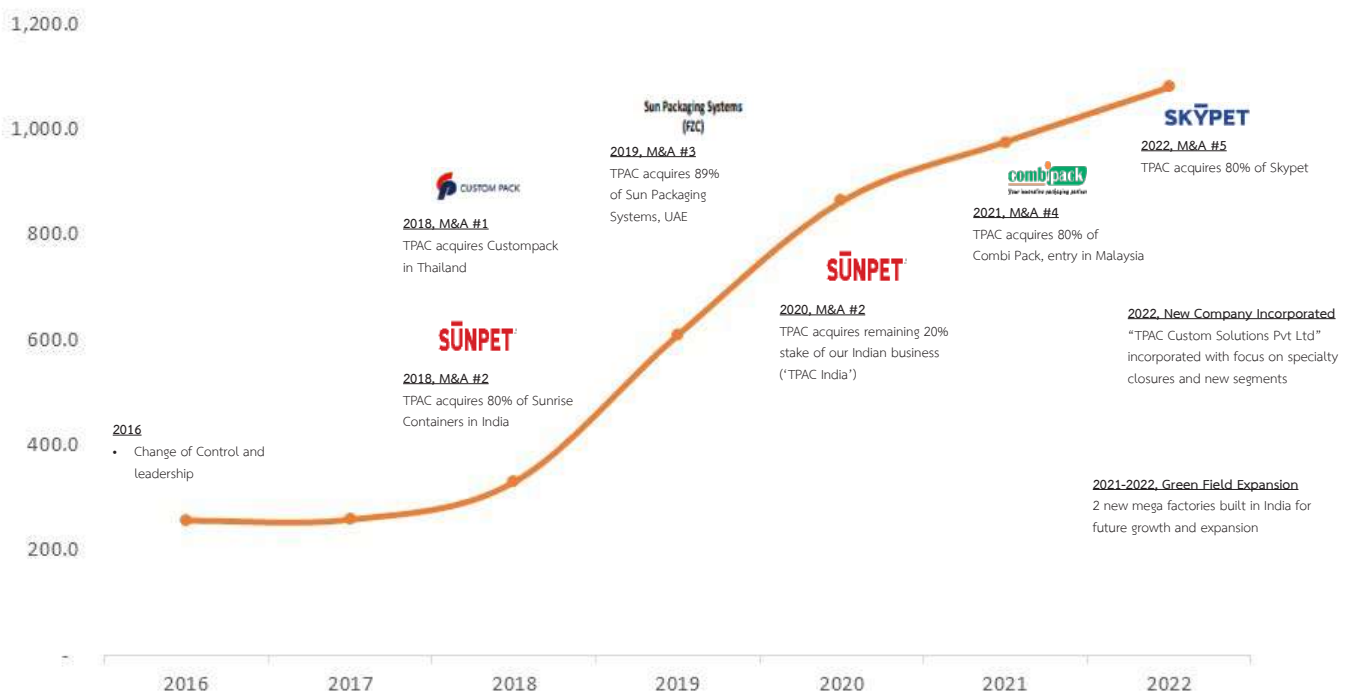
TPAC’s production facilities are certified with world class hygiene controls with more than 90% of TPACs portfolio catering to segments where stringent hygiene standards are a prerequisite (Food & Beverage, Pharmaceuticals & Personal Care). The remainder of our portfolio comprises of the home care & industrial segment.

On geographic spread, India now accounts for ~ 46% of the overall turnover of the Group with overseas business accounting for more than 70% share.

In 2016, a 35 year legacy provided a robust foundation to the new sponsors and management team to say ‘Let us now make this company a world class global business’.

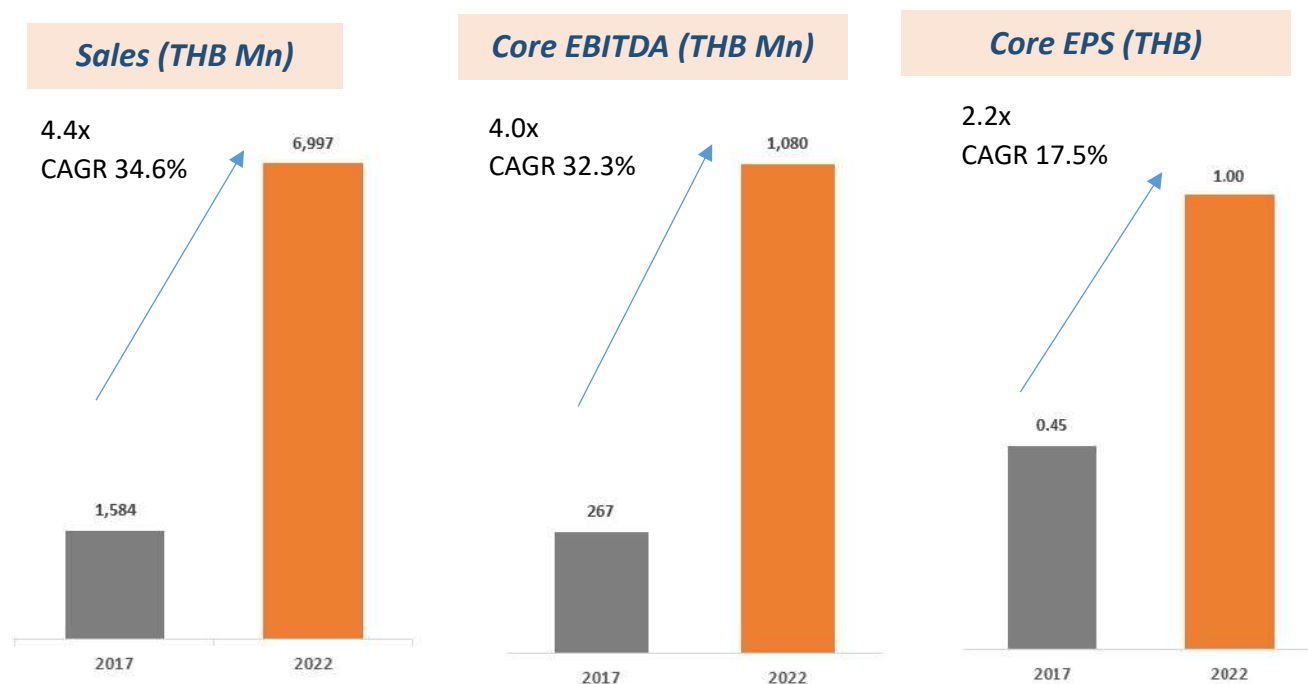
2016 - 2022

Core EBITDA  
(THB Mn)



- TPAC began operations in 1983 from its headquarters based out of Bangkok, Thailand.
- For 4 decades, TPAC has been a packaging partner to some of the world's leading brands and entrepreneurs. TPAC's specialty focus is food & pharmaceutical recyclable rigid plastic packaging.
- In FY'16, under new leadership (post a change of control at the shareholder level), a bolder vision was outlined for TPAC to become a world class global packaging company
- The company has since transformed itself with 16 manufacturing sites across 4 countries. From '17 to '20 we experienced consecutive upgrades to our CG rating, and we are now at a 4-star (Very Good) rating.

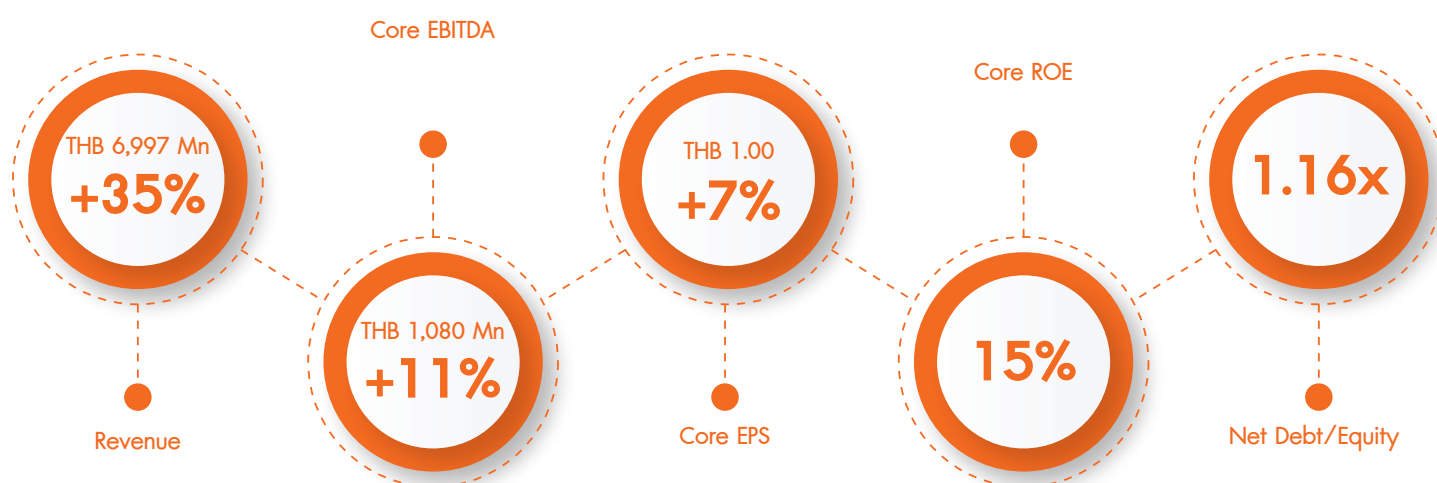
TPAC performance over the last 5 years is driven by a focussed strategy and execution discipline

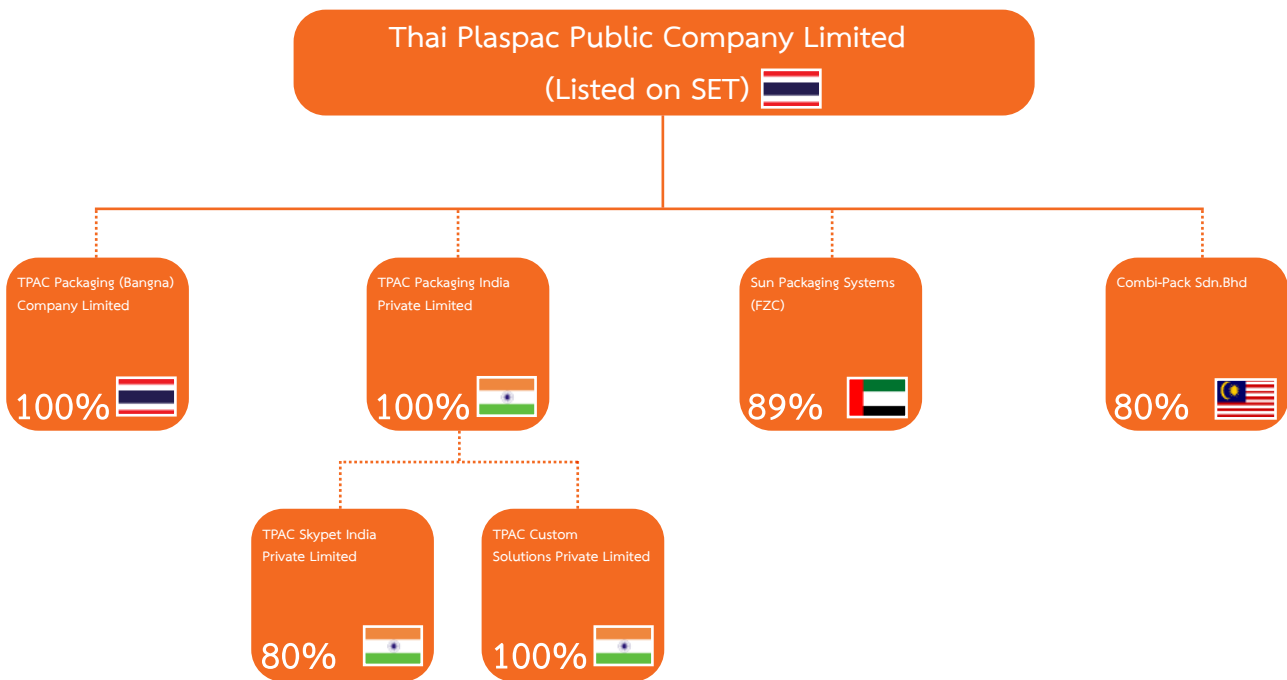


- Over the last 5 years, TPAC's sales have grown 4.4x times which has been a mix of both organic and inorganic growth. Sales CAGR has been ~ 35% between FY17 to FY22.
- In line with sales, Core EBITDA has also increased 4.0x times with a CAGR of ~ 32% between FY17 to FY22.
- Core EPS increased 2.2x times with a CAGR of ~ 17% between FY17 to FY22.

### FY2022 – A year of strong financial performance

Profitability driven by strong, sustainable growth, overcoming challenges





- Thai Plaspac Public Company Limited, is the parent holding company of the Group and is publicly listed on the Stock Exchange of Thailand.
- TPAC currently has 4 direct subsidiaries (as presented in the above table). While the subsidiaries located in Thailand and India are 100% owned, the subsidiaries located in UAE and in Malaysia are minority held by partners, who were erstwhile founders of these companies.
- TPAC Packaging India Private Limited has two subsidiaries namely:
  - TPAC Skypet India Private Limited, used as an acquisition vehicle for acquiring business of Skypet Polymers w.e.f. 01 April 2022. Currently TPAC holds 80% and erstwhile founder holds balance 20%.
  - TPAC Custom Solutions Private Limited, recently incorporated, to be engaged in the business of Caps and Closure and explore entry into new lucrative segments within Indian market.
- TPAC Consolidated numbers consist of earnings from all the above subsidiaries which are consolidated into Thai Plaspac Public Company Limited.

## Executive summary

Financial & Business performance for the 4th quarter and year ended 31st December 2022

(THB Mn)

	Quarterly					Financial Years		
	Q4'22	Q3'22	%Δ	Q4'21	%Δ <sup>1</sup>	FY22	FY21	%Δ
Consolidated Sales <sup>2</sup>	1,753	1,834	-4%	1,570	12%	6,997	5,194	35%
EBITDA	310	271	14%	290	7%	1,069	952	12%
<b>Core EBITDA<sup>3</sup></b>	<b>310</b>	<b>271</b>	<b>14%</b>	<b>295</b>	<b>5%</b>	<b>1,080</b>	<b>977</b>	<b>11%</b>
Core EBIT <sup>3</sup>	186	151	24%	151	24%	598	549	9%
Core Net Profit <sup>3</sup>	116	89	30%	82	41%	359	329	9%
Core Net Profit after NCI <sup>3</sup>	106	79	35%	75	42%	328	307	7%
EPS	0.33	0.24	35%	0.22	48%	0.98	0.47	108%
<b>Core EPS<sup>3</sup></b>	<b>0.33</b>	<b>0.24</b>	<b>35%</b>	<b>0.23</b>	<b>42%</b>	<b>1.00</b>	<b>0.94</b>	<b>7%</b>
Core ROE <sup>4</sup>	20%	14%	6%	14%	5%	15%	15%	0%
Debt to Equity (times) <sup>5</sup>	1.27	1.32	-0.05	1.28	-0.01	1.27	1.28	-0.01
Net Debt to Equity (times) <sup>6</sup>	1.16	1.15	0.01	1.12	0.04	1.16	1.12	0.04

1. YoY: Q4'22 vs Q4'21, 2. Revenue growth may not present a clear picture of actual sales growth, as our sales prices are a function of underlying feedstock (polymer) prices due to pass through pricing mechanism. Therefore, if polymer prices come down, our absolute sales value will also follow a similar trend. 3. Core excludes non-recurring income and one-time expenses related to M&A transaction costs. Details of which are given in the segment analysis, 4. ROE = Profit attributable to equity / Avg. Equity excluded NCI. ROE (Qn) = Qn Profit attributable to equity / Qn Avg. Equity excluded NCI. 5. Debt to Equity = IBD / Equity, 6. Net Debt to Equity = (IBD - Cash) / Equity

- Strong growth momentum witnessed during FY22 compared to FY21 with topline increasing by 35% on the backdrop of underlying organic volume growth, acquisition of Skypet business w.e.f. April '22, and full year consolidation of Malaysia business (12 months during FY22 vs. 7 months of FY21).
- Core EBITDA for the full year was at Baht 1080m representing an increase of ~ 11% during FY22 vs FY21,
- Revenue for this quarter witnessed a slight decline by ~4% as compared to previous quarter, on account of resin price movement, even though the volumes increased.
- The Core EBITDA for Q4 at Baht 310m showed a strong growth of ~14%, driven by margin enhancement across all our business. This has been driven through a host of factors including procurement led savings and stringent cost optimisation measures undertaken by the businesses.
- Core EPS of Baht 1.0 for full year 2022, is at an all-time high for TPAC in the last 6 years (post change of shareholders). Core EPS of Baht 0.33 during Q4'22 reflects a strong increase of ~35% with respect to previous quarter. Core ROE for the quarter stands at ~20%, showing a significant improvement as compared to previous quarter.
- Net debt to equity ratio has remained stable at 1.16x in Q4'22, which is within our comfort level, readying TPAC to move opportunistically towards M&A opportunities. Net Debt to Equity ratio has marginally increased during Q4'22 vs. Q3'22, is primarily attributable to decrease in Shareholders Equity value on account of loss in exchange differences due to translation in foreign currency.

## Key Strategic Initiatives and Business Highlights across TPAC Group

- **Capacity Expansion – Greenfield Projects in India**

During FY21 TPAC initiated 2 greenfield projects based out of North and West of India, adjacent to our existing facilities to meet the growing demand from our existing and new potential customers. The two projects combined would add ~ 32,000 sq meter area of space for setting up a manufacturing platform for capacity expansion in future.

The two projects are now complete and have started commercial production in a phased manner.

### Greenfield project in North of India, Haridwar



- Project **completed in Q3** and has been **fully capitalised**.

### Greenfield project in West of India, Silvassa



- Plant has been partially capitalised and balance plant is expected to be **completed by end of Q1'FY23**.

- **Entry into a new specialty vertical**

During FY22, TPAC India incorporated a 100% subsidiary namely “TPAC Custom Solutions Private Limited”. The company will focus on new segments for TPAC, including entry into high value add food and pharmaceutical caps and closures, leveraging and further strengthening TPAC’s world class R&D capabilities.



- **Acquisition and Partnerships: Solidifying our presence in India.**

TPAC consummated its 5th acquisition by acquiring business of Skypet Polymers, which was fully consolidated w.e.f 01st Apr 2022. The acquisition gives us a strategic footprint in south India. Once again, we have been able to seamlessly integrate this asset in our TPAC portfolio and the performance of Skypet post the acquisition has been ahead of our expectations. The prospects for this business are promising with the growing demand in food and beverages in the country and potential to enter new adjacent markets.

# SKYPET



- **Entry into Paper Packaging:**

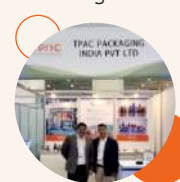
The group has ventured into the paper packaging space through a strategic paper food packaging project. Commercial production for paper bowl packaging has started from Q4'22 and is progressing well. TPAC has had no prior expertise in this area of paper packaging. Nevertheless, this project was entrusted to us as a testimony of our manufacturing excellence and project execution capabilities reflecting the deep relationship and intimacy TPAC has with our customers. We expect this opportunity to open up a new paper food vertical for TPAC.

- **Showcasing our portfolio through participation in global exhibition:**

TPAC strengthened its global reach and brand presence by showcasing its portfolio in various global trade shows and exhibitions during FY22. The response during such exhibitions was very positive, leading to multiple enquiries from various brand owners, OEMs and distributors. These initiatives are in the direction of presenting a unified TPAC brand and offerings under one roof to our global customers.



Gulf food



CPHI - Korea



FHA - Singapore

Manufacturing



- Commitment towards ESG



### Solar Rooftop Project

- Project completed and started enjoying the solar saving from the mid of Oct 22
- Solar rooftop project has a capacity of 1.5 MW in Malaysia business



### Plant & Protect Campaign

June 2022  
TPAC collaborated with partners under Care the Wild project :  
“Plant & Protect”



### CG Ratings

TPAC maintained its Very Good level (4 Stars) with 88% score.



### FTSE Index Inclusion

TPAC included in the FTSE Micro-Cap index effective September 16, 2022, reflecting the stocks' increasing liquidity and investors' confidence.

- New Corporate headquarters in the heart of Bangkok City

On 5th October 2022, TPAC inaugurated the opening of its Corporate Office located in the city of Bangkok, situated at Ocean Tower 2 Building, Sukhumvit 19 Alley, Khlong Toei Nuea, Watthana, Bangkok. The opening of this new office within the main city, marks an important milestone in TPAC's journey bringing our corporate team closer together and will help us continue to attract top talent.





## Financial performance

### A) Consolidated Income Statement

(THB Mn)

	Q4'22	Q3'22	% Δ	Q4'22	Q4'21	%Δ	FY'22	FY'21	%Δ
Sales	1,753	1,834	-4%	1,753	1,570	12%	6,997	5,194	35%
Cost of sales	1,426	1,528	-7%	1,426	1,301	10%	5,841	4,190	39%
<b>Gross Profit</b>	<b>327</b>	<b>307</b>	<b>7%</b>	<b>327</b>	<b>269</b>	<b>21%</b>	<b>1,156</b>	<b>1,004</b>	<b>15%</b>
<b>Gross Profit Margin %</b>	<b>18.6%</b>	<b>16.7%</b>	<b>2%</b>	<b>18.6%</b>	<b>17.1%</b>	<b>2%</b>	<b>16.5%</b>	<b>19.3%</b>	<b>-3%</b>
SG&A	160	175	-9%	160	143	12%	669	535	25%
Other income	20	19	3%	20	20	-4%	99	55	79%
<b>EBITDA</b>	<b>310</b>	<b>271</b>	<b>14%</b>	<b>310</b>	<b>290</b>	<b>7%</b>	<b>1,069</b>	<b>952</b>	<b>12%</b>
<b>EBITDA Margin %</b>	<b>17.7%</b>	<b>14.8%</b>	<b>3%</b>	<b>17.7%</b>	<b>18.5%</b>	<b>-1%</b>	<b>15.3%</b>	<b>18.3%</b>	<b>-3%</b>
<b>Core EBITDA</b>	<b>310</b>	<b>271</b>	<b>14%</b>	<b>310</b>	<b>295</b>	<b>5%</b>	<b>1,080</b>	<b>977</b>	<b>11%</b>
<b>Core EBITDA Margin %</b>	<b>17.7%</b>	<b>14.8%</b>	<b>3%</b>	<b>17.7%</b>	<b>18.8%</b>	<b>-1%</b>	<b>15.4%</b>	<b>18.8%</b>	<b>-3%</b>
Depreciation and amortization	124	121	3%	124	144	-14%	482	428	13%
<b>EBIT</b>	<b>186</b>	<b>151</b>	<b>24%</b>	<b>186</b>	<b>146</b>	<b>27%</b>	<b>586</b>	<b>524</b>	<b>12%</b>
<b>Core EBIT</b>	<b>186</b>	<b>151</b>	<b>24%</b>	<b>186</b>	<b>151</b>	<b>24%</b>	<b>598</b>	<b>549</b>	<b>9%</b>
<b>Core EBIT Margin %</b>	<b>10.6%</b>	<b>8.2%</b>	<b>2%</b>	<b>10.6%</b>	<b>9.6%</b>	<b>1%</b>	<b>8.5%</b>	<b>10.6%</b>	<b>-2%</b>
Finance costs	42	43	-1%	42	44	-5%	161	137	17%
<b>Profit Before Tax</b>	<b>144</b>	<b>108</b>	<b>34%</b>	<b>144</b>	<b>102</b>	<b>41%</b>	<b>426</b>	<b>387</b>	<b>10%</b>
<b>Core Profit Before Tax</b>	<b>144</b>	<b>108</b>	<b>34%</b>	<b>144</b>	<b>107</b>	<b>35%</b>	<b>437</b>	<b>411</b>	<b>6%</b>
<b>Core Profit Before Tax Margin %</b>	<b>8.2%</b>	<b>5.9%</b>	<b>2%</b>	<b>8.2%</b>	<b>6.8%</b>	<b>1%</b>	<b>6.2%</b>	<b>7.9%</b>	<b>-2%</b>
Income tax expense	28	19	50%	28	23	22%	75	212	-64%
<b>Net Profit</b>	<b>116</b>	<b>89</b>	<b>30%</b>	<b>116</b>	<b>79</b>	<b>46%</b>	<b>350</b>	<b>175</b>	<b>100%</b>
<b>Net Profit Margin %</b>	<b>6.6%</b>	<b>4.9%</b>	<b>2%</b>	<b>6.6%</b>	<b>5.0%</b>	<b>2%</b>	<b>5.0%</b>	<b>3.4%</b>	<b>2%</b>
<b>Core Net Profit</b>	<b>116</b>	<b>89</b>	<b>30%</b>	<b>116</b>	<b>82</b>	<b>41%</b>	<b>359</b>	<b>329</b>	<b>9%</b>
<b>Core Net Profit Margin %</b>	<b>6.6%</b>	<b>4.9%</b>	<b>2%</b>	<b>6.6%</b>	<b>5.2%</b>	<b>1%</b>	<b>5.1%</b>	<b>6.3%</b>	<b>-1%</b>
<b>Net Profit after NCI</b>	<b>106</b>	<b>79</b>	<b>35%</b>	<b>106</b>	<b>72</b>	<b>48%</b>	<b>319</b>	<b>153</b>	<b>108%</b>
<b>Net Profit after NCI Margin %</b>	<b>6.1%</b>	<b>4.3%</b>	<b>2%</b>	<b>6.1%</b>	<b>4.6%</b>	<b>1%</b>	<b>4.6%</b>	<b>2.9%</b>	<b>2%</b>
<b>Core Net Profit after NCI</b>	<b>106</b>	<b>79</b>	<b>35%</b>	<b>106</b>	<b>75</b>	<b>42%</b>	<b>328</b>	<b>307</b>	<b>7%</b>
<b>Core Net Profit after NCI Margin %</b>	<b>6.1%</b>	<b>4.3%</b>	<b>2%</b>	<b>6.1%</b>	<b>4.8%</b>	<b>1%</b>	<b>4.7%</b>	<b>5.9%</b>	<b>-1%</b>

Non-Recurring income/(expenses) (THB Million)	Q4'22	Q3'22	Q4'22	Q4'21	FY'22	FY'21
Overseas M&A Related Expenses	-	-	-	-2	-11	-6
Thailand M&A Related Expenses	-	-	-	-10	-1	-18
Deferred tax - pursuant to disallowance of	-	-	-	0		-133
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-12</b>	<b>-12</b>	<b>-158</b>

### Thailand Business

Thailand business has shown a good resilience in 2022, amidst challenging inflationary environment and covid related disruption in China and parts of S. E Asia impacting demand and supply chains. While the volumes have had some contraction, the Core EBITDA has improved by ~5% driven by cost optimization measures and operational efficiencies in both our plants in Thailand.

On a quarterly basis, Q4'22 had flattish volumes as compared to Q3'22, however Core EBITDA has significantly increased by ~25% wrt on Q-o-Q basis, led by savings in procurement savings and cost reduction projects.

We remain confident on the overall prospects on our Thailand business, driven by consumption recovery and our ongoing pipeline of new projects with existing and potential new customers. The Bangna operations are also now cash positive, with concentrated efforts of the management to optimise manpower cost and improve value addition.

### India Business

2022 was a landmark year for India in terms of building a strong foundation for future growth by investments in two green field projects and gaining strategic footprint in South of India, through the Skypet acquisition. At a consolidated level, the business had sharp uptake in volumes, driven both by organic growth coupled with Skypet acquisition.

India business excluding Skypet has shown a sales volume growth of ~9% during FY'22 vs FY'21, while witnessing a marginal decline in profitability. Such decline is led by unusual fluctuations in prices of key raw materials leading to subdued margins. Management believes that the prices of the raw materials have now stabilised and expect the profitability to come back at normalised levels in the near future.

On a quarterly basis, after a relatively subdued Q3'22, we had a good revival in volume and profitability for the India standalone business in Q4'22. At a consolidated level in India, the volumes have grown at 5% on Q-o-Q basis with slightly improving margin structure because of scale benefit and some price adjustments to pass the cost increase to customers.

The acquisition of Skypet has performed well and we have been able to capitalize on synergies in terms of procurement, customer additions and a broader product range. The demand offtake has also been good, with overall volume growth of 30% from pre-acquisition to post acquisition period. Q4 saw a major dip in performance on account of October and November volumes falling drastically because of the strike of distilleries in south of India. However, December was a record month for Skypet once the strike was called off. Business is now operating at normalised levels.

### **UAE Business**

In UAE, a new plant was setup and has started commercial production at the end of FY'21. During FY'22 we have steadily increased our production capacity and have a ready infrastructure for future growth.

Increase in revenue during FY'22 vs FY'21 is on the back of higher sales volume (~ 10%), whereas there was moderate increase in profitability. Lower profitability was on account of higher raw material cost vis-à-vis previous year and higher fixed cost due to establishment of new plant.

The last quarter saw the revival of volumes after a subdued Q3'22 with sales quantity increasing by ~9% with respect to previous quarter. It was supplemented with margin improvement, which increased the EBITDA by ~ 20% on a Q-o-Q basis.

### **Malaysia Business**

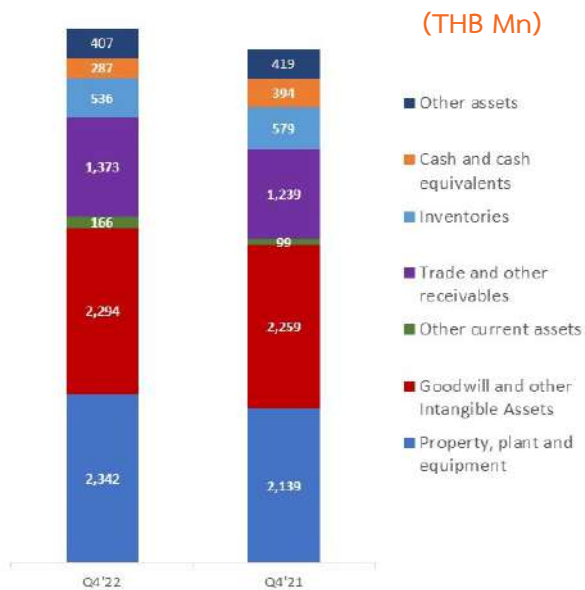
This is the first year where in Malaysia business was consolidated for entire period, given that the acquisition was done in the month of June 21. Since, only seven months were consolidated during FY'21 vs. twelve months in case of FY'22, the periods are not comparable. The business has performed as per management expectations with increasing growth and profitability.

On a quarterly basis, Q4'22 volumes were slightly subdued after recording a strong Q3'22. However, the profitability has improved driven by energy savings from our solar project implementation and better cost management.

Malaysia business has ventured into the paper packaging space through a strategic paper food packaging project in which it has partnered with one of its multinational customers. Commercial production for paper bowl packaging has started from Q4'22.

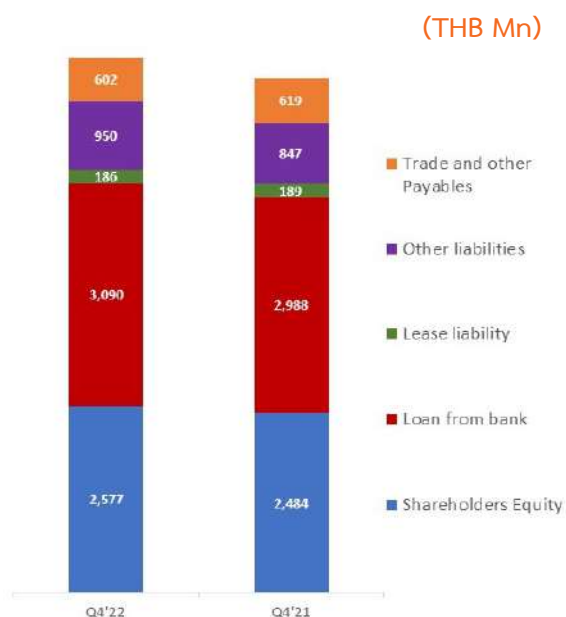
## B) Consolidated Balance Sheet

### ASSETS



- Overall assets of the company stand at ~THB 7,404 mn as at Q4'22.
- Tangible and intangible assets comprise ~63% of the total assets.
- Total asset increased during FY'22 due to consolidation of assets pertaining to Skypet polymers w.e.f 01st Apr 2022 and investment in PPE.
- Net Working Capital as % to LTM Revenue ranged between ~20% to 25% during last 4 quarter.
- Other Assets primarily includes right of use assets Withholding tax deducted at source and Advance payment for purchasing of molds.

### EQUITY AND LIABILITIES

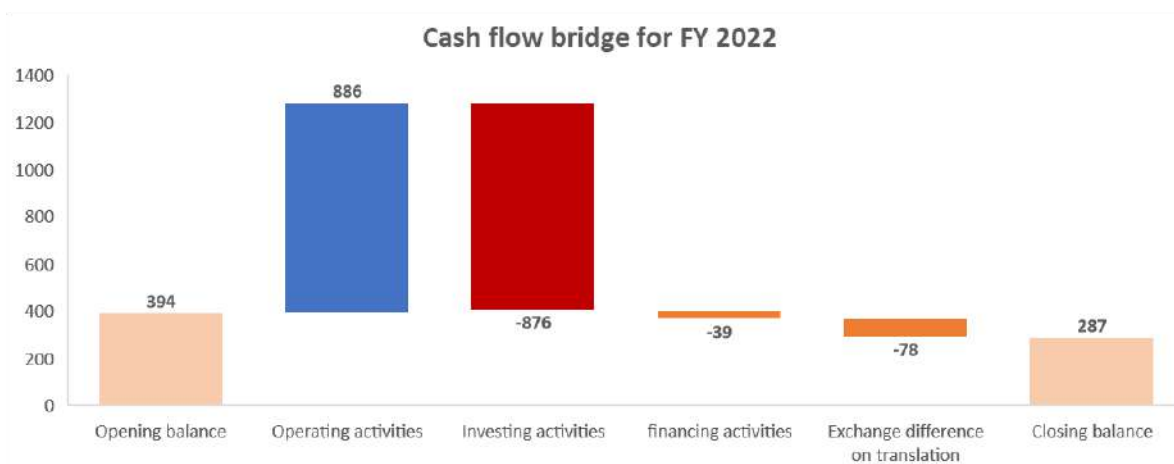


- Increase in shareholders equity is primarily on account of profits generated for the period which is partly offset by loss in exchange differences due to translation in foreign currency.
- Management has been able to maintain same level of Debt, even after business acquisition of Skypet polymers and greenfield projects during FY'22. Net debt to equity ratio is at 1.16x during FY'22, which is within our comfort level.
- Net Debt to LTM Core EBITDA has remained constant at ~2.8x during Q4'21 and Q4'22.
- Other Liabilities primarily includes non-controlling interest put options and deferred tax liability.

### C) Consolidated Cash Flow

Cash Flows (THB Million)	Q4'22	FY2022	FY2021
Net cash received from operating activities	437	886	724
Net cash used in investing activities	-99	-876	-1,157
Net cash used/received in financing activities	-384	-39	502
Exchange differences on translation of financial statements	-151	-78	129
<b>Net increase/decrease in cash and cash equivalents</b>	<b>-197</b>	<b>-107</b>	<b>198</b>
Cash and Cash Equivalents - Opening Balance	484	394	196
Cash and Cash Equivalents - Closing Balance	287	287	394

(THB Mn)



- TPAC generated positive operating cash flow aggregating THB 886 Mn for the period FY'22.
- Investing activities during FY'22 primarily comprises of purchase of Skypet business (~ THB 346 Mn), first deferred payment pertaining to Malaysia business acquisition (~ THB 62 Mn) and balance for growth and maintenance capex.
- Financing activities is mainly related towards repayment of existing loan and finance cost, which is partly offset with new loans taken for acquisition of Skypet business and towards normal operations.
- The Cash and Cash Equivalent stand at Baht ~287 Mn as at the end of FY'22.

### Safe harbour:

Certain words and statements in this communication concerning THAI PLASPAC PUBLIC COMPANY LIMITED (“the Company”) and its prospects, and other statements relating to the Company’s expected financial position, business strategy, the future development of the Company’s operations and the general economy in Thailand & global markets, are forward looking statements.

Such statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements of the Company, or industry results, to differ materially from those expressed or implied by such forward-looking statements.

Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future.

The important factors that could cause actual results, performance or achievements to differ materially from such forward-looking statements include, among others, changes in government policies or regulations and, in particular, changes relating to the administration of the Company’s industry, and changes in general economic, business and credit conditions.

The information contained in the MD&A is only current as of its date and has not been independently verified. No express or implied representation or warranty is made as to, and no reliance should be placed on, the accuracy, fairness or completeness of the information presented or contained in this MD&A. None of the Company or any of its affiliates, advisers or representatives accepts any liability whatsoever for any loss howsoever arising from any information presented or contained in this MD&A. Please note that the past performance of the Company is not, and should not be considered as, indicative of future results. Furthermore, no person is authorized to give any information or make any representation which is not contained in, or is inconsistent with, this MD&A. Any such extraneous or inconsistent information or representation, if given or made, should not be relied upon as having been authorized by or on behalf of the Company.

The Company may alter, modify, or otherwise change in any manner the contents of this MD&A, without obligation to notify any person of such revision or changes.

## Annexures

### Consolidated Balance Sheet

(THB Mn)

Particulars	Q4'22	Q4'21	%Δ
Cash and cash equivalents	287	394	-27%
Trade and other receivables	1,373	1,239	11%
Inventories	536	579	-7%
Other current financial assets	13	2	450%
Advance purchase for raw material	52	14	264%
Asset held for sale	2	-	0%
Other current assets	98	83	19%
<b>Total current assets</b>	<b>2,362</b>	<b>2,311</b>	<b>2%</b>
Restricted bank deposits	17	18	-4%
Long-term investment	3	0	598%
Property, plant and equipment	2,342	2,139	10%
Right-of-use assets	174	191	-9%
Goodwill	1,680	1,640	2%
Intangible assets	614	619	-1%
Deferred tax assets	9	10	-10%
Withholding tax deducted at source	70	70	0%
Advance payment for purchasing of molds	42	64	-34%
Assets associated with call options	4	6	-33%
Other non-current assets	87	59	47%
<b>Total non current assets</b>	<b>5,043</b>	<b>4,816</b>	<b>5%</b>
<b>Total assets</b>	<b>7,404</b>	<b>7,127</b>	<b>4%</b>
Bank overdraft and short-term loans from banks	992	751	32%
Trade and other payables	602	619	-3%
Current portion of long-term lease liabilities	12	14	-15%
Current portion of long-term loans from banks	373	257	45%
Income tax payable	27	24	14%
Other current financial liabilities	0	-	0%
Other current liabilities	56	98	-43%
<b>Total current liabilities</b>	<b>2,062</b>	<b>1,762</b>	<b>17%</b>
Long-term lease liabilities, net of current portion	174	175	-1%
Long-term loans from banks - net of current portion	1,725	1,980	-13%
Non-controlling interest put options	341	290	18%
Deferred tax liabilities	363	356	2%
Provision for long-term employee benefits	74	80	-8%
Other non-current liabilities	90	-	0%
<b>Total non current liabilities</b>	<b>2,765</b>	<b>2,881</b>	<b>-4%</b>
<b>Total liabilities</b>	<b>4,828</b>	<b>4,643</b>	<b>4%</b>
Registered share capital	327	327	0%
Issued and paid-up capital	327	327	0%
Premium on ordinary shares	1,027	1,027	0%
Appropriated - statutory reserve	33	33	0%
Retained earnings	915	681	34%
Other components of shareholders' equity	(111)	46	-340%
Excess of book value of acquired subsidiary over cost	20	20	0%
Equity attributable to owners of the Company	2,210	2,133	4%
Non-controlling interests of the subsidiaries	367	350	5%
<b>Total shareholders' equity</b>	<b>2,577</b>	<b>2,484</b>	<b>4%</b>
<b>Total liabilities and shareholders' equity</b>	<b>7,404</b>	<b>7,127</b>	<b>4%</b>
<b>Net Debt to Equity (times)</b>	<b>1.16</b>	<b>1.12</b>	

## Cash Flow (Consolidated)

(THB Mn)

	Q4'22	FY2022	FY2021
<b>Cash flow from Operating Activities</b>			
Profit Before Tax	144	426	387
Adjustment : Depreciation and Amortisation	124	482	428
Adjustment : Other adjustments	52	186	156
Profit from operating activities before changes to working capital	320	1094	971
Net changes to working capital	142	-129	-217
Cash flows from Operating Activities	461	965	754
Cash receipt from refund of withholding tax deducted at source	-	-	23
Cash paid for corporate income tax	-25	-79	-53
<b>Net Cash Flows from Operating Activities</b>	<b>437</b>	<b>886</b>	<b>724</b>
<b>Cash flow from Investing Activities</b>			
Acquisition of Fixed Assets	-92	-471	-337
Acquisition of Intangible Assets	0	-2	-1
Proceeds from equipments sales	6	17	12
Proceeds from Asset held for sale	-	-	57
Cash paid for investment in subsidiary	0	-408	-893
Other	-13	-12	6
<b>Net Cash Flow used in Investing Activities</b>	<b>-99</b>	<b>-876</b>	<b>-1157</b>
<b>Cash flow from Financing Activities</b>			
Increase (decrease) in short-term loans from bank	-56	241	210
Decrease from restricted bank deposit	-	-	8
Increase (decrease) in long-term loans from bank	0	463	1373
Repayment of long-term loan	-290	-558	-283
Repayment of debenture	-	-	-524
Cash paid for finance lease payable	-5	-26	-25
Cash receipt from long-term loan from non-controlling interests of the subsidiary	-	40	-
Cash paid for financial fees	-	-	-10
Finance costs	-33	-139	-145
Dividend Paid Out	-	-59	-102
<b>Net Cash Flow from Financing Activities</b>	<b>-384</b>	<b>-39</b>	<b>502</b>
Decrease in exchange differences on translation of financial statement in foreign currency	-151	-78	129
<b>Change in Cash and Cash Equivalents</b>	<b>-197</b>	<b>-107</b>	<b>198</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>484</b>	<b>394</b>	<b>196</b>
<b>Cash and Cash equivalents - Closing Period Balance</b>	<b>287</b>	<b>287</b>	<b>394</b>

## Exchange rate used to translate the financial statements

	INR/THB	MYR/THB	AED/THB
12 months average rate Y2021	0.4330	7.8689	8.7118
12 months average rate Y2022	0.4465	7.9670	9.5470
Month-ended rate as at 31 Dec 2021	0.4476	8.0143	9.0986
Month-ended rate as at 31 Dec 2022	0.4199	7.8304	9.4109

## 5. General Information and other significant information

### 5.1 General Information

Name	Thai Plaspac Public Company Limited
Symbol	TPAC
Type of Business	Design and Manufacture rigid plastic packaging
Website	<a href="http://www.tpacpackaging.com">www.tpacpackaging.com</a>
Registration Number.	0107547000575
Date of Incorporation	August 1, 1983
Registered Share Capital	THB 326,550,000 divided into 326,550,000 ordinary shares of par value at THB 1 per share
Paid-up Share Capital	THB 326,449,999 divided into 326,449,999 ordinary shares of par value at THB 1 per share
Fiscal year end	31 December
Headquarter	77 Soi Thian Thaley 30 Bang Khun Thian-Chay Thaley Road, Tha Kham, Bang Khun Thian, Bangkok 10150, Thailand Tel. 02-897-2250-1 Fax. 02-897-4694
Corporate Office	75/110 39 Floors Ocean Tower 2 Building, Sukhumvit 19 Alley, Khlong Toei Nuea, Watthana, Bangkok 10110, Thailand
Branch 001	3/1, 3/2 Soi Thian Thaley 15, Bang Khun Thian-Chay Thaley Road, Sameadum, Bang Khun Thian, Bangkok 10150, Thailand Tel. 02-892-0261-4
Branch 002	75/2 Moo 9 Soi Ruamjai Bangna-Trad Road Km.18.8, Bangphli Samutprakarn 10540
Investor Relations	<a href="mailto:IR@tpacpackaging.com">IR@tpacpackaging.com</a>
Secretary	<a href="mailto:Secretary@tpacpackaging.com">Secretary@tpacpackaging.com</a>

Details of subsidiaries and associated companies in which the company holds 10 percent or more of the total issued shares, please see details in the topic of “Shareholding Structure of the Company Group”



## Other Party's Reference Information

Share Registrar	Thailand Securities Depository Company Limited 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Tel. 02-009-9000 Fax. 02-009-9991
Auditor	EY Office Limited 33rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Thailand Tel. 02-264-0777
Legal Advisor	Capital Law Officer Limited 44 Smooth Life Tower 16th FL., North Sathorn Rd., Silom, Bangrak, Bangkok 10500 Thailand. Tel.02-633-9088, Fax 02-633-9089

### 5.2 Other significant information

Other information that has a significant impact on Investors' Decision are available on Company's website at [www.tpacpackaging.com](http://www.tpacpackaging.com)

### 5.3 Legal Dispute

As of December 31, 2022, the Company and its subsidiaries are not prosecuted as a defendant in any litigation or disputes, including any arbitration proceedings that may have a negative impact on the assets of the Company or its subsidiaries that have higher than 5.0% of shareholders' equity and that affects the Company's business operations

### 5.4 Secondary market

No secondary market and no debt instrument

# Part 2



## Corporate Governance

## 6. Corporate Governance Policy

### 6.1 Overview of the Policy and Guidelines

The Board of Directors and the management of Thai Plaspac Public Company Limited is firmly committed to implementing and practicing the good corporate governance across all its global operations in pursuit of its long-term sustainable business success. The Company will continue to cover Corporate Governance Code for listed Companies 2017 and recommendations of the Securities Exchange Commission (“SEC”), Stock Exchange of Thailand (“SET”), Institute of Directors, Thailand (IOD) and other. The Company will ensure that all employees are aware of the Governance principles and practices that TPAC promotes.

In pursuit of its commitment and for a better understanding and more effective implementation, all of corporate governance related policies and codes of conducts were reviewed, combined and restructured into one document, the Corporate Governance Manual which was approved by the Board of Directors. To provide all directors, employees, and stakeholders of the Company a clearer focus of how the Company values are being implemented and how corporate governance is being realized in the Company.

### Section 1 Rights of Shareholders

The Company places emphasis on the rights of shareholders as the owners of the Company. All shareholders, whether retail investors or institutional investors, are encouraged to exercise their fundamental rights, e.g., trading or transferring of shares, sharing of profits, receiving adequate information, whether via the Company’s website, the SET’s website or through other channels, attending shareholders’ meetings to acknowledge the Company’s annual performance, and casting votes at the shareholders’ meetings to approve significant matters as specified by laws, such as the appointment or removal of directors, the determination of directors’ remuneration, the appointment of auditor and the determination of audit fee, the dividend payment or suspension of dividend payment, and the capital increase and the issuance of new securities, including making enquiries or comments on matters that the Board of Directors presents to or requests for approval at the shareholders’ meetings.

#### Shareholders’ Meeting

The Company must hold an annual general meeting of shareholders within 120 days from the end of the Company’s fiscal year. Other shareholders’ meetings, i.e., extraordinary general meetings of shareholders, are to be called when it is deemed necessary and appropriate. The Company has set up a Company Secretary Office to ensure that the shareholders’ meetings are held as required by law and in accordance with the principles of good corporate governance. In the shareholders’ meetings, the Company will arrange for a legal advisor to attend the meeting to provide legal advice and witness the vote count throughout the meeting and give the minority shareholders an opportunity to nominate a representative to witness the vote count. In the case where an agenda item of the meeting concerns a transaction that is complicated and significant to the decision making of the shareholders’ meetings, the Company will also arrange for a financial advisor as well as a legal advisor to provide answers and explanations at the meeting. As for the annual general meeting of shareholders where financial statements will be considered for approval, the Company will arrange for its auditor to be present at such meeting every time. In addition, the Company encourages all directors, members of the sub-committees, senior executives and company secretary to attend every shareholders’ meeting, except in case of necessity or emergency.

## Invitation and Facilities for Shareholders

To protect rights of all shareholders equally and do not restrict rights to access to shareholders' information and, either Thai shareholders or foreign shareholders, the Company prepares and provides the invitation to shareholders' meeting and supporting documents, both Thai and English version, and engages Thailand Securities Depository Co., Ltd., its securities registrar, to undertake the delivery of the invitation thereof to all shareholders. The invitation will provide adequate information regarding the place, date and time of the meeting, meeting agenda, objectives and rationale of each agenda item together with the opinion of the Board of Directors, number of votes required for each agenda item, and other supporting documents. This is to allow the shareholders to have sufficient time to study the documents beforehand. There will be no hidden agenda items or addition of other agenda items that are not stated in the invitation, except for urgent matters. Besides, the Company will also public the invitation together with the supporting documents on the Company's website and allows the shareholders to submit their inquiries at least 30 days in advance, and make an announcement of the same in the newspaper for 3 consecutive days, at least 7 days prior to the meeting date.

Moreover, the Company will arrange the shareholders' meeting at the appropriate venue that can accommodate all shareholders, having a good security system and being conveniently accessible for shareholders. The Company uses the barcode system for the registration and vote count to enhance transparency and provide convenience to the shareholders. The registration opens at least an hour prior to the meeting.

In addition, the Company arranges for its officers to welcome and provide convenience and also sets up an Investor Relations desk where investor relations officers who have the knowledge and expertise in giving information will answer shareholders' questions in relation to the Company's businesses. The Company also provides stamp duties for attendees by proxy. To provide convenience to the shareholders who are institutional investors and the shareholders who hold shares through custodians, the Company gives an opportunity to such shareholders to verify their names, information, and supporting documents before the meeting date to reduce the time and procedures for verifying information and documents on the meeting date.

## Procedure of the Shareholders' Meeting

The Company has adopted the following procedures as its practices of good corporate governance. Prior to the commencement of the shareholders' meeting, the secretary to the meeting will introduce to the shareholder's meeting the members of the Board of Directors, the executives, and the Company's auditor and legal advisor, who are present. The secretary to the meeting will also inform the shareholders' meeting about the voting procedures and the vote count method in the meeting. After providing information in each agenda item, the chairman of the meeting will grant equal opportunities to all attendees to make their comments or enquiries relevant to the agenda item. The enquiries will be answered, and adequate time will be given for discussion as appropriate. As for the agenda item on the appointment of directors, the shareholders will cast their votes to appoint each director individually. In addition, in order to promote compliance with the principles of good corporate governance, a director who is due to retire by rotation and is nominated for election as director of the Company for another term will leave the meeting room temporarily during the consideration of such agenda item.

The Company arranges for minutes of meetings to be recorded correctly and completely so that the shareholders can inspect the same. Resolutions of the meeting are to be clearly recorded with details of the quorum; the list of present directors, executives, and advisors; the vote count method; the witness(es) to the vote count; the voting results, i.e., approvals, disapprovals, and abstentions. Furthermore, comments, suggestions, questions, and answers which are significant and relevant to each agenda item will be recorded in the minutes. The Company will report a summary on significant meeting resolutions through the SET's website within the meeting date or no later than 9.00 a.m. of the following business day. The minutes of the shareholders' meeting will be submitted to the SET within 14 days from the meeting date and publicized on the Company's website.

## 2022 Annual General Meeting of Shareholders

Date	April 29 <sup>th</sup> , 2022
Venue	E-Meeting live broadcast from Seminar Room, Thai Plaspac Public Company Limited.
Commencement Registration	1.00 p.m.
Meeting Time	2.00 p.m. – 3.30 p.m.
Directors attending the Meeting	8 persons (100 % of directors attended)
Number of shareholders attending the meeting in person and by proxy	33 shareholders collectively holding 80.55% of the total issued shares

## Section 2 Equitable Treatment of Shareholders

### Proposing Agenda Items and Nominating Director Candidates:

The Company provides the shareholders an opportunity to exercise their rights to propose agenda items and/or nominate candidates to be elected as directors in advance in order to promote equitable treatment of shareholders. The shareholders are entitled to propose agenda items and/or nominate candidates to be elected as directors at the annual general meeting of shareholders in accordance with the criteria publicized on the Company's website. The Company will make an announcement of the same through the SET's website.

### Appointment of Proxies

To protect the rights of the shareholders who cannot attend the shareholders' meeting in person, the Company encloses a proxy form (Form B) to the invitation together with the list of documents and evidence required for the appointment of a proxy. The shareholders may appoint his/her representative or the independent director of the Company as his/her proxy to attend the meeting and cast votes on his/her behalf. The Company will provide in the invitation at least the name of one independent director whom a shareholder can appoint as his/her proxy. In addition, the Company will also publish the invitation and the proxy forms (Form A, Form B and Form C) together with the details and procedures for the appointment of proxy on the Company's website.

## Control on the use of the inside information

The Company prohibits the directors, executives and employees, as well as other relevant persons who are in charge of or have access to inside information, from using inside information for the benefit of trading the securities of the Company, subsidiaries, and associated companies, and also forbid the disclosure of inside information to outsiders or non-relevant persons before disclosing the same through the SET pursuant to the criteria and procedures specified in the policy on the protection of inside information.

## Section 3 Role of the Stakeholders

The Company is aware and recognizes the rights of all groups of stakeholders, internal and external. Mainly Internal stakeholders are shareholders and employees while external stakeholders include customers, suppliers, creditors, competitors, public sectors, public offices and communities. The company has received supports from various stakeholders to strengthen its competitive advantages and profitability, generating long-term value of the Company. Therefore, in addition to the below policy, the Company has also announced the Whistleblower Policy to provide channels for all stakeholders to file complaints or report any suspicious incidents of misconduct or corruption. Provided that there is the Policy includes complaint procedure and protection of the whistleblower as the followings:

### Shareholders

The Company realizes that shareholders are the Company's owners while the Company has a duty to build long-term economic value added for the shareholders. So, its directors, management and employees are obliged to follow the below guidelines.

1. Perform his/her duties with integrity and make every decision in according to the professional principles with careful, realize and fair consideration of all groups of shareholders, major and minor and for the best interests of the Shareholders as a whole.
2. Present reports of the Company's operating result, financial status, financial and accounting statements and others consistently, completely and accurately.
3. Notify all shareholders equally the information about future trends of the Company, both negative and positive, based on possibilities, sufficient data and adequate rationale.
4. It is prohibited for all employees to use or disclose any non-public information for benefits of their own or other related persons, or for any course of actions which may pose a conflict of interest with the Company.
5. The Company shall not take any actions which violate or deprive the shareholder rights, i.e. failure to submit material information or documents to the shareholders prior to the shareholders' meeting, adding important agenda or changing material information without advanced notifications to shareholders before the shareholders' meeting.
6. The Company shall encourage shareholders to use their rights in matters such as the right to nominate candidate for director position, the right to express their opinions and ask crucial questions relating to the meeting agenda.

### **Employees**

The Company believes that, to achieve our business goals, employees is one of the most valuable resource and they deserve favorable treatments. Therefore, the Company shall treat its employees fairly and equally in all aspects, career opportunities, compensation, promotion, transfer as well as versatile training and development plan. To be able to grow and expand its business in the future, the Company has set a policy to promote and support the development of all employees. All employees shall be treated equally with respect for human rights, good and safe working environment, proper and fair compensation and benefits in accordance with their responsibilities, duties and position.

### **Customers**

The Company is well-aware of the importance of its customers and has set the following policy regarding customer treatments.

1. Customer shall be treated with courtesy and enthusiasm. Employee should be ready to welcome customers and to provide sincere, attentive service with care. Like serving the close relatives, customer service must be prompt, accurate and trustworthy.
2. Maintain customer confidentiality and never misuse it for personal or other related person's interests.
3. Provide accurate, adequate and timely information relating to the Company's services to all customers, without exaggerated advertisement which may mislead customers about the quality or any service conditions.
4. Give advice about the Company's services and related processes efficiently with the intention to maximize customer benefit.

### **Business Partners and Creditors**

The Company is committed to treating its business partners and/or creditors fairly, honestly without taking any advantages of the relationship. The Company and its subsidiaries believe in conducting business with integrity, transparency and fairness in order to achieve maximum pay-off for both sides. The business partners must not bring discredit to the Company's reputation and must comply with the law, morality and ethics, customs and traditions. Purchasing of goods and related process must be transparent and auditable. Any situations that pose a conflict of interest should be avoided and any trade negotiations should be based on business relationship. Following are related guidelines.

1. Do not demand, or receive, or offer any payment or benefit of any dishonest dealing with business partners and/or creditors.
2. If there is any information of bribery, demanding or receiving or offering benefit of dishonest dealing, such information must be disclosed to the related business partners and/or creditors for investigation and resolution in a fair and timely manner.
3. All terms and conditions of the agreement shall be strictly followed. If any conditions cannot be complied, responsible person must inform the creditors in advance in order to jointly find solutions.



The process of selecting suppliers: The Company's policy requires at least 3 companies to join the bidding process. The Company will select supplier who offer reasonable prices and meet the specifications of the product or service that the Company's requirements.

#### **Banks, Financial Institutions, Creditors**

The Company is committed to treating the bank financial institution, its creditor and guarantor with honesty; and to repayment of loans and interest on time. The Company set strategies of working capital management to ensure that the Company shall not be in any difficulties in repayment to the bank, financial institution, its creditors and guarantor. The Company shall also strictly comply with all terms & conditions specified in the loan agreements and the other agreements.

#### **Competitors**

The Company has a policy to treat all competitors with integrity, not breaching confidentiality or revealing trade secrets of competitors obtained in an illegal or deceptive way. Following are guidelines of the policy

1. Abide by the rules of ethical competition
2. Do not seek for confidential information or trade secrets of competitors by using illegal or inappropriate methods.
3. Do not discredit competitors by any negative accusation
4. The Company supports and promotes free and fair competition.

#### **Community and Societies**

The Company's policy is to conduct business that benefits the economy and society by adhering to practices of a good citizen who fully complies with laws and regulations. The Company commits to developing, promoting and leveraging the quality of life in the society and the communities in which the company is located, along with the growth of the company.

### **Corruption**

#### **Anti-Corruption Policy**

The Company shall not tolerate any forms of corruption and shall be applicable to all businesses and transactions in every country worldwide and every relevant function. The Board of Directors, the Management and employees of Thai Plaspac Public Company Limited including subsidiaries must strictly comply with the defined Anti-Corruption Policy and are prohibited from being involved with any forms of corruption either directly or indirectly.

- 1.1. No staff shall behave in a way which demonstrates clear intention of committing an act of corruption, offering or accepting bribery from government or private sectors or relevant stakeholders in order to acquire or maintain the business or competitive advantages or for personal interests or interests of any related parties.
- 1.2. No staff shall be negligent or ignorant toward any act of corruption involved directly with the Company and must notify their supervisors or responsible person and provide full cooperation during investigation.



- 1.3. The Company shall ensure fairness and protection of all staffs that deny or report corruption cases to Company as specified in the Protection Policy for appellants or whistleblowers.
- 1.4. Any act of corruption shall be considered as equivalent to misconduct against the Company's Code of Conduct and shall be liable to disciplinary actions as per the Company's rules and regulation. Legal punishment may also be enforced if such act is a legal violation.
- 1.5. The Company recognizes the importance of communicating and building knowledge and understanding among those involved in or affected by the Company's business operations regarding compliance with the defined Anti-Corruption Policy
- 1.6. The Company constantly ensures that appropriate and efficient audit procedure and internal control system existed within the organization in order to prevent corruptions.
- 1.7. The Company has developed human resource management system which clearly demonstrates its commitment in fighting against corruptions starting from recruitment, training, performance evaluation to remuneration and promotion processes.
- 1.8. To stress the attention on processes which incur high risk of corruption, the Board of Directors, the Management and employees of every level must conform carefully in the following course of actions:
  - 1.8.1. Political Contributions

Political contributions mean to give support in a form of money, items and/or participate in certain activities, including encouraging the employees to be involved in political activities on behalf of the Company in order to acquire business advantages. The following guideline of practice has therefore been developed:

    - 1) The Company shall operate its business with political neutrality by avoid supporting or acting in favor of any political party in particular.
    - 2) The Company shall not provide financial support or items to any political parties, politicians or candidates of any political party to gain business benefits.
    - 3) All employees shall have the right to participate in political activities as stated in the Constitution of Thailand but shall not make any claims of being the Company's staff or use the Company's assets, equipment or tools for the benefits of their political activities. Employees involved in any political activities must make sure that their actions will not mislead others to think that the Company is assisting or acting in favor of any political parties.
  - 1.8.2. Donation and Sponsorships
    - 1) Donation in a form financial aid or others such as knowledge or time sharing, etc. can be carried out by the Company as part of corporate social activity, including public relations and building good organizational image without expecting any business benefits.

### 1.8.3. Gift and Entertainment

The Company recognizes that building good relationship with business alliance is essential to driving continuous business success for the Company. Hence, following guideline of practice has been developed:

- 1) The directors, executives and employees of the Company are allowed to offer gifts and entertainment to business alliance under the following conditions:
  - I. Such act must not be done in a manner which aims to influence or reward any persons in order to gain inappropriate or hidden benefits or assistance.
  - II. Must abide by relevant laws, including regulations and requirements specified by the Company.
  - III. Must be given in the name of the Company only and transparently.
  - IV. Must be of appropriate type and value. For instance, no gifts or entertainment should be given to government officials, employees or relevant agencies during bidding process.
  - V. Appropriate for the situation. For instance, gifts can be given during special holiday season as it is customary.
- 2) The Board of Directors, the Management and employees of the Company are allowed to accept gifts or any other benefits given as part of special holiday season or traditional practice as long as the value of the gift does not exceed 3,000 Baht and must not be in cash or cash equivalents such as gift voucher. In the event it is unavoidable to accept such gift or benefit, the receiver must immediately notify their supervisor and prepare a gift acceptance and handover report to be submitted to the Company's Administrative and Secretary Office in order to be used in rewarding the employees on special holiday seasons or making public donation as deemed appropriate.

## 2.1 Measures and Communication Channels for Whistleblowing/Complaints

The Company has arranged several communication channels for whistleblowing / complaints concerning corruption as follow:

- Postal mail	Secretary Center Thai Plaspac Public Company Limited 4th, floor Thai Plaspac Public Company Limited, No.77 Soi Thian Thaley 30, Bang Khun Thian-Chay Thaley Road, Thakham, Bang Khun Thian, Bangkok, 10150.
- Email	Secretary Center: <a href="mailto:Secretary@tpacpackaging.com">Secretary@tpacpackaging.com</a> Compliance: <a href="mailto:ethics@tpacpackaging.com">ethics@tpacpackaging.com</a>
- Company's website	<a href="http://www.tpacpackaging.com">www.tpacpackaging.com</a>
- Suggestion / Comments / Complaints box available within the Company	

## Section 4 Disclosure and Transparency

The Company always discloses to all shareholders and stakeholders the information that is accurate, complete, in a timely manner, both in Thai and English languages, and correspond to relevant laws and regulations, as well as the international good corporate governance standard, through various information disclosure channels to demonstrate the Company's transparency in doing business.

### Information Disclosure

The Company has a duty to disclose financial and non-financial information to all shareholders and stakeholders accurately, completely, accountably, and timely to ensure that the shareholders and stakeholders receive the information equally, including developing the Company's website and regularly and promptly updating information on the website to ensure that it is complete. The information disclosure will be prepared with due care, accuracy, and transparency and conveyed in simple and concise language.

### Investor Relation

The duty of the investor relation department is to communicate with the related department and the disclosure of the Company's information and performance.

## Section 5 Board Responsibilities

The duties of the Board of Directors are included the determination of the Company's policy, vision, mission, values, strategy, and goals. In addition, the Board of Directors also supervises and assesses the management and operation with the objective to increase the shareholder value in the long run. In this regard, the Board of Directors must ensure that its duties are carried out in compliance with the laws, objectives, and the Company's Articles of Association. Moreover, the Board of Directors must be mindful of corporate governance, conflicts of interest, code of conduct, and business ethics.

The Board of Directors is determined and committed to build the Company and its subsidiaries as a leading organization that is perceived at the international level as one of the most successful companies in Thailand with business variety, resilient management, and competent personnel. The Board of Directors has the necessary leadership, vision, and independence to make decisions and has the duties and responsibilities to oversee the business in the best interest of the shareholders.

The duties of the Board of Directors and the Management are clearly separated.

In 2022, the Board of Directors' Meeting reviewed the Company's vision, mission, values, and the long-term goals of the Company. In regards, the Board of Directors place the importance to monitor the implementation of such strategy and business plan of Company by taking into consideration and the best interest of the Company and shareholders.

### Composition of the Board of Directors and the Sub-committees

The Board of Directors consist of 3 independent directors and 1 of non-executive directors and 3 executive directors and the Chairman of the Board of Directors who is non-executive.

In addition, the sub-committees have been appointed by the Board of Directors i.e. the Audit Committees, the Nomination and Remuneration Committees, Risk Management Committees, and the Corporate Governance Committees.

The Audit Committee shall entirely consist of independent directors and shall not be less than 3 members whereas at least one member must be knowledgeable and experienced in reviewing the accountability of the financial statements.

The Nomination and Remuneration Committee shall consist of at least 3 members but shall not exceed 5 members where the majority of the members shall be independent directors.

#### **Meeting of the Board of Directors and the sub-committees**

The Board of Directors will hold more than 6 meetings in each fiscal year pursuant to the annual meeting schedule set in advance. The Company promotes and encourages each director to attend the Board of Directors' meeting at least 75% of the total number of meetings in each fiscal year, except in case of necessity and emergency. The Company will provide the meeting materials to the directors in advance at least 5 business days prior to the meeting to allow the directors to have sufficient time to study the information beforehand.

As regards the sub-committees, the Audit Committees will hold a meeting on the quarterly basis and the other sub-committees will hold at least two meetings in each fiscal year.

#### **Development of Directors'**

The Company encourages the directors to develop their personal skills and knowledge regularly and adequately. The Nomination and Remuneration Committee has developed the director development plan in order to enhance the knowledge of the existing directors and new directors to understand the business of the Company, the roles and duties of directors, and other significant developments, including encouraging the directors to enroll in various training programs or seminars organized by the Thai Institute of Directors Association (IOD).

#### **Orientation of the new directors**

The Company organizes new director orientations pursuant to the director development plan developed by the Nomination and the Remuneration Committee so that the new directors have knowledge and understanding of the Company's historical background, business organization, policies, related law and regulation, and the role and responsibilities of the directors

## **6.2 Business code of conduct (if any)**

The details appear in APPENDIX 5

#### **Employees' cooperation in ethics and corporate governance**

TPAC has a policy and encourages all employees to fully acknowledge, understand and adhere to the Company's Code of Conduct for all individuals, both inside and outside the organization, including the corporate governance policy of the Company. The Group includes the Code of Conduct as part of the orientation course for new employees. In addition, the Group continuously communicates to employees about the Company's corporate governance policy and the Code of Conduct in all internal communication channels of the Company, such as public relations boards and electronic communication channels, in order to promote and encourage all employees to strictly comply with the Code of Conduct and corporate governance policy. In addition, all employees are encouraged to adhere to the principles and policies continually. In the past year, there were no instances of employees failing to comply with or violating the Company's Code of Conduct and corporate governance policy.

## 6.3 Material changes and developments regarding policy, guidelines and corporate governance system in the preceding year

### 6.3.1 Significant changes and developments in policy review, practice and corporate governance or the Board of Directors Charter in the past year:

On 25 February 2022, the Company's Board of Directors' Meeting No. 1/2022 passed a resolution to appoint a new chairman of the company by appointing Mr. Yashovardhan Lohia in replacement of Mr. Kevin Kumar Sharma and effective on 25 February 2022.

### 6.3.2 Other matters in accordance with good corporate governance principles

**The Company continuity received the Corporate Governance assessment in 2022 as following.**

1. Annual General Meeting Checklist (AGM Checklist) 2022 from the Thai Investors Association with an assessment result of 92.5%
2. A "Very good - 4 Star" CG Score in the practice of Corporate Governance of Thai Listed Companies which carried out by Thai Institute of Directors (IOD) in conjunction with the Stock Exchange and Security Exchange Commission of Thailand. A very good CG scoring is awarded to firms with a score of 80 – 90 percent. TPAC achieved 88 percent. This is the four consecutive years that TPAC received the "4 star" rating.

# BOARD OF DIRECTORS



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**1. Mr. Yashovardhan Lohia**  
Chairman of the Board

**2. Mr. Kevin Qumar Sharma**  
Director / Nomination and Remuneration Committee / Chairman of Risk Management Committee / Chairman of Corporate Governance Committee / Group Chief Executive Officer

**3. Mr. Theerawit Busayapoka**  
Director / Nomination and Remuneration Committee / Risk Management Committee / Corporate Governance Committee / Chief Executive Officer of Thailand Business

**4. Mr. Anil Kumar Kohli**  
Director / Risk Management Committee / Chief Technical Officer

**5. Mrs. Aradhana Lohia Sharma**  
Director

**6. Mr. Virasak Sutanthavibul**  
Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee

**7. Mr. Kittiphat Suthisamphat**  
Independent Director / Audit Committee / Nomination and Remuneration Committee

**8. Gran Chayavichitsilp**  
Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee

## Mr. Yashovardhan Lohia

### Position:

Chairman of the Board



Age 35 years

First Appointment Date

12 October 2015

Last Appointment Date

25 February 2022

### Educations:

- Bachelor of Engineering Business Management, Warwick Business School, Warwickshire, UK

### Training/Seminar:

- Director Certification Program Class No. 214/2015, Thai Institute of Directors Association, Thailand

### Work Experience

#### Relevant Position in Listed Company – The Stock Exchange of Thailand

- 2022 – present Chairman of the Board, Thai Plaspac Public Company Limited
- 2019 – present Director, Indorama Ventures Public Company Limited
- 2015 – 2022 Director, Thai Plaspac Public Company Limited

#### Relevant Position in Non-Listed Company

- 2018 – present Director, Indorama Ventures Services S.r.l.
- 2018 – present Director, Medco Plast Co. for Packing & Packaging systems (S.A.E.)
- 2018 – present Director, Indorama Polymers Public Company Limited
- 2018 – present Director, Indorama Holdings Limited
- 2018 – present Director, Indorama Polyesters Industries Public Company Limited
- 2018 – Present Director, Indorama Petrochem Limited
- 2018 – Present Director, TPT Petrochemicals PCL
- 2009 – Present Director, Indorama Resources Limited
- 2009 – Present Director, Beacon Chemicals Limited
- 2007 – Present Director, Aurus Speciality Company Limited

#### (%) Shares Possession as of December 31<sup>st</sup>, 2022

- None

#### Relation among Family with other Directors and Executives

- Brother of Mrs. Aradhana Lohia Sharma (Non-Executive Director) and;
- Brother-in-law of Mr. Kevin Kumar Sharma (Director and Group Chief Executive Officer)



# Mr. Kevin Qumar Sharma

## Position:

Director / Nomination and  
Remuneration Committee / Chairman of  
Risk Management Committee / Chairman of  
Corporate Governance Committee /  
Group Chief Executive Officer



Age 39 years

First Appointment Date

09 October 2015

Last Appointment Date

25 February 2022

## Education:

- Master's in Science - Mathematical Trading and Finance, Cass Business School, City University, London, UK
- Bachelor of Engineering (Honors) - Civil Engineering, University College London, UK

## Training/Seminar

- Director Certification Program Class No. 214/2015, Thai Institute of Directors Association, Thailand

## Working Experience

- 2015 – Present: Group Chief Executive Officer, Thai Plaspac Public Company Limited, Thailand
- 2018 – 2022 Director, TPAC Packaging India Private Limited, India
- 2015 – 2022 Chairman of the Board of Director, Thai Plaspac Public Company Limited, Thailand
- 2013 – 2014 Associate Director, European Special Situations, La Salle Investment Management, London, UK
- 2010 – 2013 Associate, European Distressed Debt Acquisitions, Colony Capital, London, UK
- 2007 – 2010 Analyst, Investment Banking Division, Credit Suisse Securities, London, UK

## Relevant Position in Listed Company – The Stock Exchange of Thailand

- 2016 – Present: Director, Thai Plaspac Public Company Limited, Thailand

## Relevant Position in Non-Listed Company

- 2018 – Present Director, TPAC Packaging (Bangna) Company Limited, Thailand
- 2019 – Present Director, Sun Packaging Systems (FZC), U.A.E.
- 2021 – Present Director, Combi-Pack Sdn.Bhd, Malaysia

## (%) Shares Possession as of December 31<sup>st</sup>, 2022

- None

## Relation among Family with other Directors and Executives

- Husband of Mrs. Aradhana Lohia Sharma (Director) and;
- Brother-in-law of Mr. Yashovardhan Lohia (Chairman of the Board of Directors)

## Mr. Theerawit Busayapoka

### Position:

Director / Nomination and Remuneration  
Committee / Risk Management Committee /  
Corporate Governance Committee /  
Chief Executive Officer of Thailand Business



### Working Experience (during past 5 years)

- 1985 – Present Chief Executive Officer of Thailand Business, Thai Plaspac Public Company Limited, Thailand

### Relevant Position in Listed Company – The Stock Exchange of Thailand

- 2015 – Present Director, Thai Plaspac Public Company Limited, Thailand

### Relevant Position in Non-Listed Company

- 2018 – Present Director, TPAC Packaging (Bangna) Company Limited, Thailand

### (%) Shares Possession as of December 31<sup>st</sup>, 2022

- 7,560,000 shares or 2.32%

### Relation among Family with other Directors and Executives

- None

### Age 63 Years

First Appointment Date 12 October 2015

Last Appointment Date 29 April 2022

### Educations:

- Bachelor of Engineering (First Class Honors) – Mechanical Engineering, King Mongkut Institute of Technology, Bangkok, Thailand

### Training/Seminar

- Director Accreditation Program Class No.51/2006, Thailand Institute of Directors Association, Thailand

## Mr. Anil Kumar Kohli

### Position:

Director / Risk Management Committee /  
Chief Technical Officer



### Work Experience (during past 5 years)

- 2016 – Present Director, Thai Plaspac Public Company Limited, Bangkok, Thailand
- 2013 - 2015 Vice President Marketing Specialty PET Resins, Indorama Polymers Public Co. Ltd., Thailand
- 1998 - 2013 Vice President, Petform Thailand Limited, Lopburi, Thailand

### Relevant Position in Listed Company – The Stock Exchange of Thailand

- 2016 – Present Director, Thai Plaspac Public Company Limited, Bangkok, Thailand

### Relevant Position in Non-Listed Company

- 2018 – Present Director, TPAC Packaging India Private Limited, India
- 2018 – Present Director, TPAC Packaging (Bangna) Company Limited, Thailand
- 2019 – Present Director, Sun Packaging Systems (FZC), U.A.E.
- 2021 – Present Director, Combi-Pack Sdn.Bhd, Malaysia

### (%) Shares Possession as of December 31<sup>st</sup>, 2022

- None

### Relation among Family with other Directors and Executives

- None

Age 61 years

First Appointment Date 12 October 2015

Last Appointment Date 24 April 2020

### Educations:

- Post Graduate Diploma, Marketing Management, Pune University, India
- Bachelor in Technology (Chemicals), Harcourt Butler Technological University, Kanpur, India

### Training/Seminar:

- Director Accreditation Program Class No. 135/2017, Thai Institute of Directors Association, Thailand

## Mrs. Aradhana Lohia Sharma

### Position:

Non-Executive Director



Age 37 years

First Appointment Date 9 October 2015

Last Appointment Date 23 April 2021

### Education

- Bachelor of Science in Business Administration, Babson College, Massachusetts, USA

### Training/Seminar

- Director Certification Program Class No.214/2015, Thai Institute of Directors Association, Thailand

### Working Experience (during the past 5 year)

- 2018 – 2022 Director, TPAC Packaging (Bangna) Company Limited
- 2018 – 2022 Director, TPAC Packaging India Private Limited

### Relevant Position in Listed Company – The Stock Exchange of Thailand

- 2015 – Present Non-Executive Director, Thai Plaspac Public Company Limited

### Relevant Position in Non-Listed Company

- 2022 – Present Director, Filatura Tollegno 1900 S.r.l.
- 2018 – Present Executive Director, Indorama Austria GmbH
- 2018 – Present Executive Director, Schoeller Kresice s.r.o.
- 2018 – Present Executive Director, AE BG Alpha Omega Holding GmbH
- 2018 – Present Vice Chairwoman, IVL Foundation
- 2008 – Present Vice President, Indorama Holdings Limited.

### (%) Shares Possession as of December 31<sup>st</sup>, 2022

- None

### Relation among Family with other Directors and Executives

- Wife of Mr. Kevin Kumar Sharma (Director and Group Chief Executive Officer) and;
- Sister of Mr. Yashovardhan Lohia (Chairman of the Board of Director)

# Mr. Virasak Sutanthavibul

## Position:

Independent Director / Chairman of  
the Audit Committee / Nomination and  
Remuneration Committee



Age 65 years

First Appointment Date 9 October 2015

Last Appointment Date 23 April 2021

## Education/Training

- B. Eng., Chulalongkorn University
- M.E., Texas A&M University, Texas, U.S.A.
- The Joint State – Private Sectors Class 18/2005, The National Defence College of Thailand
- Certificate, Capital Market Academy (CMA), Class 10/2010
- Certificate, Thailand Energy Academy (TEA), Class 1/2012
- Certificate of Completion and Graduation Pin Justice Administration Batch 17 National Justice Academy (2012 – 2013)

- Certificate of Completion and Graduation Pin, Institute of Business and Industrial Development (IBID), Class 2 /2015
- Certificate “Business Revolution and Innovation Network” (BRAIN) Class2/2018
- Certificate, Harvard University, Advanced Management Program, U.S.A.
- Certificate, Harvard University, Financial Institution for Private Enterprise Development, U.S.A.

## Thai Institute of Directors Association (IOD) Training Program

- Director Accreditation Program (DAP) Class 21/2003

## Work Experiences

### Positions in Listed Companies

- 2019 – present Independent Director and Chairman of Audit Committee Member, NFC Public Co., Ltd
- 2015 – present Director of the Remuneration and Nomination Committee, Bangkok Insurance Public Co., Ltd.
- 2011 – present Chairman of the Corporate Governance Committee, Bangkok Insurance Public Co., Ltd.
- 2005 – present Independent Director, Bangkok Insurance Public Co., Ltd.
- 2016 – present Committee of Nomination and Remuneration Committee, Thai Plaspac Public Co., Ltd.
- 2015 – present Independent Director and Chairman of Audit Committee, Thai Plaspac Public Co., Ltd.
- 2012- present Senior Executive Vice President, Commercial Banking, Bangkok Bank Public Co., Ltd
- 2002 – 2012 Executive Vice President, Head of Metropolitan Commercial Banking, Bangkok Bank Public Co., Ltd.
- 2004 – present Independent Director and Audit Committee Member, T.Krungthai Industries Public Co., Ltd.

### Positions in Non – listed Companies

- 2016 – 2021 Director, Bualuang Ventures Co.,Ltd.

### (%) Shares Possession as of December 31<sup>st</sup>, 2022

- None

### Relation among Family with other Directors and Executives

- None



# Mr. Kittiphat Suthisamphat (Committee)

## Position:

Independent Director / Audit Committee /  
Nomination and Remuneration Committee



Age 51 years

First Appointment Date 9 October 2015

Last Appointment Date 29 April 2022

## Education

- MBA, Sloan School of Management, Massachusetts Institute of Technology (MIT), Boston, USA
- Bachelor in Industrial Engineering, Chulalongkorn University, Bangkok, Thailand

## Training Program

- Director Certification Program, Class 72/2006, Thai Institute of Directors Association, Thailand
- The Program of Senior Executives on Justice Administration, Batch 25
- Thailand Energy Academy (TEA), Class 13

- Business Revolution and Innovation Network (BRAIN), Class 1/2017, The Federation of Thai Industries
- Capital Market Academy (CMA), Class 9

## Work Experience

- 2020 - Present The Federation of Thai Industries Director
- 2017 - Present Central Intellectual Property and International Trade Court Associate Judge
- 2016 - Present National Power Supply Company Limited Independent Director
- 2015 - Present Thai Plaspac Public Company Limited Independent Director and Audit Committee Member Nomination and Remuneration Committee Member
- 2000 - Present A.J. Plast Public Company Limited Vice President and Managing Director

## Listed Company: Director Position

- 2016 - Present National Power Supply Company Limited Independent Director
- 2016 - Present Thai Plaspac Public Company Limited Independent Director and Audit Committee Member Nomination and Remuneration Committee Member
- 2000 - Present A.J. Plast Public Company Limited Vice President and Managing Director

## Non-listed Company: Director Position

- None

## (%) Shares Possession as of December 31<sup>st</sup>, 2022

- None

## Relation among Family with other Directors and Executives

- None

# Mr. Gran Chayavichitsilp

## Position:

Independent Director / Audit Committee /  
Chairman of Nomination and Remuneration  
Committee



Age 49 years

First Appointment Date

12 October 2015

Last Appointment Date

21 April 2020

## Education

- Public Administration and Law for Executives, The College of Politics and Governance, King Prajadhipok's Institute
- The Executive Management Academy, University of California, Los Angeles
- Master Degree, Public Administration, Faculty of Political Science, Chulalongkorn University
- Bachelor in Business Administration, Rangsit University

## Training/Seminar

- Director Certificate Program (DCP) Class 225/2016, Thai Institute of Directors Association

## Work Experience

- 2016 – Present Thai Plaspac Public Company Limited, Bangkok, Thailand Independent Director and Audit Committee Member Chairman of Nomination and Remuneration Committee
- Dhanarak Asset Development Company Limited
- 2018 – Present Assistant Managing Director Marketing and Business Development
- 2015 – 2018 Senior Director of Corporate Communication
- 2012 – 2015 Director of Corporate Communication
- 2011 – 2012 Senior Specialist
- 2009 – 2011 Director of Marketing
- 2008 – 2009 Director of Marketing Management
- 2007 – 2008 Director of Marketing and Business development

## Listed Company: Director Position

- 2016 – Present Thai Plaspac Public Company Limited, Bangkok, Thailand Independent Director and Audit Committee Member

## Non-listed Company: Director Position

- None

## (%) Shares Possession as of December 31<sup>st</sup>, 2021

- None

## Relation among Family with other Directors and Executives

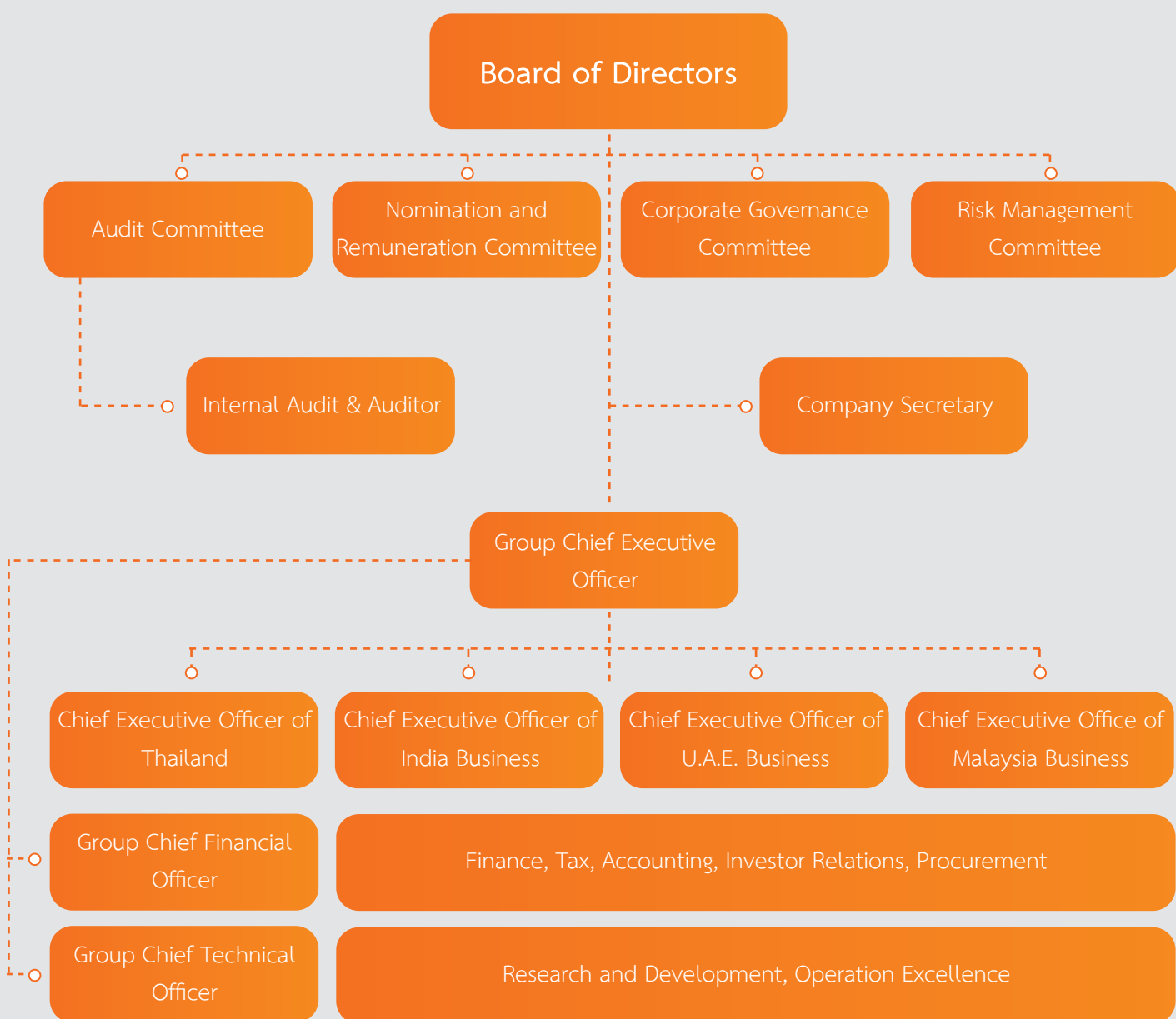
- None



## 7. Corporate governance structure and important information concerning the Board of Directors, Sub-committees, management, employees, and others

### 7.1 Corporate governance structure

As of 31 December 2022



## 7.2 Information about Board of Directors

### Board of Directors

List of Directors are as of December 31, 2022 are follows:

No.	Name of Directors	Position	Date of Registration as Directors	Number of Years in office
1	Mr. Yashovardhan Lohia	Non-Executive Chairman of the Board	February 25, 2022	7 Years
2	Mr. Kevin Kumar Sharma	Executive Director Chairman of the Risk Management Committee Chairman of the Corporate Governance Committee Nomination and Remuneration Committee Group Chief Executive Officer	February 25, 2022	7 Years
3	Mr. Theerawit Busayapoka	Executive Director Nomination and Remuneration Committee Risk Management Committee Corporate Governance Committee Chief Executive Officer / Managing Director of Thailand Business	October 12, 2015	7 Years
4	Mr. Anil Kumar Kohli	Executive Director Risk Management Committee Chief Technical Officer	October 12, 2015	7 Years
5	Mrs. Aradhana Lohia Sharma	Non-Executive Director	October 9, 2015	7 Years
6	Mr. Virasak Sutanthavibul	Independent Director Chairman of the Audit Committee Nomination and Remuneration Committee	October 9, 2015	7 Years
7	Mr. Kittiphat Suthisamphat	Independent Director Audit Committee Nomination and Remuneration Committee	October 9, 2015	7 Years
8	Mr. Gran Chayavichitsilp	Independent Director Audit Committee Chairman of the Nomination and Remuneration Committee	October 12, 2015	7 Years
9	Mr. Khanit Thanawuthikrai	Corporate Governance Committee	July 16, 2020	2 Year

### **Authorized directors' behalf of the Company**

Authorized directors of the Company are Mr. Kevin Kumar Sharma or Mrs. Aradhana Lohia Sharma or Mr. Anil Kumar Kohli jointly signed with Mr. Theerawit Busayapoka or Mr. Yashovardhan Lohia and stamp with the Company's seal.

### **Role and Responsibilities of the Board**

The Board of Directors has the authorized, duties, and responsibilities to manage the Company and the subsidiaries in accordance with the relevant law, the objectives and the Company's Articles of Association as well as all legitimate resolutions of the shareholders' meetings as follow:

1. Perform their duties accordance with the laws, Securities and Exchange Act, the Company's objectives, and the Company Articles of Association as well as the resolutions of the Board of Director and the shareholders' meeting with the responsibilities, duty of care, duty of loyalty, and the utmost benefit of the Company and the shareholders.
2. Determine the Company's policies, business directions, vision, mission, values, and strategies
3. Determine the Company's annual plan and budget, as well as considering and reviewing to be accordance with the plan
4. Determine short-term and long-term remuneration structure and welfare for the employees in all level
5. Appoint the management to ensure that the accounting systems, financial reports, and accounting audit are accountable, as well as ensuring that the Company has an appropriate internal audit control system
6. Consider and approve the acquisition and disposal of an asset and investment
7. Consider, approve and provide an opinion on the connected transactions of the Company and its subsidiaries and ensure the compliance with the relevant laws
8. Prevent a conflict of interests among the stakeholders of the Company
9. Establish the risk management policy and framework, to continually review and evaluate the policy and framework.
10. Evaluate the performance of the Board of Directors annually, both group evaluation and individual evaluation in order to use as a guideline to review their duties and responsibilities
11. Delegate one or more directors or other persons to perform any task on behalf of the Board of Directors, However, such delegation shall not be the authorization or sub-authorization that allows the director or any designated person, who has a conflict of interests or a conflict of any kinds with the Company or its subsidiaries to approve the transactions
12. Appoint sub-committee to assist and monitor the management systems and the internal control to ensure that compliance with the policies such the Audit Committees, Nomination and Remuneration Committees, Risk Management Committees, and the Corporate Governance Committees and assign to the annual performance evaluation and review the duties and responsibilities in the charter of all committees.
13. Arrange the good corporate governance policy in form of the code, and adopt it in an efficiency in order to ensure the Company take responsibility to all stakeholders with fairness basis
14. Directors should attend the training course to improve their skill which relevant with the Company business accordance with the Company's human resource development policy

15. Newly appointed directors should attend the orientation to guideline the Company overview such a Company's structure, Articles of Association, Objectives, Director code of ethics, directors' handbook, and the Company policies as well as the corporate governance policy.
16. Consider and alter the authorized directors signing on behalf of the Company
17. Consider and appoint Executive and Corporate Secretary with the qualification as defined by the Securities and Exchange Commission or the Capital Market Supervisory Board, as well as decide the compensation of those.

#### **Role and Responsibilities of the Chairman of the Board**

1. To be Leader of the Board of Directors and to be the Chairman over the Board of Directors' Meeting
  - 1.1 Conduct the Board Meeting in compliance with the law, the Company's Articles of Association and the Meeting agenda
  - 1.2 Promote and allocate sufficient time for each Board member to discuss and share their idea deliberately and to exercise their proper discretion for the best interest of all stakeholders
  - 1.3 Conclude the meeting resolution and actions plan to be taken after the meeting in a clear and decisive manner
2. Preside over the Shareholders meeting and conduct the meeting in compliance with the law, the Company's Articles of Association and follow the sequence of the agenda with proper allocation of time while providing an opportunity for shareholders to equally share their opinions and for directors and executives to respond to shareholder's questions properly and transparently
3. Promote the Board of Directors to be a role model in practicing good corporate governance, Anti-fraud and Anti-corruption policy and the Company's Code of Conducts
4. Strengthen good relationship between Board members and management team and support the president and his management team to carry out their duties in accordance with the Company's policies
5. Supervise the disclosure of information and transparent management especially when there is a conflict of interest
6. Ensuring membership of the Board has proper structure and composition
7. Ensuring efficient and effective performance of the Board of Directors, each committee and individual directors
8. Supervise the annual performance evaluation of the Board of Directors, individual directors, the Chairman himself, and all committees in order to improve effectiveness of the Board and committees and enhance knowledge and competencies of individual Board and committee members

## 7.3 Committee

The Board of Directors has established committee i.e. Audit Committees, Nomination and Remuneration Committees, Risk Management Committees, and Corporate Governance Committees to perform their duties of their specific affairs and propose related issued for the Board to consider or endorse. The Board has approved the charter of each committee which set the duties and responsibilities of the committee and shall be published on the Company's website. The detail of each committee is followed;

### 7.3.1 Audit Committees

Audit Committee is established with the objectives to provide the assistant to the Board of Directors in fulfilling its oversight responsibility relating to the accuracy of the Company's financial statement, the efficiency of the internal control, and the compliance with law, regulations and the code of conduct in order to promote its Good Corporate Governance. The Committee also has a duty to review the Company's risk management and to prepare the audit committee report in the annual report.

Audit Committee comprises of at least three (3) independent directors and at least one (1) member shall be financially literate or shall have background in accounting or finance sufficiently enough to perform the duty of reviewing the accuracy of the Company's financial statements. Chairman of the Audit Committee shall be appointed by the Board of Directors or by the voting of all members of the Audit Committee.

As of December, 2022 there are three (3) members of Audit Committee as follow;

No.	Name	Position
1.	Mr. Virasak Sutanthavibul	Chairman of the Audit Committee
2.	Mr. Kittiphat Suthisamphat	Audit Committee
3.	Mr. Gran Chayavichitsilp	Audit Committee

#### Role and Responsibilities of the Audit committees

1. To review and ensure that the Company's financial report is proper and with adequate disclosure in accordance with the generally accepted accounting standards, including the assurance that quarterly and annual financial reports are accurate, complete, and justifiable before the submission to the Board of Directors for approval.
2. To review and ensure that the Company has an appropriate and efficient internal control system and to annually assess the results of the internal control.
3. To ensure that the Company has complied with the securities laws and regulations of the SEC and the SET or other laws relating to the business of the Company.
4. To select and recommend to the Board of Directors the appointment of the external auditor and suggest remuneration for approval in the annual general meeting of the shareholders' meeting and to meet with the external auditor without participation of the management at least once a year.
5. To terminate the external auditor, if there are conflict of interest or effect to the Company.
6. To ensure a common understanding between the Board of Directors, the external auditor, and the internal auditor

7. To review and disclose related party transactions or any conflict of interests as stipulated by the corresponding regulations, Company's Articles of Association, Securities and Exchange Commission Act, or the notification of the SET and disclose in the annual report.
8. To prepare a report of the Audit Committee's activities as may be required in line with SET regulation.
9. To review and revise the Audit Committee charter to properly align with the Securities and Exchange Act and the SET's regulations and guidelines
10. To consider, review, and approve the internal audit plan
11. To ensure that the internal audit department addressed all essential business control functions, proposes solutions and opinions to the management, and monitors the execution of the proposed solutions within the provided time period
12. To report the Audit Committees' operation result to the Board of Directors
13. To be empowered to call for opinions or attendance at the meeting or provision of any related documents, as the Audit Committee may deem relevant or necessary, from the management or any related staff.
14. To seek counsel from independent professionals from varying fields when deemed necessary on the expense of the Company.
15. To do any other functions as may be designated by the Board of Directors
16. To evaluate the annual performance for possible improvement

### 7.3.2 Nomination and Remuneration Committee

Nomination and Remuneration Committee is established with the objectives to comply with the Good Corporate Governance, the duties are mainly the consideration and determination the remuneration package of the directors, committees, and the executive management and propose for the Board of Directors before asking for the approval from the shareholders.

Nomination and Remuneration Committee comprises of at least three (3) directors and at least one-third (1/3) of the Nomination and Remuneration Committee must be independent directors and the Chairman must also be the independent director.

As of December 31, 2022, there are five (5) members of the Nomination and Remuneration Committee as follow;

No.	Name	Position
1.	Mr. Gran Chayavichitsilp	Chairman of the Nomination and Remuneration Committee
2.	Mr. Kittiphat Suthisamphat	Nomination and Remuneration Committee
3.	Mr. Virasak Sutanthavibul	Nomination and Remuneration Committee
4.	Mr. Kevin Kumar Sharma	Nomination and Remuneration Committee
5.	Mr. Theerawit Busayapoka	Nomination and Remuneration Committee

### Role and Responsibilities of the Nomination and Remuneration Committee

1. To consider the succession plan for executive and top executive
2. To recruit person who is suitability to be nominated for Chief Executive Officer, Managing Director and top executive by following the relevant law.
  - 2.1 To define the criteria for recruitment person who is suitability to be nominated for Chief Executive Officer, Managing Director and top executive.
  - 2.2 The criteria need to accord with the relevant law and requirements and also the person need to have a qualification that relevant to the law and the requirements of Stock Exchange of Thailand.
3. The Nomination and Remuneration Committee has a duty for consideration the remuneration as follow:
  - 3.1 To present the remuneration of committee and sub-committee to the Board of Director for approval and present to the shareholder meeting for approval.
  - 3.2 To present the remuneration of top executive to the Board of Director for acknowledgement.
4. To consider the remuneration of executive, apart from no.3, to the Board of Director for approval and pass to the managing director for operation.
5. All sub-committee have a duty to make a self-assessment in both individual and group evaluation and report to Board of Director in order to disclose in annual report.
6. Chairman of sub-committee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report.
7. Making a sub-committee's performance report, following by the regulation of Stock Exchange of Thailand, for disclosing in annual report
8. Regularly review the charter of sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of Stock Exchange of Thailand.
9. Reporting the performance report of sub-committee to the Board of Director at least 2 times per year
10. Annually evaluate the performance report of sub-committee for the purpose of improvement process

#### 7.3.3. Risk Management Committee

Risk Management Committee is established with the objectives to provide the assistant the Board of Directors to manage the risk e.g., financial risk, trading risk, and exchange rate risk by determining the risk management framework and policies as well as follow the result and propose to the Board of Director to consider and mitigate the risks.

Risk Management Committee comprises of three (3) directors and shall be appointed by the Board of Directors

As of December 31, 2022, there are three (3) members of the Risk Management Committee

No.	Name	Position
1.	Mr. Kevin Qumar Sharma	Chairman of the Risk Management Committee
2.	Mr. Theerawit Busayapoka	Risk Management Committee
3.	Mr. Anil Kumar Kohli	Risk Management Committee



### Role and Responsibilities of the Risk Management Committee

1. To set up the risk management policy and framework in order to relate with the company's sustainability target and strategy between top executive and director.
2. To follow up the significant risk of organization and improve the risk management framework including with the risk identification and evaluation process.
3. To evaluated and approve the appropriate risk management plan for practicing throughout the organization
4. To follow up the strategy and major practicing risk management. According with the analysis and estimation the situation expecting to be a cause of risk and effect to the company's operation and also report to the director
5. To provide the risk management advisory for the operation
6. To create the risk awareness throughout the organization by encouraging and motivation the risk management to be a culture of organization.
7. To manipulate the risk management handbook consisting of up-to-date evaluation and management standard of risk management
8. To communicate with audit committee for the significant risk in order to connect with internal control.
9. To report the company's risk and risk management to the Board of Director at least twice a year
10. All sub-committee have a duty to make a self-assessment in both individual and group for evaluation and report to Board of Directors in order to disclose in annual report
11. Chairman of sub-committee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report
12. Making a sub-committee's performance report, following by the regulation of Stock Exchange of Thailand, for disclosing in annual report.
13. To review the charter of sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of Stock Exchange of Thailand
14. To report the performance report of sub-committee to the Board of Director at least twice a year.
15. To evaluate the performance report of sub-committee for the purpose of improvement process.

#### 7.3.4. Corporate Governance Committee

Corporate Governance Committee is established with the objectives to comply with the Good Corporate Governance of the public company standard which was evaluated by the external institution and report the result and suggestion to the Board of Directors to determine the relevant policies.

Corporate Governance Committee comprised of the directors and the corporate secretary totally three (3) member and shall be appointed by the Board of Directors.

As of December 31, 2022, there are three (3) members of the Corporate Governance

Committee as follow:

No.	Name	Position
1.	Mr. Kevin Kumar Sharma	Chairman of the Corporate Governance Committee
2.	Mr. Theerawit Busayapoka	Corporate Governance Committee
3.	Mr. Khanit Thanawuthikrai	Corporate Governance Committee

### **Role and Responsibilities of the Corporate Governance Committee**

1. To set up the Corporate Governance Committee policy for Board of Director to approve and put into practice. Including following the policy behavior and also continuously and appropriately review the policy.
2. To assign to have an annually performance evaluation for Chairman of board of director, committee in both individual and as a whole and also sub-committee.
3. To build a reliability of Corporate Governance process by having a rightful financial statement, following the law and ethic as well as having a good relationship with customers, supplier and stakeholders.
4. To Build a reliability of Corporate Governance process by having a suitable protection and reducing conflicts of interest process in order to get the most beneficial for company and shareholder.
5. All sub-committee have a duty to make a self-assessment in both individual and group for evaluation and report to Board of Director in order to disclose in annual report
6. Chairman of subcommittee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report
7. To make a sub-committee's performance report, following by the regulation of Stock Exchange of Thailand, for disclosing in annual report
8. To review the charter of sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of Stock Exchange of Thailand
9. To report the performance report of sub-committee to the Board of Director at least twice a year
10. To evaluate the performance report of sub-committee annually for the purpose of improvement process

## **7.4 Executives**

### **7.4.1 Executives**

No.	Name	Position
1	Mr. Kevin Kumar Sharma	Group Chief Executive Officer
2	Mr. Vishal Aggarwal	Group Chief Financial Officer
3	Mr. Theerawit Busayapoka	Chief Executive Officer of Thailand Business / Managing Director
4	Mr. Shrinath Kasi	Chief Executive Officer of India Business (Subsidiary)
5	Mr. Nimit Kishore Bhatia	Chief Executive Officer of United Arab Emirates Business (Subsidiary)
6	Mr. Anil Kumar Kohli	Chief Technical Officer
7	Mr. Suyog Chitlange	Chief Financial Officer of India and United Arab Emirates Business
8	Mr. Nimit Kishore Bhatia	Chief Executive Officer of Malaysia Business (Subsidiary)
9	Mr. Khanit Thanawuthikrai	Assistant Vice President Accounting

### **Role and Responsibility of the Executive Committee**

1. To manage the business in accordance with the objectives, goals, guidelines, policy, plan and budget of the Company as determined and assigned by the Board of Directors.
2. To provide direction, strategy and plan to achieve Company's objectives.
3. To organize and provide internal structure and operational procedures of the Company for highest efficiency.

4. Periodically review operational results to achieve company goals.
  5. To look for new opportunity in business for submission to the Board of Directors for approval.
  6. To review the procurement or disposal of the Company's material property and to bind upon the Company with matter within the powers authorized by the Board of Directors.
  7. To approve any transaction prior to submitting same to the Board of Directors
  8. To appoint, remove and terminate senior executives.
  9. To approve distribution of bonus and the amount of money for annual salary increase of the staff within the annual budget of the Company.
  10. To see to it that the policy on corporate governance is appropriately implemented and followed.
  11. To perform any other duties as may be assigned by the Board of Directors.
- The authority for all of above Executive Committee operations are not included any approvals for a person who has a conflict of interest with company or any associations.

#### **Role and Responsibility of the Managing Director**

The Managing Director is appointed by the Board of Directors who will hold office as Managing Director of the Company only so that he will have sufficient time to manage the affairs and activities of the Company in accordance with the objective of the Company and for the best benefit of the shareholders. The Managing Director is under direct command of and report to the Chief of the Executive Committee and his performance will be evaluated by the Executive Committee annually, including fixing his remuneration. The duty and responsibility of the Managing Director is as follows:

1. To administer, manage and control operations concerning the general management of the Company.
2. To follow directors' policies, plan and budgets approved by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer.
3. To hire, appoint, transfer, discharge, and lay off; determine wages, bestow awards, adjust monthly salaries, remunerations, and bonuses of all employees except executives those requiring approval from the Executive Committee.
4. To approve or transfer the power to approve the purchasing of assets and services that are beneficial to the Company, and financial transactions involved in business operations; all within the budget provided by the Board of Directors and/or the Executive Committee.
5. To issue orders, regulations announcement and memorandum in order to ensure operations align with Company' policies and follow code of conduct for employees and others.
6. To represent the Company in business activities and transactions which are beneficial to the Company.
7. To appoint advisors in different fields as deemed necessary for effective operations.
8. To do any other functions as may be designated by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer.
9. The authority for all of above operations are not included any approvals of Managing Director for a person who has a conflict of interest with company or any associations.

### Company Secretary

The Company Secretary is responsible as specified in Section 89/15 and 89/16 of the Securities and Exchange Act. (No,4) B.E. 2551 which was effective on August 31, 2008 with responsibilities, careful, and honesty as well as compliance with the law, the Company's objectives, Articles of Association, Board resolution, and shareholders' meeting resolution. The duties of the company secretary as follow:

1. Prepare and maintain the following documents'
  - a. Directors' registrars
  - b. Invitation letter and Minutes of the Board of Directors' Meeting, Annual Report
  - c. Shareholders' Meeting Minutes and Invitation letter
2. Maintain reports of interest reported by directors or executives and submit a copy of the report of interest under Section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days from the date the company received the report
3. Perform other tasks as announced by the Capital Market Supervisory Board
4. Provide basic advice to directors in matters relating to securities laws and regulations as well as the regulations of the company and follow up to ensure the correct and consistent practice Including reporting significant changes to the Board of Directors
5. Arrange for shareholders' meetings and board meetings according to the law Company regulations and good practices
6. Prepare the minutes of the shareholders' meeting and the minutes of the Board of Directors' meeting and follow up to ensure compliance with the resolution of the meeting
7. Prepare and maintain the registration of directors, Annual report, Invitation letter to the shareholders' meeting, Notice of the Board of Directors Meeting
8. Maintain reports of interest prepared by directors and executives and reports as required by law
9. Ensure that the subsidiaries comply with laws and regulations
10. Ensure the disclosure of information and information reports to regulatory agencies in compliance with laws and regulations
11. Provide timely disclosure of information necessary to the Securities and Exchange Commission and the Stock Exchange of Thailand (Both Thai and English)
12. Assist the Board of Directors Including the initial consultation and suggestions Related to the law, regulation, corporate governance and good practices related to the Board of Directors and sub-committees
13. Supporting directors to ensure that directors have the sufficient information and knowledge to perform their duties efficiently and report in the annual report
14. Develop the knowledge related to perform company secretary duties

## Company Secretary information as of December 31, 2022

Mr. Khanit Thanawuthikrai

Age 39 years

- Educations
  - Bachelors' Degree: Business Administration (Finance & Banking), Thammasat University

- Working Experience

### Thai Plaspac Public Company Limited

2018 – present: Assistance Vice President Accounting

2020 – 2022: Acting Chief Financial Officer

### Fortune Parts Industry Public Company Limited

2018 – 2018: Deputy Managing Director

### EY Office Limited

2011 – 2018: Manager

## 7.4.2 Compensation policy Executive Directors and Executives

Executive Directors The company does not have a policy to pay Directors who take Executive position or being an employee of the company

## 7.4.3 Remuneration of Directors and Executives

- Monetary remuneration

Directors Remuneration Criteria for 2021 - 2022

### *Meeting Allowance*

	2021	2022
Chairman of the Board of Directors	THB 90,000 / quarter	THB 90,000 / quarter
Directors	THB 75,000 / person / quarter	THB 75,000 / person / quarter
Audit Committee	THB 40,000 / person /attendance	THB 40,000 / person /attendance
Nomination and Remuneration Committee	THB 40,000 / person / attendance	THB 40,000 / person / attendance
Other Sub-Committees	None	None

Remark: Mr. Yashovadhan Lohia, Mr. Kevin Kumar Sharma and Mrs. Aradhana Lohia Sharma are not entitled to any meeting allowance.

\* In 2020, If the Board of Directors' Meeting is exceeded 6 times, the Company will pay the independent directors for THB 43,333.33 / person / attendance for the Board of Directors' Meeting no. 7<sup>th</sup> – 11<sup>th</sup>.

### Individual Directors Remuneration

No.	Name	Meeting Allowance (THB Thousand)	Extra Meeting Allowance (THB Thousand)	Total (THB Thousand)
1.	Mr. Yashovardhan Lohia	-	-	-
2.	Mr. Kevin Kumar Sharma	-	-	-
3.	Mr. Theerawit Busayapoka	300.00	-	300.00
4.	Mr. Anil Kumar Kohli	300.00	-	300.00
5.	Mrs. Aradhana Lohia Sharma	-	-	-
6.	Mr. Virasak Sutanthavibul	570.00	-	570.00
7.	Mr. Kittiphat Suthisamphat	540.00	-	540.00
8.	Mr. Gran Chayavichitsilp	550.00	-	550.00
	<b>Total</b>	<b>2,260.00</b>	<b>-</b>	<b>2,260.00</b>

## Directors' Remuneration in 2021 - 2022

	2021	2022
Number of Directors (Person)	8	8
Remuneration (THB Thousand)	3,329.99	2,260.00

### - Non-Monetary Remuneration

- None -

### *Executives' Remuneration*

The Nomination and Remuneration Committee considers and determines the amount and form of the remuneration of the Chairman of the Executive Committee and the Chief Executive Officer on both short-term and long-term bases and proposes the same to the Board of Directors for consideration and approval, taking into account key performance indicators (KPI).

Position	Key Performance
Chairman / Chief Executive Officer	<ul style="list-style-type: none"> <li>- CEO Evaluation result</li> <li>- Shareholders' wealth</li> <li>- Corporate Governance</li> <li>- Financial Performance e.g. EBITDA, EPS, Earning Growth</li> <li>- Project Development</li> </ul>
Executive Management	<ul style="list-style-type: none"> <li>- Duties, Responsibilities and Result of the Annual Performance</li> <li>- Financial Performance e.g. EBITDA, EPS, Earning Growth</li> <li>- Customer Satisfaction</li> </ul>

	2021	2022
Number of Executives (Person)	15	12
Remuneration (THB Million)	64.47	60.60

## 7.5 Information about employees

### 7.5.1 Number of Employees

As of December 31, 2021 - 2022

Department	Employees (Person)	
	December 31, 2021	December 31, 2022
1. Production	672	624
2. Logistics	115	104
3. Purchasing	4	4
4. Marketing	8	9
5. Human Resource	20	14
6. Finance, Accounting and Administrative	18	21
<b>Total</b>	<b>837</b>	<b>776</b>

## 7.5.2 Significant change of employee amount during the past 3 years

- None -

## 7.5.3 Employee Compensation

Employee compensation (excluding executives) of the Company and its subsidiaries

Unit : Million Baht

	Fiscal year ended 31 December 2020	Fiscal year ended 31 December 2021	Fiscal year ended 31 December 2022
Such employee compensation consists of salary, allowances, bonuses, provident fund contribution, social security fund contribution, contributions to the worker's compensation fund, and so on.	541.1	588.9	717.6

## 7.5.4 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 contributed to the fund monthly at the rate of 5% of basic salary.

Unit : Million Baht

	Fiscal year ended 31 December 2020	Fiscal year ended 31 December 2021	Fiscal year ended 31 December 2022
The contributions for the year	6.3	6.8	6.1

## 7.5.5 Significant Labor Disputes Over the Past 3 Years

- None -

## 7.6 Other significant information

### 7.6.1 Report of securities holding and changes in securities holding of directors and executives

The Company has a policy to require the directors and executives of the Company, including their spouse and minor children (if any), to report their holding of the Company's securities by preparing a copy of their Report of Changes in Securities and Derivatives Holding (Form 59) to the Company Secretary to report to the Board of Directors' Meeting.

No.	Name	Number of Shares		Number of Shares Increased/ (Decreased)
		31 December 2021	31 December 2022	
Directors				
1.	Mr. Kevin Kumar Sharma	0	0	-
	Spouse / Minor Children	0	0	-
2.	Mr. Theerawit Busayapoka	7,560,000	7,560,000	-
	Spouse / Minor Children	0	0	-
3.	Mr. Anil Kumar Kohli	0	0	-
	Spouse / Minor Children	0	0	-
4.	Mrs. Aradhana Lohia Sharma	0	0	-
	Spouse / Minor Children	0	0	-
5.	Mr. Yashovardhan Lohia	0	0	-
	Spouse / Minor Children	0	0	-



No.	Name	Number of Shares		Number of Shares Increased/ (Decreased)
		31 December 2021	31 December 2022	

#### Directors

6.	Mr. Virasak Sutanthavibul	0	0	-
	Spouse / Minor Children	0	0	-
7.	Mr. Kittiphat Suthisamphat	0	0	-
	Spouse / Minor Children	0	0	-
8.	Mr. Gran Chayavichitsilp	0	0	-
	Spouse / Minor Children	0	0	-

#### Executives

9.	Mr. Khanit Thanawuthikrai	10,000	10,000	-
	Spouse / Minor Children	0	0	-

#### 7.6.2 Auditors' fee

##### Audit fee

Audit Firm	Audit Fee (Baht)		
	2020	2021	2022
EY Officer Limited	2,790,000	2,790,000	3,190,000

*\*The company does not have any person or business related to the auditor or the audit office.*

*Both directly and indirectly*

## 8. Report on Key Performance of Corporate Governance

### 8.1 Summary of performance of the Board of Directors for the past year

#### 8.1.1 Development and Assessment of the Board of Directors' Performance

##### Nomination, Appointment of Directors and Executives

##### Appointment and Removal of Directors

The appointment and removal of directors of the Company are in accordance with the criteria and procedures as stipulated in the law and the Company's Articles of Association, which can be summarized as follows:

1. In every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire by rotation. If the number of the directors who must retire by rotation is not divisible by three, the number of directors closest to one-third (1/3) of all directors shall retire. The directors who retire by rotation are eligible for re-election;
2. The election of the directors at the shareholders' meeting shall be in accordance with the following rules and procedures:
  - Each shareholder shall have one vote for one share;
  - Each shareholder shall use all of his or her votes to elect one or several persons as the director(s). However, he or she may not divide his or her votes among the candidates;
  - The candidates who receive the most votes in descending order will be elected as the director(s) up to the number of the directors required to be elected at such meeting. In the event that the candidates have equal votes and their election would exceed the number of directors required to be elected at such meeting, the Chairman of the meeting shall have a casting vote;
3. Apart from retirement by rotation, the directors shall cease to hold office upon death, resignation, lack of qualifications or possession of prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (1992) (as amended), removal by a resolution of the shareholders' meeting, or removal by a court's order;
4. In case of a vacancy in the membership of the Board of Directors for reasons other than retirement by rotation, the Board of Directors shall pass a resolution by affirmative votes of not less than three-quarters (3/4) of the number of the directors remaining in office to elect a person who has the qualifications and possesses no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) as a substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months; and
5. The shareholders' meeting may pass a resolution to remove any director from his/her office prior to the expiration of his/her term by affirmative votes of not less than three-quarters (3/4) of the number of the shareholders attending the meeting, having the right to vote, and holding shares not less than one-half (1/2) of the total number of shares held by the shareholders attending the meeting and having the right to vote.

### Qualifications of Directors

1. Must possess qualifications and must not have any prohibited characteristics under the public limited companies' law, securities and exchange law, rules and regulations of the Company and the relevant supervisory agencies, and the Company's good corporate governance. In case of nomination of an independent director, such nominated person shall possess the qualifications as specified in the Company's Definition of Independent Director. In case of nomination of a member of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws;
2. Must have knowledge, capability, skills, experience, and diversified expertise beneficial to the Company's businesses;
3. Must be independent, perform the director's duty with due care, be honest, be mentally and physically healthy, and be able to fully commit to work for the Company; and
4. Must have a good work profile and must not engage in a business or be a partner in a general partnership or be a partner having unlimited liability in a limited partnership or a director in other private or public company which carries on businesses of the same nature as and in competition with the Company's businesses, except the shareholders' meeting is advised before a resolution is passed to elect such person and other relevant laws are complied with.

### Qualifications of Independent Directors

1. Holding no more than 0.9% of total voting shares including the shareholding of persons related to the independent directors.
2. Not currently be or never been the Company's executive director, worker, employee, salaried consultant, or controlling parties. Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.

8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

#### **Position holding of the Independent Directors.**

The tenure of an independent director of the Company should not exceed a cumulative term of 9 years from the first day of service.

#### **Qualification of Audit Committee**

1. Having been appointed by the board of directors or shareholders' meeting to act as Audit committee member.
2. Qualified for an independent director.
3. Not currently the director authorized by the board to make administrative decisions of the company, parent company, subsidiary, same-level subsidiary, major shareholders, or controlling persons.
4. Not currently the director of the parent company, subsidiary, or same-level subsidiary of listed companies only.
5. Having sufficient knowledge and experience to perform the duty of an audit committee. There must be at least one audit committee member, who is sufficiently knowledgeable and experienced to review the reliability of financial statements.

#### **8.1.2 Meeting Attendance and Remuneration for Individual Director**

##### **Board of Directors meeting**

No.	Name	Board of Directors meeting (5 TIMES)
1	Mr. Kevin Qumar Sharma	5/5
2	Mr. Theerawit Busayapoka	5/5
3	Mr. Anil Kumar Kohli	5/5
4	Mrs. Aradhana Lohia Sharma	5/5
5	Mr. Yashovardhan Lohia	5/5
6	Mr. Virasak Sutanthavibul	5/5
7	Mr. Kittiphat Suthisamphat	5/5
8	Mr. Gran Chayavichitsilp	5/5
Average of the Meeting attendance		100.00

In 2022, The Company convened a total of 5 Board of Directors' Meetings. There was 100.00% of the directors attended the Meetings. The Corporate Governance Policy of the Company encourage each director to attend at least 75% of the total number of meetings.

### **Board Responsibilities**

The duties of the Board of Directors are included the determination of the Company's policy, vision, mission, values, strategy, and goals. In addition, the Board of Directors also supervises and assesses the management and operation with the objective to increase the shareholder value in the long run. In this regard, the Board of Directors must ensure that its duties are carried out in compliance with the laws, objectives, and the Company's Articles of Association. Moreover, the Board of Directors must be mindful of corporate governance, conflicts of interest, code of conduct, and business ethics.

The Board of Directors is determined and committed to build the Company and its subsidiaries as a leading organization that is perceived at the international level as one of the most successful companies in Thailand with business variety, resilient management, and competent personnel. The Board of Directors has the necessary leadership, vision, and independence to make decisions and has the duties and responsibilities to oversee the business in the best interest of the shareholders.

The duties of the Board of Directors and the Management are clearly separated.

In 2022, the Board of Directors' Meeting reviewed the Company's vision, mission, values, and the long-term goals of the Company. In regards, the Board of Directors place the importance to monitor the implementation of such strategy and business plan of Company by taking into consideration and the best interest of the Company and shareholders.

### **Composition of the Board of Directors and the Sub-committees**

The Board of Directors consist of 3 independent directors and 2 of non-executive directors and 3 executive directors and the Chairman of the Board of Directors who is the chief executive director.

In addition, the sub-committees have been appointed by the Board of Directors i.e. the Audit Committees, the Nomination and Remuneration Committees, Risk Management Committees, and the Corporate Governance Committees.

The Audit Committee shall entirely consist of independent directors and shall not be less than 3 members whereas at least one member must be knowledgeable and experienced in reviewing the accountability of the financial statements.

The Nomination and Remuneration Committee shall consist of at least 3 members but shall not exceed 5 members where the majority of the members shall be independent directors.

### **Meeting of the Board of Directors and the sub-committees**

The Board of Directors will hold more than 6 meetings in each fiscal year pursuant to the annual meeting schedule set in advance. The Company promotes and encourages each director to attend the Board of Directors' meeting at least 75% of the total number of meetings in each fiscal year, except in case of necessity and emergency. The Company will provide the meeting materials to the directors in advance at least 5 business days prior to the meeting to allow the directors to have sufficient time to study the information beforehand.

As regards the sub-committees, the Audit Committees will hold a meeting on the quarterly basis and the other sub-committees will hold at least two meetings in each fiscal year.

#### **Development of Directors'**

The Company encourages the directors to develop their personal skills and knowledge regularly and adequately. The Nomination and Remuneration Committee has developed the director development plan in order to enhance the knowledge of the existing directors and new directors to understand the business of the Company, the roles and duties of directors, and other significant developments, including encouraging the directors to enroll in various training programs or seminars organized by the Thai Institute of Directors Association (IOD).

#### **Orientation of the new directors**

The Company organizes new director orientations pursuant to the director development plan developed by the Nomination and the Remuneration Committee so that the new directors have knowledge and understanding of the Company's historical background, business organization, policies, related law and regulation, and the role and responsibilities of the directors

### **8.1.3 Supervision of Subsidiaries and Associates**

#### **Policy on Supervision of Subsidiaries**

The Company sends its representative to act as a director in the subsidiaries. Such persons shall have qualifications and experience that are appropriate for the business and have no conflict of interest in the business and shall manage the business of the subsidiaries and/or associates in accordance with the policies assigned by the Company and in accordance with the rules and regulations as stipulated in the Company's Articles of Association and the laws of the subsidiaries and/or associates.

### **8.1.4 Monitoring of Compliance with Corporate Governance Policies and Practices**

#### **1) Conflict of Interests**

The Company has a connected transaction policy which stipulates that all connected transactions incurred by directors and executives must be treated in the same way as external parties and must be disclosed to comply with the regulatory requirements to avoid any conflict of interests.

#### **2) Use of Inside Information for Profit**

- 1) Do not use or disclose the Company's information, except normal business information or public information, for personal interest or other person's interest or to bring about any damages to the Company.
- 2) All directors and executives are required to report holdings of the Company's securities when first appointed to the position by filings the 59-1 form (Report of securities holding) to the Securities and Exchange Commission (SEC) within 30 business days from the date of appointment; and to report any purchase, sale or transfer of the Company's securities by filing to the SEC the 59 2 form (Report of changes in securities holding) within three business days from the date of the change.

- 3) The Company also has a policy to encourage all directors and executives to voluntarily inform the Board about the securities trading at least one day prior to trading date.

### 3) Anti-Corruption

The Board of Directors is responsible for determining the policy and ensuring that an effective system existed in supporting anti-corruption within the organization to ensure that anti-corruption mindset has been developed and cultivated as part of the Company's culture among every member of the organization.

### 4) Measures and Communication Channels for Whistleblowing/Complaints

The Company has determined measures for whistleblowing or raising complaints concerning any misconduct done by any director, executive or employee within the organization that is in violation of the laws, Code of Business Ethics or any behavior that may lead to corruptions. Various channels of communication have been provided so that the employees and stakeholders can conveniently and appropriately report incidents or raise complaints with the Company. The whistleblower or complainant must notify the details of the incident or complaint including their contact address and phone number through the provided channel.

1. E-Mail : IR@tpacpackaging.com
2. E-Mail : Secretary@tpacpackaging.com
3. Telephone 02-2584250 ext. 510 (IR Department)
4. Company's website www.tpacpackaging.com

## 8.2 Summary of the performance of duties of the sub-committee

### 8.2.1 Sub-committee meeting

No.	Name	Audit Committee (4 TIMES)	Nomination and Remuneration Committee (2 TIMES)	Corporate Governance Committee	Risk Management Committee
1	Mr. Kevin Qumar Sharma	-	2/2	-	-
2	Mr. Theerawit Busayapoka	-	2/2	-	-
3	Mr. Anil Kumar Kohli	-	-	-	-
4	Mrs. Aradhana Lohia Sharma	-	-	-	-
5	Mr. Yashovardhan Lohia	-	-	-	-
6	Mr. Virasak Sutanthavibul	4/4	2/2	-	-
7	Mr. Kittiphat Suthisamphat	4/4	2/2	-	-
8	Mr. Gran Chayavichitsilp	4/4	2/2	-	-
9	Mr. Khanit Thanawuthikrai	-	-	-	-
Average of the Meeting attendance		100	100	-	-



## 8.2.2 Report on the performance of sub-committees Assigned by the Board of Directors

### 8.2.2.1 Report of Audit of Committee

Dear, All stakeholders

Audit Committees of Thai Plaspac Public Company Limited (“TPAC”) consists of 3 independent directors, namely Mr. Virasak Sutanthavibul as the Chairman of the Audit Committee, Mr. Kittiphat Suthisamphat as the Member of the Audit Committee, and Mr. Gran Chayavichitsilp as the Member of the Audit Committee. The Audit Committee is appointed by the Board of Directors. The Audit Committee is overseeing the company’s compliance with the principle of the good corporate governance to ensure integrity and confident to the investors, its shareholders and all the stakeholders.

In 2022, the Audit Committee conducted 5 meetings, by which all the Meeting has been conducted follow the Audit Committees’ charter and reported the result of the Meeting to the Board of Directors. The Audit Committee has performed the duties during the year 2022 as summarized below:

1. Reviewed the Company’s financial reports, including quarterly and annual financial statement with regards to their accuracy and adequacy of disclosure. The Audit Committee had Meetings with Company’s Auditor and found no causes to believe that such a financial report were not accurate as referred by the Thai Financial Reporting Standard.
2. Reviewed and ensured that the Company has an appropriate and efficient internal control system and also management to monitor Anti-Fraud and Corruption. The Audit Committee has Meetings with the Internal Audit from the external firm and discussed about the inappropriateness internal system which was found.
3. Reviewed the connected transactions or the transaction that may lead to conflict of interest between company and related person(s) or related company(ies) and to determine the business transactions were accordance with the market practice. The Company’s auditors have expressed opinions on such transaction and disclose in the financial statements and notes to the financial statement. The Audit Committee agreed with the auditor on a disclosure.
4. Considered and appointed the Company’s auditor and approved the auditor’s fee. The Audit Committee has proposed the Board of Directors to appoint EY Office Limited as the Company’s Auditor for the fiscal year ended December 31st based on any of following certified auditor: Mr. Chayapol Supasetanon, Mrs. Gingkarn Atsawarangsalit, Miss Pimjai Manitkajohnkit, Miss Rosaporn Decharkom, Miss Sumana Punpongsonon, Miss Kirdsiri Kanjanaprakasit. The audit fee should not exceed THB 3.19 million. Such appointment and audit fee were approved by the Board of Directors and the Annual General Meeting of Shareholders of the Company.

Moreover, the Audit Committee has review the rule and regulation of the company to be in line with the Good Corporate Governance practice.

No.	Name	Position	Number of attendances
1	Mr. Virasak Sutanthavibul	Chairman of the Audit Committee	4/4
2	Mr. Kittiphat Suthisamphat	Audit Committee	4/4
3	Mr. Gran Chayavichitsilp	Audit Committee	4/4



Mr. Virasak Suthunthavibul

Chairman of the Audit Committee  
THAI PLASPAC PCL.

### 8.2.2.2 Nomination and Remuneration Committee Report

Dear, All Stakeholders

Nomination and Remuneration Committee of Thai Plaspac Public Company Limited consists of 5 directors, divided into three independent directors and two executive directors, namely Mr. Gran Chayavichitsilp as the Chairman of the Nomination and Remuneration Committee, and Mr. Virasak Sutanthavibul, Mr. Kittiphat Suthisamphat, Mr. Kevin Kumar Sharma, Mr. Theerawit Busayapoka as the members of the Nomination and Remuneration Committee. The Board of Directors has appointed the Nomination and Remuneration Committee to support performance of the Board of Directors on the nomination of directors and senior executive, determination of the remuneration of directors, the Chief Executive Officer, as well as preparing the director development plan in order to provide the director the knowledge. All of which are to assure the shareholders that the persons who hold the directorship position possess the qualifications in accordance with the laws, and have the knowledge, capability, and efficiency to work for the utmost benefit of the Company and the shareholders.

In 2022, the Nomination and Remuneration Committees held a total of two meetings which were in line with the Nomination and Remuneration Committees' charter and the good Corporate Governance principle, the resolution of the meeting were regularly reported to the Board of Directors for their acknowledgement. In regards, the activities of the Nomination and Remuneration Committee in 2022 can be summarized as follows.

1. Considered the qualification of the directors who would retire by rotation at the Annual General Meeting of shareholders by considering the qualification according to the laws and other criteria of the Company, as well as knowledge, capability, experience, and skill would be beneficial to the Company's operations, and nominated those persons to the Board of Directors in order to propose the name to the Annual General Meeting of Shareholders to consider and the re-election of such persons as directors of the Company for another term of office.
2. Provided the shareholders an opportunity to nominate candidate to be elected as directors of the Company for the 2022 Annual General Meeting of Shareholders in order to promote the practice of good corporate governance principles on the rights of shareholders.
3. Considered and determined the remuneration of the directors by taking into the account the Company's operating results, and the responsibilities of the directors, as well as other details and proposed the same to the Board of Directors and the Annual General Meeting of shareholders for consideration and approval.
4. Considered and reviewed the qualification of directors and Independent directors of the company in accordance with the Stock Exchange Commission and Stock Exchange of Thailand regulation.
5. Considered and reviewed the Nomination and Remuneration Committees' Charter to be in accordance with the Corporate Governance and proposed the same to the Board of Directors for consideration and approval.
6. Evaluated the performance of the Nomination and Remuneration Committee for the year and viewed that was complete their duty as assigned and reported such evaluation result to the Board of Directors.

7. Evaluated the performance of the Chief Executive Officer for the year, and determined the amount and form of remuneration, both short term and long term, of the Chief Executive Officer by taking into the account the indicators as well as the performance evaluation result and key success, and the CEO self-assessment form, which was completed by the directors, and proposed the same to the Board of Directors for consideration and approval.
8. Prepared this Nomination and Remuneration Committee report and disclosed the same in the Annual Report 2022.

No.	Name	Position	Number of attendances
1.	Mr. Gran Chayavichitsilp	Chairman of the Nomination and Remuneration Committee	2/2
2.	Mr. Kittiphat Suthisamphat	Nomination and Remuneration Committee	2/2
3.	Mr. Virasak Sutanthavibul	Nomination and Remuneration Committee	2/2
4.	Mr. Kevin Qumar Sharma	Nomination and Remuneration Committee	2/2
5.	Mr. Theerawit Busayapoka	Nomination and Remuneration Committee	2/2



Mr. Gran Chayavichitsilp

Chairman of the Nomination and Remuneration Committee

## 9. Internal control and related party transactions

### 9.1 Internal control

Internal control is a continuous process and valuable for effective and efficient business operations at Thai Plaspac Public Company Limited.

The Board of Directors has assigned the audit committee to review the adequacy of the internal control systems to ensure accurate and credible reporting from the accounting system which is consistent and in compliance with the financial reporting standards and in line with the rules and regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

The Board of Directors and the Audit Committee are of the opinion that the internal control system is adequate and suitable for its business operations. Written responsibilities, authority manuals, and management controls have been adopted to create transparency for utilization of the Company's resources, to prevent damages and to ensure smooth operations of the Company. The duties of staff, controllers and managers have been established and segregated in order to ensure that proper verification, monitoring and checks and balances are in place.

The Company has an external internal auditor to verify the internal control process. The audit committee appointed Deloitte Touche Tohmatsu Jaiyos Advisory Company Limited as internal auditor. The internal auditor assesses entity level and function level control environment, risk assessment, control activities, information and communication and monitoring activities with an objective of effective operations, reporting and compliance. The internal auditor reports to the audit committee on a quarterly basis.

### 9.2 Related party transactions (If any)

#### Related party transactions with persons who may have conflicts

Related party transactions are transactions arising from normal business operations where the pricing will be the market price or in accordance with the general trade conditions which can be compared to the conditions given to third parties (Fair and at arm's length) which may be the price charged by the customer or the price offered with supplier (Suppliers) and is a condition that is comparable and reasonable. In addition, the Company has charged the management fee from its subsidiaries which the charged structure has been studies with Deloitte Touche Tohmatsu Limited to charge at the market rate. The related transactions during January 1st, 2022 to December 31st, 2022 can be summarized as follows:

Related Companies/ Relationships	Types of Transaction	Amount (Million Baht)	
		2021	2022
<b>Indorama Polymers Public Company Limited</b> - Shareholder and director are related to the Company's shareholder and management	Purchase Raw Materials/	17.3	15.31
<b>Indorama Petrochem Company Limited</b> - Shareholder and director are related to the Company's shareholder and management	Purchase Raw Materials/	24.81	45.74
<b>TPAC Packaging (Bangna) Company Limited</b> - TPAC's Subsidiary	Sales Raw Materials/	19.17	36.48
	Purchase Raw Materials/	82.82	124.31
	Management fee received	10.83	5.79
	Interest received	-	0.82

Related Companies/ Relationships	Types of Transaction	Amount (Million Baht)	
		2021	2022
<b>TPAC Packaging India Private Limited</b> - TPAC's Subsidiary	Purchase Raw Materials/ Products/ Services Management fee received Management fee paid	1.71 9.18 -	1.50 13.74 2.31
<b>Sun Packaging Systems (FZC)</b> - TPAC's Subsidiary	Purchase Raw Materials/ Products/ Services Management fee received Dividend Income	0.04 6.77 53.03	0.04 9.62 108.06
<b>Combi-Pack Sdn Bhd</b> - TPAC's Subsidiary	Purchase Raw Materials/ Products/ Services Management fee received	0.10 3.92	- 5.64
<b>Related Person</b> - Director, executive officer and related persons with director and executive officer	Dividend Payment	68.64	33.14

#### Opinion of the Audit Committee on related transactions

The above connected transactions have been considered and approved by the Audit Committee and reported to the Board of Directors for acknowledgement which such transactions are reasonable and is necessary for the business of the company. By entering the transaction, the company has considered the benefits of the company as important without transferring benefits between Thai Plaspac Public Company Limited and persons who may have conflicting interests.

#### Policies and procedures for approving related transactions

In the case of related transaction between Thai Plaspac Public Company Limited with persons who may have a conflict of interest or stakeholders. The Audit Committee will consider and comment on the need to enter the transaction. The terms and conditions of the related transaction must be in accordance with the market price. If there is no market price, The Audit Committee will consider using the appropriate price and beneficial to the company. If the Audit Committee does not have expertise in considering the related transactions that occur, Thai Plaspac Public Company Limited will arrange for an independent expert to provide opinions on such related transactions to be used for decision making of the Audit Committee or shareholders. The directors who have conflicts of interest will not attend the meeting and do not exercise their voting rights to approve the related transaction and will disclose the related transactions.

### **Policy on future related transactions**

In the case of a new related transaction, each unit of the company must inform the details of the expected transaction, such as the value of the transaction, price, conditions and reasons for having related transactions. By notifying the Secretary of the Audit Committee in order to have a preliminary check that the item is under conditions that must be approved by the management, Audit Committee, Board of Directors or the shareholder of the company or not. However, the company will comply with the Securities Act, regulations, notifications, orders and requirements of the Capital Market Supervisory Board, the SEC and the Stock Exchange of Thailand as well as in accordance with the regulations of Thai Plaspac Public Company Limited that all related transactions must be reviewed by the Internal Audit Department.

# Part 3



## Financial Statements



## Independent Auditor's Report

To the Shareholders of Thai Plaspac Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of Thai Plaspac Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Thai Plaspac 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 Thai Plaspac Public Company Limited and its subsidiaries and of Thai Plaspac Public Company Limited as at 31 December 2022, 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 including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### **Emphasis of Matter**

Without expressing a qualified opinion on the aforementioned consolidated financial statements, I draw attention to Note 2.2.1 to consolidated financial statements. On 1 April 2022, TPAC Skypet India Private Limited, which is a subsidiary of TPAC Packaging India Private Limited, purchased the business of M/s Skypet Polymers, a partnership entity incorporated in plastic containers manufacturing and distribution business, completed as agreed between parties. During the fourth quarter of the year 2022, the subsidiary's management has completed the process of assessing the fair value of the identified assets acquired and liabilities assumed and goodwill at the purchase of business date, including the valuation of liabilities associated with put options granted to holders of non-controlling interests, within evaluation period of 12 months from the purchase of business date according to Thai Financial Reporting Standard No. 3 "Business combination".

### **Key Audit Matters**

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

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



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

### **Business combination**

As described in Note 2.2.1 to consolidated financial statements, on 1 April 2022, TPAC Skypet India Private Limited, which is a subsidiary of TPAC Packaging India Private Limited, purchased the business of M/s Skypet Polymers, a partnership entity incorporated in plastic containers manufacturing and distribution business. As at the date of acquisition, the subsidiary recognised and measured the assets acquired and liabilities assumed at their fair value and recognised goodwill from the business combination by applying the acquisition method. I have focused on this business acquisition since it is material to the financial statements as a whole, and management was required to exercise substantial judgment when appraising the fair value of the assets acquired and liabilities assumed. Therefore, there is a risk with respect to the recognition and measurement of the assets acquired and liabilities assumed, including recognised goodwill.

I examined the business combination by reviewing the terms and conditions of the share purchase agreement and inquired with management as to the nature and objectives of the acquisition. In addition, I checked the value of the acquisition with supporting documents and related payments to assess whether it reflected the fair value of the consideration transferred. I also assessed the fair value of assets acquired and liabilities assumed specified in the documentation of measurement under the acquisition method as prepared by an independent valuation specialist, by considering the methods and significant assumptions used by the independent valuation specialist in calculating the fair value of assets and liabilities. I also reviewed the components of the financial model, comparing significant assumptions with the subsidiary's historical information and related companies in the same industry, and testing of the calculation of the fair value, and evaluating the expertise, ability and integrity of the independent valuation specialist and reviewing the disclosures related to the business combination in the note to consolidated financial statements.

### **Goodwill**

As described in Note 15 to consolidated financial statements, goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. I have focused my audit on the consideration of impairment of goodwill because the assessment of impairment of 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.

I assessed the identification of cash generating units and the financial models selected by management by gaining an understanding and assessing the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets and discount rate. I inquired responsible executives and evaluated through analysis with the Group's information and of the related companies in industry. I tested the key assumptions applied by the management in preparing estimates of the cash flows expected to be realised from the group of assets. I also compared past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections, and tested the calculation of the expected recoverable value of the assets according to the financial model.

### **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.



Chayapol Suppasdtanon  
Certified Public Accountant (Thailand) No. 3972

EY Office Limited  
Bangkok: 24 February 2023



Thai Plaspac Public Company Limited and its subsidiaries  
Statement of financial position  
As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	287,096,778	393,779,874	14,870,459	10,734,195
Trade and other receivables	6, 9	1,372,845,057	1,238,717,457	463,699,104	491,743,547
Short-term loans to related party	6	-	-	66,600,000	7,000,000
Inventories	10	535,860,213	579,166,771	142,283,633	182,640,879
Advance payment for purchasing of raw materials		52,113,175	14,329,055	-	-
Other current financial assets	8	13,295,797	2,417,040	-	-
Other current assets	11	100,302,676	82,504,757	39,187,439	39,898,581
<b>Total current assets</b>		<b>2,361,513,696</b>	<b>2,310,914,954</b>	<b>726,640,635</b>	<b>732,017,202</b>
<b>Non-current assets</b>					
Restricted bank deposits	12	17,254,387	17,904,000	-	-
Other non-current financial assets	8	2,790,611	351,076	-	-
Investments in subsidiaries	13	-	-	3,631,150,254	3,574,000,254
Property, plant and equipment	14	2,342,027,171	2,138,674,041	378,110,788	387,573,198
Right-of-use assets	23	173,756,737	190,576,738	4,385,648	2,676,313
Goodwill	15	1,679,993,446	1,639,737,034	-	-
Intangible assets	16	614,174,576	618,990,903	3,453,393	3,817,706
Deferred tax assets	29	9,266,671	10,298,514	9,266,671	10,298,514
Withholding tax deducted at source	17	70,356,926	70,356,926	70,356,926	70,356,926
Advance payment for purchasing of molds		42,199,955	63,771,306	36,618,321	56,947,179
Assets associated with call options granted by holders of non-controlling interests	24	4,273,533	6,410,299	4,273,533	6,410,299
Other non-current assets		86,752,671	58,893,028	23,812,217	4,527,315
<b>Total non-current assets</b>		<b>5,042,846,684</b>	<b>4,815,963,865</b>	<b>4,161,427,751</b>	<b>4,116,607,704</b>
<b>Total assets</b>		<b>7,404,360,380</b>	<b>7,126,878,819</b>	<b>4,888,068,386</b>	<b>4,848,624,906</b>

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

Thai Plaspac Public Company Limited and its subsidiaries  
Statement of financial position (continued)  
As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Liabilities and shareholders' equity					
Current liabilities					
Bank overdraft and short-term loans from banks	18	992,407,705	751,056,077	859,002,900	660,619,026
Trade and other payables	6, 19	602,425,879	618,992,929	257,134,733	319,266,538
Current portion of long-term loans from banks	21	372,981,736	256,612,109	275,080,830	189,273,817
Current portion of lease liabilities	23	11,745,730	13,797,059	1,714,842	1,646,635
Income tax payable		26,942,370	23,585,193	10,317,296	9,926,294
Other current financial liabilities	8	772	23,405	772	23,405
Other current liabilities	20	55,920,033	98,249,696	21,536,632	44,893,254
Total current liabilities		2,062,424,225	1,762,316,468	1,424,788,005	1,225,648,969
Non-current liabilities					
Long-term loans from banks, net of current portion	21	1,724,616,308	1,980,297,617	1,269,773,212	1,482,927,641
Lease liabilities, net of current portion	23	173,761,414	175,129,021	2,811,226	1,105,665
Liabilities associated with put options granted					
to holders of non-controlling interests	24	340,563,607	289,544,404	292,988,937	289,544,404
Deferred tax liabilities	29	363,191,956	356,281,262	-	-
Provision for long-term employee benefits	25	73,538,024	79,557,106	43,928,500	47,919,397
Other non-current financial liabilities		89,756,171	-	-	-
Total non-current liabilities		2,765,427,480	2,880,809,410	1,609,501,875	1,821,497,107
Total liabilities		4,827,851,705	4,643,125,878	3,034,289,880	3,047,146,076

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

Thai Plaspac Public Company Limited and its subsidiaries  
Statement of financial position (continued)  
As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Shareholders' equity</b>					
Share capital					
Registered					
326,550,000 ordinary shares of Baht 1 each		326,550,000	326,550,000	326,550,000	326,550,000
Issued and paid-up					
326,549,999 ordinary shares of Baht 1 each		326,549,999	326,549,999	326,549,999	326,549,999
Premium on ordinary shares		1,026,968,920	1,026,968,920	1,026,968,920	1,026,968,920
Excess from change in ownership interest in the subsidiary		20,034,929	20,034,929	-	-
Retained earnings					
Appropriated - statutory reserve	26	32,655,000	32,655,000	32,655,000	32,655,000
Unappropriated		914,670,095	680,963,828	467,604,587	415,304,911
Other components of shareholders' equity		(110,959,041)	46,160,074	-	-
Equity attributable to owners of the Company		2,209,919,902	2,133,332,750	1,853,778,506	1,801,478,830
Non-controlling interests of the subsidiaries		366,588,773	350,420,191	-	-
<b>Total shareholders' equity</b>		<b>2,576,508,675</b>	<b>2,483,752,941</b>	<b>1,853,778,506</b>	<b>1,801,478,830</b>
<b>Total liabilities and shareholders' equity</b>		<b>7,404,360,380</b>	<b>7,126,878,819</b>	<b>4,888,068,386</b>	<b>4,848,624,906</b>

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


Directors

Thai Plaspac Public Company Limited and its subsidiaries  
Statement of comprehensive income  
For the year ended 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Profit or loss:</b>					
<b>Revenues</b>					
Sales	6	6,997,215,737	5,193,991,951	1,856,995,088	1,668,479,685
Dividend income	6, 13	-	-	108,059,350	53,032,998
Other income	6	77,080,449	58,566,522	68,967,421	52,269,437
Gain on exchange		21,867,393	-	5,278,896	-
<b>Total revenues</b>		<b>7,096,163,579</b>	<b>5,252,558,473</b>	<b>2,039,300,755</b>	<b>1,773,782,120</b>
<b>Expenses</b>					
Cost of sales	6	5,840,762,702	4,189,788,193	1,568,140,202	1,384,006,591
Selling and distribution expenses		222,878,468	169,321,321	40,572,949	39,352,170
Administrative expenses	6	446,128,746	366,133,861	172,087,788	170,685,617
Impairment loss on investment in subsidiary	13	-	-	77,600,000	-
Loss on exchange		-	3,155,553	-	5,146,556
<b>Total expenses</b>		<b>6,509,769,916</b>	<b>4,728,398,928</b>	<b>1,858,400,939</b>	<b>1,599,190,934</b>
<b>Profit from operating activities</b>		<b>586,393,663</b>	<b>524,159,545</b>	<b>180,899,816</b>	<b>174,591,186</b>
Finance cost	27	(160,850,289)	(137,156,419)	(76,728,664)	(61,715,499)
<b>Profit before income tax expenses</b>		<b>425,543,374</b>	<b>387,003,126</b>	<b>104,171,152</b>	<b>112,875,687</b>
Income tax expenses	29	(75,215,299)	(211,631,501)	(9,352,498)	(9,269,350)
<b>Profit for the year</b>		<b>350,328,075</b>	<b>175,371,625</b>	<b>94,818,654</b>	<b>103,606,337</b>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>					
Exchange differences on translation of financial statements in foreign currency		(161,535,543)	325,332,401	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(161,535,543)	325,332,401	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain		14,006,862	462,884	8,711,381	-
Less: Income tax effect	29	(1,828,257)	(8,843)	(1,742,276)	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		12,178,605	454,041	6,969,105	-
<b>Other comprehensive income for the year</b>		<b>(149,356,938)</b>	<b>325,786,442</b>	<b>6,969,105</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>200,971,137</b>	<b>501,158,067</b>	<b>101,787,759</b>	<b>103,606,337</b>

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

Thai Plaspac Public Company Limited and its subsidiaries  
Statement of comprehensive income (continued)  
For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
<b>Profit attributable to:</b>					
Equity holders of the Company		318,839,970	152,938,568	94,818,654	103,606,337
Non-controlling interests of the subsidiaries		31,488,105	22,433,057		
		<u>350,328,075</u>	<u>175,371,625</u>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		173,649,905	456,551,985	101,787,759	103,606,337
Non-controlling interests of the subsidiaries		27,321,232	44,606,082		
		<u>200,971,137</u>	<u>501,158,067</u>		
<b>Earnings per share</b>					
	30				(Unit: Baht)
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company		0.98	0.47	0.29	0.32

(Unit: Baht)

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



Thai Plaspac Public Company Limited and its subsidiaries  
Statement of changes in shareholders' equity  
For the year ended 31 December 2022

(Unit: Baht)

Consolidated financial statements									
	Note	Equity holders of the Company					Other components of shareholders' equity		
		Issued and paid-up share capital	Premium on ordinary shares	Excess from change in ownership interest in the subsidiary	Retained earnings		Exchange differences on translation of financial statements in foreign currency	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries
					Appropriated -	Unappropriated			
					Statutory reserve				
<b>Balance as at 1 January 2021</b>		326,549,999	1,026,968,920	20,034,929	32,655,000	912,545,432	(257,076,512)	2,061,677,788	59,059,831
Profit for the year		-	-	-	-	152,938,588	-	152,938,588	22,433,057
Other comprehensive income for the year		-	-	-	-	376,831	303,236,586	303,613,417	22,173,025
Total comprehensive income for the year		-	-	-	-	153,315,399	303,236,586	456,551,985	44,606,082
Dividend paid	6, 33	-	-	-	-	(95,352,599)	-	(95,352,599)	-
Increase in non-controlling interests of the subsidiaries		-	-	-	-	-	-	-	253,313,964
Subsidiary paid dividend to non-controlling interests of the subsidiary	13.2	-	-	-	-	-	-	-	(6,559,686)
Increase in liabilities associated with put options granted to non-controlling interests of the subsidiaries	24	-	-	-	-	(289,544,404)	-	(289,544,404)	-
<b>Balance as at 31 December 2021</b>		326,549,999	1,026,968,920	20,034,929	32,655,000	680,963,828	46,160,074	2,133,332,750	350,420,191
<b>Balance as at 1 January 2022</b>		326,549,999	1,026,968,920	20,034,929	32,655,000	680,963,828	46,160,074	2,133,332,750	350,420,191
Profit for the year		-	-	-	-	318,839,970	-	318,839,970	31,488,105
Other comprehensive income for the year		-	-	-	-	11,929,050	(157,119,115)	(145,190,065)	(4,166,873)
Total comprehensive income for the year		-	-	-	-	330,769,020	(157,119,115)	173,649,905	27,321,232
Dividend paid	6, 33	-	-	-	-	(46,043,550)	-	(46,043,550)	-
Increase in non-controlling interests of the subsidiaries		-	-	-	-	-	-	-	2,203,000
Subsidiary paid dividend to non-controlling interests of the subsidiary	13.2	-	-	-	-	-	-	-	(13,355,650)
Increase in liabilities associated with put options granted to non-controlling interests of the subsidiaries	24	-	-	-	-	(51,019,203)	-	(51,019,203)	-
<b>Balance as at 31 December 2022</b>		326,549,999	1,026,968,920	20,034,929	32,655,000	914,670,095	(110,959,041)	2,209,919,902	366,588,773

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

**Thai Plaspac Public Company Limited and its subsidiaries**  
**Statement of changes in shareholders' equity (continued)**  
**For the year ended 31 December 2022**

	Note	Separate financial statements					(Unit: Baht)
		Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Total	
				Appropriated - Statutory reserve	Unappropriated		
<b>Balance as at 1 January 2021</b>		326,549,999	1,026,968,920	32,655,000	696,595,577	2,082,769,496	
Profit for the year		-	-	-	103,606,337	103,606,337	
Other comprehensive income for the year		-	-	-	-	-	
Total comprehensive income for the year		-	-	-	103,606,337	103,606,337	
Dividend paid	6, 33	-	-	-	(95,352,599)	(95,352,599)	
Increase in liabilities associated with put options granted to non-controlling interests of the subsidiaries	24	-	-	-	(289,544,404)	(289,544,404)	
<b>Balance as at 31 December 2021</b>		326,549,999	1,026,968,920	32,655,000	415,304,911	1,801,478,830	
<b>Balance as at 1 January 2022</b>		326,549,999	1,026,968,920	32,655,000	415,304,911	1,801,478,830	
Profit for the year		-	-	-	94,818,654	94,818,654	
Other comprehensive income for the year		-	-	-	6,969,105	6,969,105	
Total comprehensive income for the year		-	-	-	101,787,759	101,787,759	
Dividend paid	6, 33	-	-	-	(46,043,550)	(46,043,550)	
Increase in liabilities associated with put options granted to non-controlling interests of the subsidiaries	24	-	-	-	(3,444,533)	(3,444,533)	
<b>Balance as at 31 December 2022</b>		326,549,999	1,026,968,920	32,655,000	467,604,587	1,853,778,506	

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



**Thai Plaspac Public Company Limited and its subsidiaries**
**Statement of cash flows**
**For the year ended 31 December 2022**

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Cash flows from operating activities</b>				
Profit before tax	425,543,374	387,003,126	104,171,152	112,875,687
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	482,325,007	427,998,698	119,904,232	135,202,956
Loss from fair value measurement of assets associated with call options granted by holders of non-controlling interests	2,136,766	2,429,488	2,136,766	2,429,488
Allowance for expected credit losses (reversal)	9,265,419	(919,781)	(53,871)	(206,040)
Impairment loss on investment in subsidiary	-	-	77,600,000	-
Reduction (reversal) of inventories to net realisable value	5,111,478	2,226,024	2,002,411	(115,168)
Gain on disposals/write-off of equipment	(5,971,469)	(225,468)	(267,885)	(144,331)
Long-term employee benefits expenses	19,885,953	15,182,938	8,710,191	8,058,069
Unrealised loss (gain) on exchange rate	(1,348,000)	6,026,404	(2,081,840)	5,391,933
Loss (gain) from fair value measurement of forward exchange contracts	(22,633)	187,939	(22,633)	187,939
Amortisation of financial fees	5,844,827	15,107,107	2,485,904	2,054,800
Dividend income	-	-	(108,059,350)	(53,032,998)
Interest income	(3,745,798)	(6,209,409)	(41,007)	(53,084)
Finance cost	155,005,462	122,049,312	74,242,760	59,660,699
Profit from operating activities before changes in operating assets and liabilities	1,094,030,386	970,856,378	280,726,830	272,309,950
Operating assets (increase) decrease				
Trade and other receivables	(60,382,341)	(288,600,998)	27,155,112	(97,246,768)
Inventories	57,997,768	(37,857,233)	38,354,835	(61,615,031)
Other current assets	(79,148,545)	(43,665,062)	(30,846,530)	(38,085,957)
Other non-current assets	(6,288,292)	(5,089,201)	1,043,956	9,307,172
Operating liabilities increase (decrease)				
Trade and other payables	16,136,726	111,028,136	12,033,073	50,032,559
Other current liabilities	(45,617,905)	55,616,549	(23,356,622)	28,561,140
Provision for long-term employee benefits	(12,027,614)	(8,166,766)	(3,989,709)	(1,356,787)
Cash flows from operating activities	964,700,183	754,121,803	301,120,945	161,906,278
Cash receipt from refund of withholding tax deducted at source	-	22,594,737	-	22,594,737
Corporate income tax paid	(78,720,043)	(52,569,694)	(9,671,929)	(14,584,553)
<b>Net cash flows from operating activities</b>	<b>885,980,140</b>	<b>724,146,846</b>	<b>291,449,016</b>	<b>169,916,462</b>

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

**Thai Plaspac Public Company Limited and its subsidiaries**  
**Statement of cash flows (continued)**  
**For the year ended 31 December 2022**

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Cash flows from investing activities</b>				
Short-term loans to related party	-	-	(59,600,000)	(7,000,000)
Proceeds from sales of equipment	17,141,795	11,600,523	267,905	144,364
Proceeds from sales of asset held for sale	-	57,274,000	-	-
Acquisition of building and equipment	(473,154,761)	(337,418,164)	(85,031,729)	(20,374,549)
Acquisition of intangible assets	(1,808,318)	(983,957)	(565,157)	(440,000)
Cash paid for investments in subsidiaries	(62,024,372)	(893,493,069)	(196,774,372)	(937,977,621)
Cash paid for purchase of business by the subsidiary	(346,350,619)	-	-	-
Increase in other current financial assets	(11,028,337)	(2,148,480)	-	-
Decrease (increase) in other non-current financial assets	(2,461,261)	2,129,668	-	-
Cash receipt from dividend from the subsidiary	-	-	108,059,350	53,032,998
Interest received	3,745,798	6,209,409	41,007	53,084
<b>Net cash flows used in investing activities</b>	<b>(875,940,075)</b>	<b>(1,156,830,070)</b>	<b>(233,602,996)</b>	<b>(912,561,724)</b>
<b>Cash flows from financing activities</b>				
Increase in bank overdraft and short-term loans from banks	241,354,965	209,626,959	198,383,874	192,427,005
Decrease in restricted bank deposits	-	7,519,680	-	-
Cash receipt from long-term loans from banks	462,526,372	1,373,627,621	62,024,372	937,977,621
Repayment of long-term loans from banks	(557,978,148)	(283,211,895)	(191,857,692)	(217,482,692)
Repayment of debentures	-	(523,692,000)	-	-
Cash receipt of long-term loan from non-controlling interests of the subsidiary	39,641,880	-	-	-
Cash paid for financial fees	-	(9,843,041)	-	(8,250,000)
Cash paid for lease liabilities	(25,577,361)	(25,248,745)	(2,876,193)	(2,053,580)
Interest paid	(139,145,122)	(144,655,115)	(73,340,567)	(59,779,995)
Dividend paid	(59,399,200)	(101,912,285)	(46,043,550)	(95,352,599)
<b>Net cash flows from (used in) financing activities</b>	<b>(38,576,614)</b>	<b>502,211,179</b>	<b>(53,709,756)</b>	<b>747,485,760</b>
Increase (decrease) in exchange differences on translation of financial statements in foreign currency	(78,146,547)	128,637,000	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(106,683,096)</b>	<b>198,164,955</b>	<b>4,136,264</b>	<b>4,840,498</b>
Cash and cash equivalents at beginning of year	393,779,874	195,614,919	10,734,195	5,893,697
<b>Cash and cash equivalents at end of year (Note 7)</b>	<b>287,096,778</b>	<b>393,779,874</b>	<b>14,870,459</b>	<b>10,734,195</b>

**Supplemental cash flows information**

Non-cash items consist of:

Increase (decrease) in accounts payable for purchasing of equipment	1,549,748	7,261,532	(9,716,104)	9,902,397
Increase in liabilities associated with put options granted to non-controlling interests of the subsidiaries	51,019,203	289,544,404	3,444,533	289,544,404
Increase in right-of-use assets from lease liabilities	7,049,039	98,940,152	4,348,409	1,212,064
Increase in account payable for purchasing of shares	-	75,278,234	-	75,278,234
Increase in other non-current financial liabilities	51,280,979	-	-	-

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

## Thai Plaspac Public Company Limited and its subsidiaries

### Notes to consolidated financial statements

For the year ended 31 December 2022

#### 1. General information

Thai Plaspac Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. Its major shareholder is Mr. Anuj Lohia, which total shareholding is 69.11%. The Company is principally engaged in the manufacture and distribution of plastic packaging. The registered office of the Company is at 77 Soi Thian Thalee 30, Bang Khun Thian-Chay Thalee Road, Thakham, Bang Khun Thian, Bangkok.

The branch offices of the Company are at 3/2 Soi Thian Thalee 15, Bang Khun Thian-Chay Thalee Road, Thakham, Bang Khun Thian, Bangkok and 75/2, Moo 9, Soi Ruamjai, Bangna-Trad Road Km.18.8, Tambol Bangchalong, Amphur Bangphli, Samutprakarn.

#### 2. Basis of preparation

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

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

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

#### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Thai Plaspac Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2022 (Percent)	2021 (Percent)
<u>Subsidiaries held by the Company</u>				
TPAC Packaging India Private Limited	Manufacturing and distribution of plastic packaging	India	100	100
TPAC Packaging (Bangna) Company Limited	Manufacturing and distribution of plastic packaging	Thailand	100	100



Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2022 (Percent)	2021 (Percent)
Sun Packaging Systems (FZC)	Manufacturing and distribution of plastic packaging	United Arab Emirates	89	89
Combi-Pack Sdn Bhd	Manufacturing and distribution of plastic packaging	Malaysia	80	80
<u>Subsidiary held by TPAC Packaging India Private Limited</u>				
TPAC Skypet India Private Limited (Formerly known as TPAC Packaging India II Private Limited)	Manufacturing and distribution of plastic packaging	India	80	100
TPAC Custom Solutions Private Limited	Manufacturing and distribution of plastic packaging	India	100	-

#### 2.2.1 Purchase of business of M/s Skypet Polymers by TPAC Skypet India Private Limited

On 30 December 2021, the Board of Directors' Meeting of the Company No. 8/2021 approved TPAC Skypet India Private Limited (Formerly known as TPAC Packaging India II Private Limited), which is a subsidiary of TPAC Packaging India Private Limited, to acquire business of M/s Skypet Polymers, a partnership entity registered in India, and incorporated in plastic containers manufacturing and distribution business with the total considerations and expenses for this transaction not exceed INR 1,030 million or Baht 484 million.

On 1 April 2022, TPAC Skypet India Private Limited purchased the business of M/s Skypet Polymers which is completed as agreed between parties and the business is transferred from M/s Skypet Polymers. Subsequently, TPAC Skypet India Private Limited then paid the considerations to group of sellers, whereby Mr. S. Selvaraj is one of shareholders, amounting to INR 631 million, and also made repayments of long-term loans and working capital loans from banks of M/s Skypet Polymers amounting to INR 155 million. Total consideration paid is INR 786 million or Baht 346 million.

TPAC Skypet India Private Limited recorded present value of account payable for purchasing of business, which is to be paid after two years from the purchase of business date with interest rate at 5.5% per annum, amounting to INR 116 million or Baht 51 million in other non-current financial liabilities as part of purchase consideration.

In addition, TPAC Skypet India Private Limited issued new shares and allotted 0.5 million shares or equivalent to 20% of the total registered and paid-up shares capital of the subsidiary, with a par value of INR 10 each, to Mr. S. Selvaraj at the subscription price of INR 5 million or Baht 2 million. As stated in the Shareholders Agreement, Mr. S. Selvaraj has put options with rights to sell all remaining of shares in TPAC Skypet India Private Limited to TPAC Packaging India Private Limited. TPAC Packaging India Private Limited has call options

with rights to buy all remaining of shares in TPAC Skypet India Private Limited from Mr. S. Selvaraj. The details of exercise of options are described in Note 24 to consolidated financial statements.

These consolidated financial statements are included financial position of TPAC Skypet India Private Limited as at 31 December 2022, and the statement of comprehensive income for the period from the acquisition date to 31 December 2022. The excess of cost of business acquisition over the fair value of the net assets acquired shall recognised as goodwill.

During the fourth quarter of the year 2022, the subsidiary's management has completed the process of assessing the fair value of the identified assets acquired and liabilities assumed and goodwill at the purchase of business date, including the valuation of liabilities associated with put options granted to holders of non-controlling interests, within evaluation period of 12 months from the purchase of business date according to Thai Financial Reporting Standard No. 3 "Business combination".

Details of fair value of identified assets and liabilities of M/s Skypet Polymers as at the purchase of business date are as follows:

(Unit: Thousand Baht)

**Assets**

Trade and other receivables	83,287
Inventories	19,537
Property, plant and equipment (Note 14)	149,107
Intangible assets (Note 16)	97,373
Other assets	7,819
<b>Total assets</b>	<b>357,123</b>

**Liabilities**

Trade and other payables	27,747
Deferred tax liabilities	33,556
Other liabilities	4,273
<b>Total liabilities</b>	<b>65,576</b>
<b>Identified net assets value</b>	<b>291,547</b>
Less: Non-controlling interests	(2,203)
Add: Goodwill	108,288
<b>Consideration transferred for purchase of business</b>	<b>397,632</b>

The following table summarises the fair value of the consideration transferred.

(Unit: Thousand Baht)

Cash paid	346,351
Present value of account payable for purchasing of business	51,281
<b>Total consideration transferred</b>	<b>397,632</b>



The Group has elected to measure the non-controlling interests in TPAC Skypet India Private Limited at fair value which is based on the share subscription price of INR 5 million or Baht 2 million.

The goodwill of Baht 108 million comprises the value of expected synergies arising from the purchase of business. None of the goodwill recognised is expected to be deductible for income tax purposes.

The revenue and loss of subsidiary from the purchase of business date to 31 December 2022 amounting to Baht 475 million and Baht 2 million, respectively, were included in the consolidated financial statements. Costs related to purchase of business of Baht 11 million were included in administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2022.

#### 2.2.2 Establishment of TPAC Custom Solutions Private Limited, a subsidiary of TPAC Packaging India Private Limited

On 11 August 2022, the Board of Directors' Meeting of the Company No. 4/2022 and the Board of Directors' Meeting of TPAC Packaging India Private Limited approved TPAC Packaging India Private Limited, which is a subsidiary of the Company, to establish a new subsidiary in India and invest at 100% of its shares. The purpose of such company is to incorporate in plastic containers manufacturing and distribution business.

On 23 August 2022, TPAC Packaging India Private Limited established TPAC Custom Solutions Private Limited with an initial registered share capital of INR 200 million (20 million shares with par value of INR 10 each). On 8 September 2022, TPAC Packaging India Private Limited paid initial share capital of TPAC Custom Solutions Private Limited amounted to INR 40 million (4 million shares with par value of INR 10 each).

- 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 on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. 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.

**2.3** The separate financial statements present investments in subsidiaries under the cost method.

### **3. New financial reporting standards**

#### **3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

#### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2023**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023. 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 management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

## **4. Significant accounting policies**

### **4.1 Revenue recognition**

#### **Sales of goods**

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

#### **Interest income**

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

#### **Finance cost**

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

#### **Dividends**

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

#### **Other income**

Other income is recognised upon completion of performance obligation and there is a certain possibility of receiving the money.

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

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

### **4.3 Inventories**

Finished goods and work in process are valued at the lower of cost (under the weighted average method) and net realisable value. The cost of inventories is measured using the standard cost method, which approximates actual cost and includes all production costs and attributable factory overheads.

Raw materials, packaging and supplies are valued at the lower of average cost (under the weighted average method) and net realisable value and are charged to production costs whenever consumed.

#### 4.4 Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

#### 4.5 Cost of molds for amortisation

The Group record cost of molds which are used to manufacture goods for customers as assets. Cost of molds are amortised to cost of sales are delivered to its customers. The Group records cost of molds for amortisation as current assets if goods are expected to manufacture and deliver to customers within 1 year, and as non-current assets if goods are expected to manufacture and deliver to customers more than 1 year.

#### 4.6 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 buildings and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

	Consolidated financial statements	Separate financial statements
Building and building improvement	20 - 30 years	20 years
Furniture and office equipment	5 - 10 years	5 years
Machinery and equipment	3 - 15 years	3 - 10 years
Motor vehicles	5 years	5 years

Depreciation is included in determining income.

No depreciation is provided on land and land improvement and assets under construction.

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

#### 4.7 Intangible assets and amortisation

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition/amalgamation while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).



Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible assets 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.

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

	Consolidated financial statements	Separate financial statements
Tradename	25 years	-
Customer relationship	7.5 and 10 years	-
Non-compete agreement	5 years	-
Computer software	3 - 10 years	5 - 10 years

#### 4.8 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value, the amount of any non-controlling interests in the acquiree and the acquisition date fair value of the Group's previously held equity interest in the acquiree, in a business combination achieved in stages.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group measures the identifiable assets acquired and the liabilities assumed at acquisition date fair value, and classifies and designates them in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the Group will be recognised at fair value at the acquisition date. A contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. A contingent consideration classified as an asset or liability is measured at fair value, with changes in fair value recognised in profit or loss.

Goodwill is initially recorded at cost, which equals 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 carried at cost less any accumulated impairment losses. Goodwill is tested for impairment 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 Company'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.

#### 4.9 Leases

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

##### **The Group as a lessee**

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

##### ***Right-of-use assets***

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

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

	Consolidated financial statements	Separate financial statements
Land and land improvement	20 - 25 years	-
Building and building improvement	3 - 25 years	3 years
Furniture and office equipment	4 years	4 years
Machinery and equipment	10 years	-
Motor vehicles	5 years	5 years



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

### ***Lease liabilities***

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

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

### ***Short-term leases and leases of low-value assets***

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

## **4.10 Related party transactions**

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

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



#### **4.11 Deferred financial fees**

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees. A portion of deferred financial fees proportionate to the amount of the loan facility already drawn is presented as a deduction against the related loan account and amortised using the effective interest rate method over the term of the loans.

The amortisation of deferred financial fees is included in determining profit or loss.

#### **4.12 Foreign currencies**

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

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

Gains and losses on exchange are included in determining income.

#### **4.13 Impairment of non-financial assets**

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

#### **4.14 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 and other long-term employee benefits**

###### ***Defined contribution plans***

The Group and its 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 Company's contributions are recognised as expenses when incurred.

###### ***Defined benefit plans and other long-term employee benefits***

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, namely long service awards, and among other things.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

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

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

#### **4.15 Provisions**

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



#### 4.16 Income tax

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

##### **Current tax**

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

##### **Deferred tax**

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

The Group recognises deferred tax liabilities for all taxable temporary differences while 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 reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

#### 4.17 Financial instruments

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

##### **Classification and measurement of financial assets**

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

### ***Financial assets at amortised cost***

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

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

### ***Financial assets at FVTPL***

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

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

### **Classification and measurement of financial liabilities**

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

### **Recognition and derecognition of financial instruments**

Regular way purchases and sales of financial assets are recognised or derecognised on the trade date, i.e., the date on which the Group becomes a party to contractual provisions of the instrument.

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



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

### **Impairment of financial assets**

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

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

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

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

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### 4.18 Derivatives

The Group uses derivatives, such as forward currency contracts, to hedge its foreign currency risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

#### 4.19 Fair value measurement

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

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

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

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

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

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



#### **4.20 Liabilities associated with put options granted to holders of non-controlling interests**

The Group granted put options to holders of non-controlling interests. The Group do not have unconditional right to avoid the delivery of cash if holders of non-controlling interests exercise their put options. The Group recognise liabilities associated with put options, calculated by present value of expected exercise price, and present in non-current liabilities in the consolidated and separate statement of financial position. The amounts also present offset from unappropriated retained earnings in the consolidated and separate statement of financial position and the consolidated and separate statement of changes in shareholders' equity. The amounts are to revalue at the end of reporting period, whereby the difference is to recognise in shareholders' equity in the consolidated and separate financial statements.

#### **5. Significant accounting judgements and estimates**

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

##### **Allowance for diminution in value of inventories**

The determination of allowance for diminution in the value of inventories requires management to exercise judgement in estimating losses on outstanding inventories, based on the selling price expected in the ordinary course of business; minus selling expenses and provision for obsolete, slow-moving and deteriorated inventories, and taking into account based upon the condition of inventories and the duration such goods have remained in stock.

##### **Goodwill and intangible assets**

The initial recognition and measurement of goodwill and intangible assets, 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.

##### **Allowance for impairment of non-financial assets**

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next 5 years and do not include

restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

#### **Post-employment benefits under defined benefit plans and other long-term employee benefits**

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

## **6. Related party transactions**

Details of relationships of the Company to related parties are as follows.

Name of related persons or entities	Nature of relationships
TPAC Packaging India Private Limited	Subsidiary
TPAC Packaging (Bangna) Company Limited	Subsidiary
Sun Packaging Systems (FZC)	Subsidiary
Combi-Pack Sdn Bhd	Subsidiary
TPAC Skypet India Private Limited (Formerly known as TPAC Packaging India II Private Limited)	Subsidiary
Mr. Anuj Lohia	Major shareholder
Indorama Petrochem Limited	Shareholder and director are related to the Company's shareholder and management
Indorama Polymers Public Company Limited	Shareholder and director are related to the Company's shareholder and management
IVL Dhunseri Petrochem Industries Private Limited	Shareholder and director are related to the Company's shareholder and management
Guangdong IVL PET Polymer Company Limited	Shareholder and director are related to the Company's shareholder and management
Related persons	Director, executive officer and related persons with director and executive officer

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 Group and those related parties.

(Unit: Million Baht)

	For the years ended 31 December				
	Consolidated		Separate		
	financial statements		financial statements		
	2022	2021	2022	2021	Transfer pricing policy
<u>Transactions with subsidiaries</u>					
(Eliminated from consolidated financial statements)					
Sales of goods	-	-	37	19	Close to market price
Purchase of goods	-	-	126	85	Close to market price
Dividend income	-	-	108	53	2022: Dirham United Arab Emirates 42,858 per share (2021: Dirham United Arab Emirates 21,750 per share)
Management fee income	-	-	35	31	Contract price
Interest income	-	-	1	-	3.10% - 3.35% per annum
Management expense	-	-	2	-	Contract price
<u>Transaction with related company</u>					
Purchase of goods	108	102	60	42	Close to market price
<u>Transaction with related persons</u>					
Dividend paid	34	69	34	69	2022: Baht 0.141 per share (2021: Baht 0.292 per share)

The balances of the accounts between the Group and those related companies are as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<u>Trade receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	7,138	7,175
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	13,576	16,049
<u>Short-term loans to related party</u>				
Subsidiary	-	-	66,600	7,000
<u>Trade payables - related parties (Note 19)</u>				
Subsidiaries	-	-	24,551	22,790
Related companies	32,484	46,105	9,416	7,042
Total	32,484	46,105	33,967	29,832
<u>Other payables - related parties (Note 19)</u>				
Subsidiary	-	-	1,827	-



## Short-term loans to related party

(Unit: Thousand Baht)

Loans to related party	Related by	Separate financial statements			
		Balance as at 1 January 2022	Increase during the year	Decrease during the year	Balance as at 31 December 2022
TPAC Packaging (Bangna) Company Limited	Subsidiary	7,000	66,600	(7,000)	66,600

Such short-term loans carried interest rate at 3.10 - 3.35 percent per annum and will be due in January - March 2023.

## Directors and management's benefits

During the years ended 31 December 2022 and 2021, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Short-term benefits	99,689	88,610	58,284	60,596
Post-employment benefits	2,783	4,317	2,303	3,847
Other long-term benefits	9	24	9	24
Total	102,481	92,951	60,596	64,467

## 7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash	534	437	113	76
Cash at banks	286,563	393,343	14,757	10,658
Total	287,097	393,780	14,870	10,734

As at 31 December 2022, cash at banks carried interests between 0.10 and 2.57 percent per annum (The Company only: between 0.10 and 0.35 percent per annum) (2021: between 0.05 and 2.60 percent per annum (The Company only: between 0.05 and 0.13 percent per annum)).

## 8. Other current financial assets / Other non-current financial assets / Other current financial liabilities

As at 31 December 2022 and 2021, the Group had other current financial assets, other non-current financial assets, and other current financial liabilities as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Other current financial assets</b>				
<u>Debt instruments at amortised cost</u>				
Time deposits from 3 months to 1 year (Interest rate 5.0 to 6.8 percent per annum (2021: 6.6 percent per annum))	13,296	2,417	-	-
Total other current financial assets	13,296	2,417	-	-
<b>Other non-current financial assets</b>				
<u>Debt instruments at amortised cost</u>				
Time deposits more than 1 year (Interest rate between 5.4 to 5.6 percent per annum (2021: 5.0 to 6.8 percent per annum))	2,791	351	-	-
Total other non-current financial assets	2,791	351	-	-
<b>Other non-current financial liabilities</b>				
<u>Financial liabilities at FVTPL</u>				
Foreign exchange forward contracts	1	23	1	23
Total other non-current financial liabilities	1	23	1	23



## 9. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	-	-	6,884	7,175
Up to 1 month	-	-	254	-
Total trade receivables - related parties	-	-	7,138	7,175
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	1,022,175	954,100	346,954	362,869
Past due				
Up to 1 month	228,308	215,802	86,271	97,813
1 - 2 months	41,060	26,071	6,710	6,757
2 - 3 months	16,018	11,214	2,813	1,096
3 months - 1 year	21,547	5,492	199	-
1 year - 2 years	1,541	809	-	-
Over 2 years	5,683	5,594	5,316	5,316
Total	1,336,332	1,219,082	448,263	473,851
Less: Allowance for expected credit losses	(16,904)	(8,305)	(5,278)	(5,331)
Total trade receivables - unrelated parties	1,319,428	1,210,777	442,985	468,520
<u>Other receivables - related parties</u>				
Other receivables	-	-	13,576	16,049
Total other receivables - related parties	-	-	13,576	16,049
<u>Other receivables - unrelated parties</u>				
Value added tax refundable	19,209	4,646	-	-
Other receivables	34,208	23,294	-	-
Total other receivables - unrelated parties	53,417	27,940	-	-
Total trade and other receivables	1,372,845	1,238,717	463,699	491,744

The normal credit term is 7 to 135 days (The Company only: 30 to 135 days).

Set out below is the movements in the allowance for expected credit losses of trade receivables.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Beginning balance	8,305	8,924	5,331	5,537
Increase during the year	9,265	-	-	-
Reversal during the year	-	(920)	(53)	(206)
Translation adjustment	(666)	301	-	-
Ending balance	16,904	8,305	5,278	5,331

## 10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	226,168	270,863	(6,845)	(3,598)	219,323	267,265
Work in process	21,068	30,119	(9)	-	21,059	30,119
Raw materials	248,072	237,857	(5,550)	(4,184)	242,522	233,673
Packing materials	44,689	40,783	(430)	(206)	44,259	40,577
Factory supplies	8,697	7,533	-	-	8,697	7,533
Total	548,694	587,155	(12,834)	(7,988)	535,860	579,167

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	66,675	97,202	(3,352)	(1,543)	63,323	95,659
Work in process	12,586	19,361	-	-	12,586	19,361
Raw materials	44,534	43,414	(503)	(310)	44,031	43,104
Packing materials	15,209	17,956	-	-	15,209	17,956
Factory supplies	7,135	6,561	-	-	7,135	6,561
Total	146,139	184,494	(3,855)	(1,853)	142,284	182,641

During the current year, the Group reduced cost of inventories by Baht 10.2 million (The Company only: Baht 3.5 million) (2021: Baht 3.9 million (The Company only: Baht 1.2 million)) to reflect the net realisable value. This was included in cost of sales. In addition, the Group reversed the write-down of cost of inventories by Baht 1.5 million (The Company only: Baht 1.5 million) (2021: Baht 1.4 million (The Company only: Baht 1.3 million)), and reduced the amount of inventories recognised as expenses during the year.

## 11. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Asset held for sale	2,231	-	-	-
Prepaid expenses	19,952	12,216	5,786	3,582
Cost of molds for amortisation	36,805	40,748	29,502	34,539
Advance payment	12,482	3,678	-	-
Others	28,833	25,863	3,899	1,778
Total	100,303	82,505	39,187	39,899

## 12. Restricted bank deposits

As at 31 December 2022, these represent the subsidiary's bank deposits pledged for short-term loans from banks, carrying interest rate at 3.03 percent per annum (2021: 3.03 percent per annum).

## 13. Investments in subsidiaries

### 13.1 Details of investments in subsidiaries as presented in separate financial statements

Company's name	Paid-up capital		Shareholding percentage		Cost		Impairment for investments		Investments - Net		Dividend received during the years	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
			(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
TPAC Packaging India Private Limited	2,408 Million Indian Rupee	2,108 Million Indian Rupee	100	100	2,203,904	2,069,154	-	-	2,203,904	2,069,154	-	-
TPAC Packaging (Bangna) Company Limited	101 Million Baht	101 Million Baht	100	100	107,000	107,000	(77,600)	-	29,400	107,000	-	-
Sun Packaging Systems (FZC)	0.45 Million Dirham United Arab Emirates	0.45 Million Dirham United Arab Emirates	89	89	384,590	384,590	-	-	384,590	384,590	108,059	-
Combi-Pack Sdn Bhd	2 Million Malaysian Ringgit	2 Million Malaysian Ringgit	80	80	1,013,256	1,013,256	-	-	1,013,256	1,013,256	-	-
Total					3,708,750	3,574,000	(77,600)	-	3,631,150	3,574,000	108,059	-



### TPAC Packaging India Private Limited

On 28 February 2022, the Company paid Baht 8.75 million (INR 20 million) for capital increase of TPAC Packaging India Private Limited, for 2 million shares increase with par value of INR 10 each as for initial share capital of TPAC Packaging India II Private Limited, which changed its name to TPAC Skypet India Private Limited on 9 March 2022.

On 8 June 2022, the Board of Directors' Meeting of the Company No. 3/2022 and the Board of Directors' Meeting of TPAC Packaging India Private Limited approved for capital increase of TPAC Packaging India Private Limited, for 24 million shares increase with par value of INR 10 each, as to manage capital structure, and allotted new common shares of the subsidiary to the Company. On 13 June 2022, the Company paid Baht 107.4 million (INR 240 million) for capital increase of the subsidiary.

On 11 August 2022, the Board of Directors' Meeting of the Company No. 4/2022 and the Board of Directors' Meeting of TPAC Packaging India Private Limited approved for capital increase of TPAC Packaging India Private Limited, for 4 million shares increase with par value of INR 10 each, as for initial share capital of TPAC Custom Solutions Private Limited amounted to INR 40 million, and allotted new common shares of the subsidiary to the Company. On 5 September 2022, the Company paid Baht 18.6 million (INR 40 million) for capital increase of the subsidiary.

### **13.2 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		Comprehensive income allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
<u>Subsidiaries held by the Company</u>								
Sun Packaging Systems (FZC)	11	11	72,091	71,541	13,906	19,041	13,356	6,560
Combi-Pack Sdn Bhd	20	20	292,759	278,879	13,880	25,565	-	-

### 13.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling interests

#### Summarised information about financial position

(Unit: Million Baht)

	As at 31 December			
	Sun Packaging Systems (FZC)		Combi-Pack Sdn Bhd	
	2022	2021	2022	2021
Current assets	360	384	457	399
Non-current assets	259	222	564	596
Current liabilities	105	102	146	192
Non-current liabilities	130	131	91	121

#### Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 December			
	Sun Packaging Systems (FZC)		Combi-Pack Sdn Bhd	
	2022	2021	2022	2021
Revenues	637	503	1,114	634
Profit	119	122	120	89
Other comprehensive income	3	1	-	-
Total comprehensive income	122	123	120	89

#### Summarised information about cash flow

(Unit: Million Baht)

	For the years ended 31 December			
	Sun Packaging Systems (FZC)		Combi-Pack Sdn Bhd	
	2022	2021	2022	2021
Cash flow from operating activities	1	81	167	155
Cash flow used in investing activities	(71)	(48)	(46)	(26)
Cash flow used in financing activities	(13)	(10)	(47)	(117)
Net increase in cash and cash equivalents	(83)	23	74	12



## 14. Property, plant and equipment

Movements of property, plant and equipment for the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land and land improvement	Building and building improvement	Furniture and office equipment	Machinery and equipment	Motor vehicles	Assets under construction	Total
<b>Cost:</b>							
1 January 2021	211,529	435,409	26,295	2,268,804	15,519	82,236	3,039,792
Additions	-	312	3,234	60,193	4,294	276,647	344,680
Increase from acquisition of subsidiary	114,798	101,808	2,515	294,473	1,913	1,095	516,602
Transferred from right-of-use assets	-	-	-	12,980	1,036	-	14,016
Transfer in (out)	-	3,501	1,539	244,170	-	(249,210)	-
Disposals/write-off	-	-	(755)	(58,932)	(5,727)	(790)	(66,204)
Translation adjustment	21,819	28,361	1,054	95,646	371	4,434	151,685
31 December 2021	348,146	569,391	33,882	2,917,334	17,406	114,412	4,000,571
Additions	-	1,890	9,306	136,279	1,976	325,254	474,705
Increase from acquisition of subsidiary	18,210	26,471	456	102,832	1,138	-	149,107
Transferred from right-of-use assets	-	-	-	9,796	-	-	9,796
Transferred to assets held for sale	-	(2,878)	-	-	-	-	(2,878)
Transfer in (out)	-	57,930	2,027	203,263	-	(263,220)	-
Disposals/write-off	-	-	(1,126)	(99,461)	(4,399)	(950)	(105,936)
Translation adjustment	(14,298)	(11,849)	(500)	(69,510)	(26)	(4,041)	(100,224)
31 December 2022	352,058	640,955	44,045	3,200,533	16,095	171,455	4,425,141
<b>Accumulated depreciation:</b>							
1 January 2021	-	169,085	15,131	1,364,464	13,294	-	1,561,974
Depreciation for the year	-	23,526	4,123	285,720	3,303	-	316,672
Depreciation on disposals/write-off	-	-	(755)	(49,383)	(4,691)	-	(54,829)
Translation adjustment	-	3,787	569	31,791	216	-	36,363
31 December 2021	-	196,398	19,068	1,632,592	12,122	-	1,860,180
Depreciation for the year	-	25,659	5,877	316,355	2,334	-	350,225
Transferred to assets held for sale	-	(647)	-	-	-	-	(647)
Depreciation on disposals/write-off	-	-	(1,126)	(89,241)	(4,399)	-	(94,766)
Translation adjustment	-	(1,944)	(343)	(31,195)	(114)	-	(33,596)
31 December 2022	-	219,466	23,476	1,828,512	9,943	-	2,081,397
<b>Allowance for impairment loss:</b>							
1 January 2021	-	-	-	1,717	-	-	1,717
31 December 2021	-	-	-	1,717	-	-	1,717
31 December 2022	-	-	-	1,717	-	-	1,717
<b>Net book value:</b>							
31 December 2021	348,146	372,993	14,814	1,283,025	5,284	114,412	2,138,674
31 December 2022	352,058	421,489	20,569	1,370,304	6,152	171,455	2,342,027
<b>Depreciation for the year</b>							
2021 (Baht 311 million included in manufacturing cost, and the balance in selling distribution and administrative expenses)							316,672
2022 (Baht 342 million included in manufacturing cost, and the balance in selling distribution and administrative expenses)							350,225

(Unit: Thousand Baht)

	Separate financial statements						
	Land and land improvement	Building and building improvement	Furniture and office equipment	Machinery and equipment	Motor vehicles	Assets under construction	Total
<b>Cost:</b>							
1 January 2021	54,275	212,853	15,885	1,423,946	13,198	34,709	1,754,866
Additions	-	125	1,017	7,085	898	21,152	30,277
Transfer in (out)	-	445	307	23,601	-	(24,353)	-
Disposals/write-off	-	-	(323)	(327)	(404)	-	(1,054)
31 December 2021	54,275	213,423	16,886	1,454,305	13,692	31,508	1,784,089
Additions	-	1,070	3,334	29,608	-	41,305	75,317
Transfer in (out)	-	8,857	-	52,114	-	(60,971)	-
Disposals/write-off	-	-	-	(19,952)	(864)	-	(20,816)
31 December 2022	54,275	223,350	20,220	1,516,075	12,828	11,842	1,838,590
<b>Accumulated depreciation:</b>							
1 January 2021	-	142,061	12,163	1,134,779	12,013	-	1,301,016
Depreciation for the year	-	7,693	1,600	86,481	663	-	96,437
Depreciation on disposals/write-off	-	-	(323)	(327)	(404)	-	(1,054)
31 December 2021	-	149,754	13,440	1,220,933	12,272	-	1,396,399
Depreciation for the year	-	7,786	1,462	75,183	348	-	84,779
Depreciation on disposals/write-off	-	-	-	(19,952)	(864)	-	(20,816)
31 December 2022	-	157,540	14,902	1,276,164	11,756	-	1,460,362
<b>Allowance for impairment loss:</b>							
1 January 2021	-	-	-	117	-	-	117
31 December 2021	-	-	-	117	-	-	117
31 December 2022	-	-	-	117	-	-	117
<b>Net book value:</b>							
31 December 2021	54,275	63,669	3,446	233,255	1,420	31,508	387,573
31 December 2022	54,275	65,810	5,318	239,794	1,072	11,842	378,111
<b>Depreciation for the year</b>							
2021 (Baht 93 million included in manufacturing cost, and the balance in selling distribution and administrative expenses)							96,437
2022 (Baht 82 million included in manufacturing cost, and the balance in selling distribution and administrative expenses)							84,779

As at 31 December 2022, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 1,641 million (The Company only: Baht 1,061 million) (2021: Baht 1,566 million (The Company only: Baht 988 million)).

As at 31 December 2022, property, plant and equipment of subsidiaries amounting to INR 2,865 million and MYR 37 million (2021: INR 2,238 million and MYR 38 million) have been mortgaged as collaterals against bank overdrafts and long-term loans from banks as stated in Note 18 and 21 to consolidated financial statements.

## 15. Goodwill

Movements of goodwill in the consolidated financial statements for the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	TPAC			
	Packaging India	Sun Packaging	Combi-Pack	
	Private Limited	Systems (FZC)	Sdn Bhd	Total
Balance as at 1 January 2021	838,514	163,303	-	1,001,817
Increase from acquisition of subsidiary	-	-	513,085	513,085
Translation adjustment	78,912	18,396	27,527	124,835
Balance as at 31 December 2021	917,426	181,699	540,612	1,639,737
Increase from acquisition of subsidiary	108,288	-	-	108,288
Translation adjustment	(61,863)	6,237	(12,406)	(68,032)
Balance as at 31 December 2022	963,851	187,936	528,206	1,679,993

The Company allocates goodwill acquired through business combination with indefinite useful lives to group of assets that generates cash inflows for annual impairment testing by determining the recoverable amounts of its group of assets that generates cash inflows based on value in use using cash flow projections from financial estimation approved by management covering a 5-year period for those three companies.

Key assumptions used in value in use calculations are as follows:

	TPAC Packaging		
	India Private	Sun Packaging	Combi-Pack
	Limited	Systems (FZC)	Sdn Bhd
Sales growth rate	10% - 11%	8%	3%
Pre-tax discount rate	13% - 15%	10%	10%

Management has considered the sales growth rates based on historical operating results, forecast markets and production capacity. The pre-tax discount rates reflect the risks specific to each cash-generating unit. The management believed that there is no occurrence of impairment of goodwill.

Management believes that any reasonably possible change in the key assumptions on which the group of units' recoverable amount are based would not cause the group of units' carrying amount to exceed its recoverable amount.



## 16. Intangible assets

The net book value of intangible assets as at 31 December 2022 and 2021 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements				
	Tradename	Customer relationship	Non-compete agreement	Computer software	Total
1 January 2021	198,319	231,992	-	12,706	443,017
Additions	-	-	-	984	984
Increase from acquisition of subsidiary	-	274,578	-	543	275,121
Translation adjustment	18,664	39,951	-	182	58,797
31 December 2021	216,983	546,521	-	14,415	777,919
Additions	-	-	-	1,808	1,808
Increase from acquisition of subsidiary	39,654	47,585	10,134	-	97,373
Translation adjustment	(15,291)	(17,041)	(476)	(149)	(32,957)
31 December 2022	241,346	577,065	9,658	16,074	844,143
<b>Accumulated amortisation:</b>					
1 January 2021	18,604	63,670	-	6,734	89,008
Amortisation for the year	8,395	49,577	-	1,506	59,478
Translation adjustment	2,035	7,770	-	127	9,932
31 December 2021	29,034	121,017	-	8,367	158,418
Amortisation for the year	9,868	67,082	1,547	1,771	80,268
Translation adjustment	(2,384)	(6,612)	(92)	(140)	(9,228)
31 December 2022	36,518	181,487	1,455	9,998	229,458
<b>Allowance for impairment loss:</b>					
1 January 2021	-	-	-	510	510
31 December 2021	-	-	-	510	510
31 December 2022	-	-	-	510	510
<b>Net book value:</b>					
31 December 2021	187,949	425,504	-	5,538	618,991
31 December 2022	204,828	395,578	8,203	5,566	614,175

(Unit: Thousand Baht)

	Separate financial statements	
	Computer software	Total
<b>Cost:</b>		
1 January 2021	10,039	10,039
Additions	440	440
31 December 2021	10,479	10,479
Additions	565	565
31 December 2022	11,044	11,044
<b>Accumulated amortisation:</b>		
1 January 2021	5,275	5,275
Amortisation for the year	876	876
31 December 2021	6,151	6,151
Amortisation for the year	930	930
31 December 2022	7,081	7,081
<b>Allowance for impairment loss:</b>		
1 January 2021	510	510
31 December 2021	510	510
31 December 2022	510	510
<b>Net book value:</b>		
31 December 2021	3,818	3,818
31 December 2022	3,453	3,453

**Tradename**

- TPAC Packaging India Private Limited assessed the identified assets on the date of amalgamation between TPAC Packaging India Private Limited and Sunrise Containers Limited. The subsidiary granted tradename "Sunpet" registered in four countries which are India, Saudi Arabia, United Kingdom and United Arab Emirates amounting to Baht 223 million. The expected useful life is 25 years.
- TPAC Skypet India Private Limited assessed the identified assets on the date of purchase of business of M/s Skypet Polymers. The subsidiary granted tradename "Skypet" amounting to Baht 40 million. The expected useful life is 25 years.



### Customer relationship

- TPAC Packaging India Private Limited assessed the identified assets on the date of amalgamation between TPAC Packaging India Private Limited and Sunrise Containers Limited. The subsidiary granted long-term relationship with customer, from Sunrise Containers Limited amounting to Baht 180 million. The expected useful life is 7.5 years.
- The Company assessed the identified assets on the date of acquisition of Sun Packaging Systems (FZC) by granted long-term relationship with customer from Sun Packaging Systems (FZC) amounting to Baht 74 million. The expected useful life is 7.5 years.
- The Company assessed the identified assets on the date of acquisition of Combi-Pack Sdn Bhd by granted long-term relationship with customer from Combi-Pack Sdn Bhd amounting to Baht 275 million. The expected useful life is 10 years.
- TPAC Skypet India Private Limited assessed the identified assets on the date of purchase of business of M/s Skypet Polymers by granted long-term relationship with customer from M/s Skypet Polymers amounting to Baht 48 million. The expected useful life is 10 years.

### Non-compete agreement

- TPAC Skypet India Private Limited assessed the identified assets on the date of purchase of business of M/s Skypet Polymers according to the clause stated in the Shareholders Agreement which prohibit former shareholders from entering into directly and indirectly competing businesses against M/s Skypet Polymers for a period of 5 years from the business purchase date. The identified assets are amounting to Baht 10 million.

## **17. Withholding tax deducted at source**

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2022	2021	2022	2021
Withholding tax in 2018	35,546	35,546	35,546	35,546
Withholding tax in 2019	34,811	34,811	34,811	34,811
Total	70,357	70,357	70,357	70,357

The Group presented withholding tax deducted at source as an asset since it has claimed for refund of it. However, the net realisable value of the tax is subject to the examination of the Company's accounts by the officials of Revenue Department.

## 18. Bank overdraft and short-term loans from banks

(Unit: Thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements	
	2022	2021	2022	2021
Bank overdraft	6.35 - 9.50	5.85 - 8.95	3	2,652
Short-term loans from banks	1.50 - 9.50	1.63 - 2.75	992,404	748,404
Total			992,407	751,056

(Unit: Thousand Baht)

	Interest rate (% per annum)		Separate financial statements	
	2022	2021	2022	2021
Bank overdraft	6.35	5.85	3	1,619
Short-term loans from banks	1.65 - 3.00	1.63 - 2.10	859,000	659,000
Total			859,003	660,619

Bank overdraft credit facility and short-term loans from banks of subsidiaries are secured by the mortgage of current assets of the subsidiaries, restricted bank deposits of the subsidiary, property, plant and equipment of the subsidiaries and the corporate guarantee by the Company and the subsidiary as stated in Note 14 to consolidated financial statements.

Under the bank overdraft credit facility and short-term loans from banks, the Group has to comply with certain financial terms and other terms as specified in the agreements, such as maintenance of interest bearing debt to equity ratio and debt service coverage ratio.

## 19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade accounts payable - related parties	32,484	46,105	33,967	29,832
Trade accounts payable - unrelated parties	322,577	306,511	127,985	124,730
Accounts payable for purchasing of				
fixed assets	17,731	16,181	1,893	11,609
Account payable for purchasing of shares	15,789	80,786	15,789	80,786
Accrued expenses	103,161	76,824	20,875	16,099
Other payables - related parties	-	-	1,827	-
Other payables - unrelated parties	110,684	92,586	54,799	56,211
Total	602,426	618,993	257,135	319,267

## 20. Other current liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Advance received for molds	30,938	53,093	19,991	42,015
Others	24,982	45,157	1,546	2,878
<b>Total</b>	<b>55,920</b>	<b>98,250</b>	<b>21,537</b>	<b>44,893</b>

## 21. Long-term loans from banks

Loan	Interest rate (% per annum)	Repayment schedule	(Unit: Thousand Baht)			
			Consolidated		Separate	
			financial statements		financial statements	
			2022	2021	2022	2021
1	MLR - 1.75	Quarterly installments as from 25 February 2019	318,090	433,323	318,090	433,323
2	MLR - 2.00	Quarterly installments as from 30 December 2019	310,250	361,250	310,250	361,250
3	Year 1 - 3: MLR - 1.75 Year 4 - 7: MLR - 2.00	Quarterly installments as from 30 June 2022	923,127	886,728	923,127	886,728
4	Bank's Base Lending Rate - 1.00	Monthly installments as from 1 June 2021	-	15,686	-	-
5	Bank's Base Lending Rate + 0.50	Monthly installments as from 1 June 2021	-	599	-	-
6	Bank's Cost of Funds Rate + 1.00	Monthly installments as from 1 June 2021	32,085	36,832	-	-
7	Bank's 1 month Cost of Funds Rate + 1.00	Monthly installments as from 6 June 2021	45,434	65,608	-	-
8	8.45%	Semi-annual installments as from 14 December 2021	-	447,600	-	-
9	Repo Rate + 2.60%	Semi-annual installments as from 14 December 2021	294,835	-	-	-
10	Repo Rate + 2.85%	Semi-annual installments as from 30 March 2023	180,390	-	-	-
<b>Total</b>			<b>2,104,211</b>	<b>2,247,626</b>	<b>1,551,467</b>	<b>1,681,301</b>
Less: Deferred financial fees			(6,613)	(10,716)	(6,613)	(9,099)
<b>Net</b>			<b>2,097,598</b>	<b>2,236,910</b>	<b>1,544,854</b>	<b>1,672,202</b>
Less: Current portion			(372,982)	(256,612)	(275,081)	(189,274)
<b>Long-term loans, net of current portion</b>			<b>1,724,616</b>	<b>1,980,298</b>	<b>1,269,773</b>	<b>1,482,928</b>



Movements of the long-term loan account during the years ended 31 December 2022 and 2021 are summarised below:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2022	2021	2022	2021
Beginning balance	2,236,910	957,902	1,672,202	957,902
Add: Additional borrowings	462,526	1,373,628	62,024	937,978
Financial fees amortisation	5,845	2,074	2,486	2,055
Increase from acquisition of subsidiary	-	174,970	-	-
Less: Repayment	(557,978)	(283,212)	(191,858)	(217,483)
Financial fees paid	-	(9,843)	-	(8,250)
Translation adjustment	(49,705)	21,391	-	-
Ending balance	2,097,598	2,236,910	1,544,854	1,672,202

As at 31 December 2022, the long-term credit facilities of the Group which have not yet been drawn down amounted to Baht 25 million (the Company only: Baht 25 million) (2021: Baht 87 million (the Company only: Baht 87 million)).

#### Loan 1

On 16 August 2018, the Company entered into a loan agreement with a bank in the amount of Baht 1,200 million. The loan has no collateral.

Under the loan agreement, the Company has to comply with certain financial terms as specified in the agreement, such as maintaining interest bearing debt to equity ratio and debt service coverage ratio, to be in line with the rates stipulated in the agreement. The Company is required to maintain a portion of its investment in the subsidiary and required to obtain approval from the financial institutions in various matters, including dividends and assets or income guarantees.

#### Loan 2

On 1 October 2020, the Company entered into a loan agreement with a bank in the amount of Baht 425 million. The loan has no collateral.

Under the loan agreement, the Company has to comply with certain financial terms as specified in the agreement, such as maintaining interest bearing debt to equity ratio and debt service coverage ratio, to be in line with the rates stipulated in the agreement. In addition, the Company has to comply with other terms as specified in the agreement, such as the Company

is required to maintain a portion of its investment in the subsidiary and required to repay principal in case the Company receives dividend from the subsidiary.

### **Loan 3**

On 24 May 2021, the Company entered into a loan agreement with a bank in the amount of Baht 1,025 million. The loan has no collateral.

Subsequently, on 30 May 2022, the Company had drawn down the loan from a bank of Baht 62 million to pay account payable related to the purchase of 80% shares of Combi-Pack Sdn Bhd to group of sellers, which is the remaining 6% of the initial purchase price as stipulated in the agreement.

Under the loan agreement, the Company has to comply with certain financial terms as specified in the agreement, such as maintaining interest bearing debt to equity ratio and debt service coverage ratio, to be in line with the rates stipulated in the agreement. In addition, the Company has to comply with other terms as specified in the agreement, such as condition of principal repayment.

### **Loan 4 - 7**

On 1 June 2021, the Group received its long-term loans from banks as a result of the acquisition of Combi-Pack Sdn Bhd of MYR 8.6 million, MYR 0.2 million, MYR 4.9 million, and MYR 9.5 million, respectively.

Under the loan agreements, the subsidiary has to comply with certain financial terms as specified in the agreement, such as maintaining financial ratio, outstanding balance of tangible assets to be in accordance with the rates stipulated in the agreement. The above loans are pledged by the property, plant and equipment of the subsidiary as collateral, and guaranteed by the directors.

### **Loan 8 - 9**

On 10 December 2021, the subsidiary entered into a loan agreement with a bank in the amount of INR 1,000 million. The loan are pledged by the property, plant and equipment of the subsidiary as collateral and the Corporate Guarantee by the Company.

Subsequently in September 2022, the subsidiary had drawn down the loan of INR 760 million from another bank in India as for substitute loan from the previous bank. The loan carries interest at a rate of Repo Rate + 2.60 percent per annum. The loan is repayable on semi-annual installments basis with amount specified as same as the previous agreement. The loan was secured by the mortgage of property, plant and equipment of the subsidiary. Under the loan agreement, the subsidiary has to comply with certain financial terms and other terms as specified in the agreement, such as maintaining debt to equity ratio and debt service coverage ratio.



## **Loan 10**

On 30 March 2022, the subsidiary entered into a loan agreement with a bank in India in amount of INR 430 million (Baht 190 million). The loan was secured by the mortgage of property, plant and equipment of the subsidiary and the corporate guarantee by the Company. The subsidiary had fully drawn down the loan of INR 430 million on 31 March 2022.

Subsequently, on 30 September 2022, the subsidiary had drawn down the loan of INR 430 million from another bank in India, and repaid the loan in full to the previous bank on 3 October 2022. The loan carries interest at a rate of Repo Rate + 2.85 percent per annum. The loan is repayable on semi-annual installments basis with amount specified as same as the previous agreement. The loan was secured by the mortgage of property, plant and equipment of the subsidiary and the corporate guarantee by another subsidiary.

Under the loan agreement, the subsidiary has to comply with certain financial terms and other terms as specified in the agreement, such as maintaining debt to equity ratio and debt service coverage ratio.

## **22. Debentures**

On 24 April 2018, the Annual General Meeting of the Company's shareholders approved the issuance and offering of debentures in total amount not exceed than Baht 2,000 million. The Company has authority to determine any relevant terms and details such as type of debentures, security, offering amount at each issuance, offering price per unit, term of debentures, maturity period, rights of early redemption, interest rate, repayment method and allocation method, etc. As at 31 December 2022, the Company has not issued the debentures.

## **23. Leases**

### **The Group as a lessee**

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 3 - 25 years (The Company only: 3 - 5 years).

## 23.1 Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2022 and 2021 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements					Total
	Land and land improvement	Buildings and building improvement	Furniture and office equipment	Machinery and equipment	Motor vehicles	
Net book value as at						
1 January 2021	13,316	71,092	579	-	874	85,861
Additions during the year	4,832	92,922	-	-	1,212	98,966
Increase from acquisition of subsidiary	-	-	-	24,068	2,586	26,654
Transferred to equipment	-	-	-	(12,980)	(1,036)	(14,016)
Depreciation for the year	(3,013)	(9,388)	(419)	(1,627)	(1,430)	(15,877)
Translation adjustment	1,401	6,005	-	1,442	141	8,989
Net book value as at						
31 December 2021	16,536	160,631	160	10,903	2,347	190,577
Additions during the year	2,700	3,684	-	-	665	7,049
Transferred to equipment	-	-	-	(9,796)	-	(9,796)
Depreciation for the year	(4,386)	(11,727)	(160)	(872)	(1,069)	(18,214)
Translation adjustment	440	3,946	-	(235)	(10)	4,141
Net book value as at						
31 December 2022	15,290	156,534	-	-	1,933	173,757

(Unit: Thousand Baht)

	Separate financial statements			Total
	Buildings and building improvement	Furniture and office equipment	Motor vehicles	
Net book value as at 1 January 2021	2,190	318	874	3,382
Additions during the year	-	-	1,212	1,212
Depreciation for the year	(1,094)	(272)	(552)	(1,918)
Net book value as at 31 December 2021	1,096	46	1,534	2,676
Additions during the year	3,684	-	665	4,349
Depreciation for the year	(2,017)	(46)	(576)	(2,639)
Net book value as at 31 December 2022	2,763	-	1,623	4,386

## 23.2 Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Lease payments	296,689	307,397	4,890	2,952
Less: Deferred interest expenses	(111,182)	(118,471)	(364)	(200)
Total	185,507	188,926	4,526	2,752
Less: Portion due within one year	(11,746)	(13,797)	(1,715)	(1,646)
Lease liabilities - net of current portion	173,761	175,129	2,811	1,106

Movements of the lease liabilities account during the years ended 31 December 2022 and 2021 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Balance at beginning of year	188,926	87,914	2,752	3,461
Additions	7,049	98,941	4,349	1,212
Increase from acquisition of subsidiary	-	9,494	-	-
Increase from interest payment	10,931	9,137	302	133
Decrease from repayment	(25,577)	(25,249)	(2,877)	(2,054)
Translation adjustment	4,178	8,689	-	-
Balance at end of year	185,507	188,926	4,526	2,752

A maturity analysis of lease payments is disclosed in Note 36.2 under the liquidity risk.

## 23.3 Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Depreciation expense of right-of-use assets	18,214	15,877	2,639	1,918
Interest expense on lease liabilities	10,931	9,137	302	133
Expense relating to short-term leases	15,136	10,878	1,148	4,144
Expense relating to leases of low-value assets	3,752	6,965	240	1,433



## 23.4 Others

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 44 million (2021: Baht 43 million) (the Company only: Baht 4 million (2021: Baht 8 million)), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

## 24. Assets associated with call options granted by holders of non-controlling interests / Liabilities associated with put options granted to holders of non-controlling interests

### Sun Packaging Systems (FZC)

On 24 April 2019, the Company entered into Shareholders Agreement between the Company, Sun Packaging Systems (FZC) and Mr. Kishore Kumar Tarachand Bhatia. The Company has call options which were rights to buy all remaining 11% of shares in Sun Packaging Systems (FZC) from Bhatia Investment Holding Limited. Call options granted to holders of non-controlling interests are summarised below.

First exercise of call options:

Within 6 months from 24 April 2022, the option price is based on specified terms and conditions as stated in the agreement.

Second exercise of call options:

Within 6 months from 24 April 2024, the option price is based on specified terms and conditions as stated in the agreement.

As at 31 December 2022, the Company recorded assets associated with call options granted by holders of non-controlling interests amount of Baht 4.3 million in consolidated and separate financial statements (2021: Baht 6.4 million).

### Combi-Pack Sdn Bhd

On 31 May 2021, the Company entered into Shareholders Agreement between the Company and Mr. Chow Chee Yut. Mr. Chow Chee Yut has put options which has rights to sell all remaining 20% of shares in Combi-Pack Sdn Bhd to the Company. The Company has call options which has rights to buy all remaining 20% of shares in Combi-Pack Sdn Bhd from Mr. Chow Chee Yut. The exercise of put options granted to holders of non-controlling interests are within 60 days after the date that the subsidiary's auditor has audited the financial statements for the years 2024, 2025, 2026 and 2027, respectively, the option price is based on specified terms and conditions as stated in the agreement.

### TPAC Skypet India Private Limited

On 31 December 2021 and 25 February 2022, TPAC Packaging India Private Limited and TPAC Skypet India Private Limited entered into the Shareholders Agreement between both subsidiaries and Mr. S. Selvaraj, whereby Mr. S. Selvaraj has put options with rights to sell all remaining 20% of shares in TPAC Skypet India Private Limited to TPAC Packaging India Private Limited. TPAC Packaging India Private Limited has call options with rights to buy all remaining 20% of shares in TPAC Skypet India Private Limited from Mr. S. Selvaraj. The exercise of put options granted to non-controlling interests of the subsidiary are within 60 days after the date that the subsidiary's auditor has audited the financial statements for the years 2026, 2027, 2028 and 2029, respectively, the option price is based on specified terms and conditions as stated in the agreement.

As at 31 December 2022, the Company recorded liabilities associated with put options granted to holders of non-controlling interests amount of Baht 340.6 million (the Company only: Baht 293.0 million) (2021: Baht 289.5 million (the Company only: Baht 289.5 million)).

## **25. Provision for long-term employee benefits**

Provision for long-term employee benefits as at 31 December 2022 and 2021 were as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2022	2021	2022	2021
Provision for compensation on employees' retirement	60,045	67,078	38,344	42,290
Provision for long service awards	5,788	5,918	5,584	5,629
Other provisions	7,705	6,561	-	-
Total	73,538	79,557	43,928	47,919



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

	Consolidated financial statements		(Unit: Thousand Baht)	
			Separate financial statements	
	2022	2021	2022	2021
<b>Provision for long-term employee benefits</b>				
<b>at beginning of year</b>	79,557	70,898	47,919	41,218
<b>Included in profit or loss:</b>				
Current service cost	18,683	13,925	7,789	7,403
Interest cost	980	1,258	728	655
Past service costs	92	-	-	-
Remeasurement the value of other long-term benefit	131	-	193	-
<b>Included in other comprehensive income:</b>				
Actuarial gain (loss) arising from Demographic assumptions changes	(15)	105	830	-
Financial assumptions changes	(8,018)	(815)	(5,052)	-
Experience adjustments	(5,974)	245	(4,489)	-
Increase from acquisition of subsidiary	985	-	-	-
Benefits paid during the year	(12,028)	(8,167)	(3,990)	(1,357)
Translation adjustment	(855)	2,108	-	-
<b>Provision for long-term employee benefits</b>				
<b>at end of year</b>	<u>73,538</u>	<u>79,557</u>	<u>43,928</u>	<u>47,919</u>

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

	Consolidated financial statements		(Unit: Thousand Baht)	
			Separate financial statements	
	2022	2021	2022	2021
Cost of sales	13,931	10,739	5,527	4,556
Selling and administrative expenses	5,824	4,444	2,990	3,502
Total expenses recognised in profit or loss	<u>19,755</u>	<u>15,183</u>	<u>8,517</u>	<u>8,058</u>

The Group expect to pay Baht 8.6 million of long-term employee benefits during the next year (The Company only: Baht 2.2 million) (2021: Baht 6.7 million (The Company only: Baht 2.3 million)).

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit is 8 - 16 years (The Company only: 8 - 16 years) (2021: 5 - 16 years (The Company only: 9 years)).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		(Unit: Percent per annum) Separate financial statements	
	2022	2021	2022	2021
Discount rate	2.49 - 7.48	1.41 - 6.93	2.49, 3.44	1.59
Salary increase rate	4 - 8	1 - 8	4	1 - 5
Turnover rate	2 - 23	0 - 33	2 - 23	0 - 33

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2022 and 2021 are summarised below:

	(Unit: Million Baht) As at 31 December 2022			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(6.9)	8.1	(4.0)	4.7
Salary increase rate	7.0	(6.2)	3.9	(3.4)
Turnover rate	(3.4)	3.9	(2.8)	3.3

	(Unit: Million Baht) As at 31 December 2021			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(7.8)	9.1	(4.3)	5.1
Salary increase rate	9.4	(8.1)	5.2	(4.5)
Turnover rate	(6.1)	2.8	(4.6)	2.0

## 26. 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% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

## 27. Finance cost

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Interest expenses on borrowings	149,919	128,019	76,427	61,582
Interest expenses on lease liabilities	10,931	9,137	302	133
Total	160,850	137,156	76,729	61,715

## 28. Expenses by nature

Significant expenses classified by nature are as follow:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Salaries, wages and other employee benefits	717,566	588,935	302,242	293,747
Depreciation and amortisation	482,325	427,999	119,904	135,203
Raw materials and consumables used	4,424,861	3,063,988	1,038,543	906,699
Changes in inventories of finished goods and work in process	53,746	(85,275)	37,302	(47,523)

## 29. Income tax

Income tax expenses for the years ended 31 December 2022 and 2021 are made up as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Current income tax:</b>				
Current corporate income tax charge	87,938	65,399	13,442	14,023
Adjustment in respect of income tax of previous year	(5,196)	(3,380)	(3,380)	(3,380)
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(7,527)	149,612	(710)	(1,374)
<b>Income tax expenses reported in profit or loss</b>	<b>75,215</b>	<b>211,631</b>	<b>9,352</b>	<b>9,269</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Deferred tax relating to actuarial gain	1,828	9	1,742	-

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Accounting profit before tax	425,543	387,003	104,171	112,876
Applicable tax rate	0%, 8%, 20%, 24%, 25.17%	0%, 8%, 20%, 24%, 25.17%	8%, 20%	8%, 20%
Accounting profit before tax multiplied by income tax rate	91,889	84,158	20,495	22,546
Adjustment in respect of income tax of previous year	(5,196)	(3,380)	(3,380)	(3,380)
Effects of:				
Non-deductible expenses	23,748	8,246	18,165	1,723
Additional expense deductions allowed	(2,914)	(3,176)	(2,914)	(3,176)
Dividend which exempted corporate income tax	(21,612)	(10,607)	(21,612)	(10,607)
Disallowance of tax benefit related to goodwill from amended Finance Act	-	138,947	-	-
Reversal of previous deferred tax asset	(4,807)	-	-	-
Others	(5,893)	(2,557)	(1,402)	2,163
Total	(11,478)	130,853	(7,763)	(9,897)
Income tax expenses reported in profit or loss	75,215	211,631	9,352	9,269



The components of deferred tax assets and deferred tax liabilities as at 31 December 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Deferred tax assets</b>				
Allowance for expected credit losses	2,689	600	-	-
Allowance for diminution in value of inventories	1,744	1,120	145	371
Allowance for assets impairment	125	125	125	125
Accumulated depreciation - equipment	211	219	211	219
Provision for long-term employee benefits	10,717	11,253	8,786	9,584
Contingent liabilities	1,173	1,285	-	-
Cost of amalgamation of subsidiary	27	146	-	-
<b>Total</b>	<b>16,686</b>	<b>14,748</b>	<b>9,267</b>	<b>10,299</b>
<b>Deferred tax liabilities</b>				
Accumulated depreciation	-	360,730	-	-
Unrealised gain on exchange rate	185	-	-	-
<b>Total</b>	<b>370,611</b>	<b>360,730</b>	<b>-</b>	<b>-</b>
<b>Deferred tax - net</b>	<b>(353,925)</b>	<b>(345,982)</b>	<b>9,267</b>	<b>10,299</b>
Transactions reflected in statement of financial position				
Deferred tax assets	9,267	10,299	9,267	10,299
Deferred tax liabilities	363,192	356,281	-	-
<b>Deferred tax - net</b>	<b>(353,925)</b>	<b>(345,982)</b>	<b>9,267</b>	<b>10,299</b>

As at 31 December 2022, a subsidiary has unused tax loss on which deferred tax assets have not been recognised in total of Baht 96 million (2021: Baht 77 million).

In addition, the Company considered that no temporary differences associated with investments in subsidiaries for which deferred tax liability has been recognised as the Company has no policy to call for dividend from the subsidiaries in countries which have corporate income tax.



### International Business Center

On 24 June 2019, the Revenue Department approved the Company to be International Business Center in providing management services, technical services, supporting services, and international trade with tax benefits for 15 accounting periods as from 1 June 2019 to 31 December 2033 under specified requirements.

### Benefits from amalgamation - TPAC Packaging India Private Limited

As at amalgamation date, TPAC Packaging India Private Limited granted benefits from amalgamation. The subsidiary is able to utilise tax benefit in respect of difference between fair value and book value of property, plant and equipment, intangible assets, and goodwill.

On 28 March 2021, the Government of India amended Finance Act, which terminated TPAC Packaging India Private Limited's income tax benefits on goodwill of INR 321 million as from 1 April 2020 (according to India's tax fiscal year), and the subsidiary then commenced to have income tax expenses during this tax fiscal year. As at 31 December 2021, the subsidiary had no unused tax loss, write-off deferred tax assets - unused tax losses, and also recognised deferred tax liabilities - accumulated depreciation to reflect the amendment of Finance Act.

### Exemption of corporate income tax for companies located in Sharjah Airport International Free Zone in United Arab Emirates

Sun Packaging System (FZC) located in Sharjah Airport International Free Zone in United Arab Emirates, and granted corporate income tax exemption for 50 years as from the subsidiary's founding date in 2004.

## **30. Earnings per share**

Basic earnings per share is calculated by dividing profit 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.

The following table sets forth the computation of basic earnings per share:

Consolidated financial statements						
Profit for the year		Weighted average number of ordinary shares		Earnings per share		
2022	2021	2022	2021	2022	2021	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the company						
318,840	152,939	326,550	326,550	0.98	0.47	
Separate financial statements						
Profit for the year		Weighted average number of ordinary shares		Earnings per share		
2022	2021	2022	2021	2022	2021	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the company						
94,819	103,606	326,550	326,550	0.29	0.32	

### 31. 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 Board of Directors. The basis that used to measure operating profit or loss of segment is same as the basis that used to measure operating profit or loss in the financial statements.

For management purposes, the Group is principally engaged in the manufacture and distribution of plastic packaging. Their operations are carried on in two geographic areas in Thailand which consists of the Company and TPAC Packaging (Bangna) Company Limited, and oversea countries which consists of India as operated by TPAC Packaging India Private Limited, TPAC Skypet India Private Limited and TPAC Custom Solutions Private Limited, United Arab Emirate as operated by Sun Packaging Systems (FZC), and Malaysia as operated by Combi-Pack Sdn Bhd.

The basis of accounting for any transactions between reportable geographical segments is consistent with that for third party transactions.

The revenue and profit information by geographical segment in the consolidated financial statements for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Thousand Baht)

	For the years ended 31 December							
	Thailand		Overseas countries		Elimination of inter-segment revenues		Consolidation	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenues from customers	2,009,795	1,860,753	4,987,421	3,333,239	-	-	6,997,216	5,193,992
Inter-segment revenues	160,791	102,138	9,261	15,641	(170,052)	(117,779)	-	-
Total revenues from sales	2,170,586	1,962,891	4,996,682	3,348,880	(170,052)	(117,779)	6,997,216	5,193,992
Segment operating profit	142,383	99,498	446,934	425,555	(2,924)	(893)	586,393	524,160
Unallocated income and expenses:								
Finance cost							(160,850)	(137,156)
Income tax expenses							(75,215)	(211,632)
Profit for the year							350,328	175,372

#### Major customers

During the years ended 31 December 2022 and 2021, the Group has no major customer with revenue of 10 percent or more of the Group's revenues.

### **32. 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 contributed to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by Bank of Ayudhaya Public Company Limited and Thanachart Bank Public Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2022 amounting to approximately Baht 6.1 million (The Company only: Baht 5.7 million) (2021: Baht 6.8 million (The Company only: Baht 6.3 million)) were recognised as expenses.



### 33. Dividends

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Final dividends for 2021	Annual General Meeting of the shareholders on 29 April 2022	46,044	0.141
Total dividends for 2022		46,044	0.141
Final dividends for 2020	Annual General Meeting of the shareholders on 23 April 2021	95,353	0.292
Total dividends for 2021		95,353	0.292

### 34. Commitments and contingent liabilities

#### 34.1 Capital commitments

As at 31 December 2022, the Group had capital commitments relating to acquisition of machinery and molds totaling approximately Baht 11.1 million, USD 0.4 million, JPY 42.6 million, INR 46.1 million, MYR 0.9 million and AED 0.3 million (The Company only: Baht 9.7 million, USD 0.2 million, and JPY 2.5 million) (2021: Baht 16.1 million, USD 0.7 million, EUR 0.3 million, JPY 2.5 million and INR 67.6 million relating to acquisition of machinery and molds (The Company only: Baht 10.7 million, USD 0.5 million and JPY 2.5 million)).

#### 34.2 Guarantees

As at 31 December 2022, there were outstanding bank guarantees to guarantee electricity and other utilities use, and guarantee for damage goods of Baht 20 million, INR 13 million and MYR 1 million issued by banks on behalf of the Group (The Company only: Baht 14 million) (2021: Baht 20 million INR 21 million and MYR 1 million (The Company only: Baht 14 million)).

#### 34.3 Litigations

TPAC Packaging India Private Limited has been carrying excise duty, and good and service tax under dispute amounting to INR 14 million (2021: INR 14 million). These contingent liabilities have arisen pursuant to notice received from Indirect tax department. Currently, litigation is in progress pertaining to such disputes at the Courts in India. The management of subsidiary has set aside provision for the potential losses to such case amounting to INR 11 million (2021: INR 11 million).

In addition, on 20 April 2021, TPAC Packaging India Private Limited received an assessment order of INR 85.8 million from Income tax department of India related to share premium received in India's tax fiscal years 2018-2019. Currently, the subsidiary is in the appeal process of such assessment order. The Group's management and the subsidiary's management believe that the subsidiary will not incur any loss as a result of this assessment order. The subsidiary therefore has not set aside provision for losses resulting from this assessment order.

### 35. Fair value hierarchy

As at 31 December 2022 and 2021, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

	(Unit: Million Baht)			
	Consolidated financial statements			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Assets associated with call options granted by holders of non-controlling interests	-	-	4.3	4.3
<b>Liabilities measured at fair value</b>				
Financial liabilities measured at fair value				
Liabilities associated with put options granted to non-controlling interests of the subsidiaries	-	-	340.6	340.6



(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Assets associated with call options granted by holders of non-controlling interests	-	-	4.3	4.3
<b>Liabilities measured at fair value</b>				
Financial liabilities measured at fair value				
Liabilities associated with put options granted to non-controlling interests of the subsidiaries	-	-	293.0	293.0

(Unit: Million Baht)

	Consolidated and Separate financial statements			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Assets associated with call options granted by holders of non-controlling interests	-	-	6.4	6.4
<b>Liabilities measured at fair value</b>				
Financial liabilities measured at fair value				
Other current financial liabilities				
Foreign exchange forward contracts	-	0.1	-	0.1
Liabilities associated with put options granted to non-controlling interests of the subsidiaries	-	-	289.5	289.5

## 36. Financial instruments

### 36.1 Derivatives

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<b>Derivative liabilities</b>				
Derivative liabilities not designated as hedging instruments				
Foreign exchange forward contracts	1	23	1	23
<b>Total derivative liabilities</b>	<b>1</b>	<b>23</b>	<b>1</b>	<b>23</b>

#### Derivatives not designated as hedging instruments

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within 3 months.

### 36.2 Financial risk management objectives and policies

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

#### Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, deposits with banks, and other financial instruments. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

### **Trade receivables**

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored and major customers are diversified as the Group has various customer base and they are reputable customers.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

### **Liquidity risk**

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, long-term loans from banks and lease contracts. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2022 and 2021 based on contractual undiscounted cash flows, and included interest payment:

					(Unit: Thousand Baht)
Consolidated financial statements					
As at 31 December 2022					
	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	-	900,281	-	-	900,281
Trade and other payables	-	602,426	-	-	602,426
Lease liabilities	-	22,987	77,040	197,706	297,733
Long-term loans from banks	-	433,481	1,686,105	174,424	2,294,010
Other financial liabilities	37,743	-	52,385	-	90,128
<b>Total non-derivatives</b>	<b>37,743</b>	<b>1,959,175</b>	<b>1,815,530</b>	<b>372,130</b>	<b>4,184,578</b>

(Unit: Thousand Baht)

## Consolidated financial statements

As at 31 December 2021

	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	47,189	707,682	-	-	754,871
Trade and other payables	-	618,993	-	-	618,993
Lease liabilities	-	24,077	72,748	210,572	307,397
Long-term loans from banks	-	356,350	1,822,143	402,683	2,581,176
<b>Total non-derivatives</b>	<b>47,189</b>	<b>1,707,102</b>	<b>1,894,891</b>	<b>613,255</b>	<b>4,262,437</b>

(Unit: Thousand Baht)

## Separate financial statements

As at 31 December 2022

	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	-	864,959	-	-	864,959
Trade and other payables	-	257,135	-	-	257,135
Lease liabilities	-	1,920	2,937	-	4,857
Long-term loans from banks	-	326,037	1,314,456	52,302	1,692,795
<b>Total non-derivatives</b>	<b>-</b>	<b>1,450,051</b>	<b>1,317,393</b>	<b>52,302</b>	<b>2,819,746</b>

(Unit: Thousand Baht)

## Separate financial statements

As at 31 December 2021

	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	47,189	616,484	-	-	663,673
Trade and other payables	-	319,267	-	-	319,267
Lease liabilities	-	1,745	1,207	-	2,952
Long-term loans from banks	-	247,661	1,330,842	290,349	1,868,852
<b>Total non-derivatives</b>	<b>47,189</b>	<b>1,185,157</b>	<b>1,332,049</b>	<b>290,349</b>	<b>2,854,744</b>



## **Market risk**

There are three types of market risk comprising currency risk, interest rate risk, and commodity price risk. The Group enters into foreign exchange forward contracts to hedge the foreign currency risk arising on sales transactions.

### ***Foreign currency risk***

The Group's exposure to the foreign currency risk relates primarily to its sales transactions that are denominated in foreign currencies. Mostly, the Group seeks to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2022 and 2021, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2022	2021	2022	2021	2022	2021
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 currency unit)	
US Dollar	3,002	4,092	857	1,916	34.5624	33.4199
Euro	181	178	90	200	36.8274	37.8948
Pound Sterling	9	30	-	-	41.6639	45.0984
Singapore Dollar	353	479	13	11	25.7206	24.7357
Australian Dollar	1,087	1,253	173	173	23.3791	24.2627
Malaysian Ringgit	-	-	1,989	9,944	7.8304	8.0143
Japanese Yen	-	-	-	37,800	-	0.2906
Swiss Franc	-	-	-	3	-	36.5228

Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2022	2021	2022	2021	2022	2021
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 currency unit)	
US Dollar	1,090	1,370	84	31	34.5624	33.4199
Euro	-	-	-	89	36.8274	37.8948
Singapore Dollar	-	-	11	2	25.7206	24.7357
Malaysian Ringgit	-	-	1,989	9,944	7.8304	8.0143
Japanese Yen	-	-	-	37,800	-	0.2906
Swiss Franc	-	-	-	3	37.4333	36.5228



As at 31 December 2022, the Group had foreign exchange contracts outstanding are summarised below.

Consolidated and Separate financial statements					
Foreign currency			Contractual exchange rate		Contractual maturity date
	Bought amount	Sold amount	Bought amount	Sold amount	
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)		
US Dollar	-	19	-	34.44	15 March 2023

As at 31 December 2021, the Group had foreign exchange contracts outstanding are summarised below.

Consolidated and Separate financial statements					
Foreign currency			Contractual exchange rate		Contractual maturity date
	Bought amount	Sold amount	Bought amount	Sold amount	
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)		
US Dollar	-	254	-	32.80 - 33.95	24 February 2022 - 8 March 2022

#### *Foreign currency sensitivity*

As at 31 December 2022 and 2021, the Group has no significant impact on the Group's profit before tax and equity due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives with a reasonably possible change in exchange rates within next one year.

#### **Interest rate risk**

The Group's exposure to interest rate risk relates primarily to its cash and cash equivalents, restricted bank deposits, bank overdraft and short-term loans from banks and long-term loans. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2022 and 2021, 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 2022

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	More than 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	127	160	287	Note 7
Trade and other receivables	-	-	-	-	1,373	1,373	-
Restricted bank deposits	17	-	-	-	-	17	Note 12
	17	-	-	127	1,533	1,677	
<b>Financial liabilities</b>							
Bank overdraft and short-term loans from banks	992	-	-	-	-	992	Note 18
Trade and other payables	-	-	-	-	602	602	-
Lease liabilities	12	42	132	-	-	186	Note 23
Long-term loans from banks	-	-	-	2,098	-	2,098	Note 21
	1,004	42	132	2,098	602	3,878	

(Unit: Million Baht)

## Consolidated financial statements

As at 31 December 2021

	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	More than 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	279	115	394	Note 7
Trade and other receivables	-	-	-	-	1,239	1,239	-
Restricted bank deposits	18	-	-	-	-	18	Note 12
	18	-	-	279	1,354	1,651	
<b>Financial liabilities</b>							
Bank overdraft and short-term loans from banks	751	-	-	-	-	751	Note 18
Trade and other payables	-	-	-	-	619	619	-
Lease liabilities	14	36	139	-	-	189	Note 23
Long-term loans from banks	33	323	90	1,791	-	2,237	Note 21
	798	359	229	1,791	619	3,796	

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2022						
Fixed interest rates		Floating	Non-			
Within	1-5	interest	interest		Effective	
1 year	years	rate	bearing	Total	interest rate	
					(% per annum)	
Financial assets						
Cash and cash equivalents	-	-	4	11	15	Note 7
Trade and other receivables	-	-	-	464	464	-
Short-term loans to related party	67	-	-	-	67	Note 6
	67	-	4	475	546	
Financial liabilities						
Bank overdraft and short-term						
loans from banks	859	-	-	-	859	Note 18
Trade and other payables	-	-	-	257	257	-
Lease liabilities	2	3	-	-	5	Note 23
Long-term loans from banks	-	-	1,545	-	1,545	Note 21
	861	3	1,545	257	2,666	

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2021						
	Fixed interest rates		Floating	Non-		
	Within	1-5	interest	interest		Effective
	1 year	years	rate	bearing	Total	interest rate
						(% per annum)
<b>Financial assets</b>						
Cash and cash equivalents	-	-	4	7	11	Note 7
Trade and other receivables	-	-	-	492	492	-
Short-term loans to related party	7	-	-	-	7	Note 6
	7	-	4	499	510	
<b>Financial liabilities</b>						
<b>Bank overdraft and short-term</b>						
loans from banks	661	-	-	-	661	Note 18
Trade and other payables	-	-	-	319	319	-
Lease liabilities	2	1	-	-	3	Note 23
Long-term loans from banks	-	-	1,672	-	1,672	Note 21
	663	1	1,672	319	2,655	

### Interest rate sensitivity

As at 31 December 2022 and 2021, the Group has no significant impact on the Group's profit before tax and equity due to changes in floating interest rate with a reasonably possible change in interest rates within next one year.

### ***Plastic polymers price risk***

The Group is affected from a fluctuation of plastic polymers, as operations of the Group require to purchase plastic polymers, main raw material, for production. The Group has risk related to change in plastic polymers price of forecasted plastic polymers to be consumed.

The Group's Board of Directors has developed and enacted a risk management strategy for plastic polymers price risk by having customer arrangements which allow the Group to adjust pricing to be in line with quarterly price movement of plastic polymers and diversified the risk of supply disruptions by purchasing plastic polymers from multiple local suppliers.

### **36.3 Fair values of financial instruments**

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

The methods and assumptions used by the Group estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable, short-term loans to related party, account payable, bank overdraft and short-term loans from banks, the carrying amounts in the statement of financial position approximate their fair value.
- b) The carrying amounts of long-term loans carrying interest at rates approximating the market rate, and fixed rate long-term loans which interest rate is comparable to market rate, in the statement of financial position approximates their fair value.
- c) The fair value of derivatives has been determined using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies. The Group considers counterparty credit risk when determining the fair value of derivatives

During the current year, there were no transfers within the fair value hierarchy.



### 36.4 Reconciliation of recurring fair value measurements, of financial assets and liabilities, categorised within Level 3 of the fair value hierarchy

(Unit: Thousand Baht)

	Consolidated financial statements	
	Assets associated with call options granted by non-controlling interests of the subsidiary	Liabilities associated with put options granted to non-controlling interests of the subsidiaries
Balance as at 1 January 2022	6,410	289,544
Increase (decrease) during the year	(2,136)	51,019
Balance as at 31 December 2022	4,274	340,563

(Unit: Thousand Baht)

	Separate financial statements	
	Assets associated with call options granted by non-controlling interests of the subsidiary	Liabilities associated with put options granted to non-controlling interests of the subsidiaries
Balance as at 1 January 2022	6,410	289,544
Increase (decrease) during the year	(2,136)	3,445
Balance as at 31 December 2022	4,274	292,989

Key assumptions used in the valuation are summarised below.

Financial instruments	Valuation technique	Significant unobservable inputs	Rates	Sensitivity of the input to fair value
Assets associated with call options granted by non-controlling interests of the subsidiary	Black Scholes Model	Stock price and strike price	0.16 AED/share	No significant impact
Liabilities associated with put options granted to non-controlling interests of the subsidiaries	Discounted cash flow based on the expected exercise price	Exercise price	107.92 MYR/share and 300.97 INR/share	No significant impact



### **37. Capital management**

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value, and it meets financial covenants attached to the loan agreements. The Group has complied with these covenants throughout the reporting periods. As at 31 December 2022, the Group's interest bearing debt to equity ratio was 1.27:1 (2021: 1.28:1) and the Company's interest bearing debt to equity ratio was 1.30:1 (2021: 1.30:1).

### **38. Events after the reporting period**

38.1 On 3 January 2023, the Board of Directors' Meeting of Sun Packaging Systems (FZC) passed a resolution to pay an interim dividend from operating results for the year 2022 of AED 20,000 per share, totaling AED 6 million. The Company received dividend in proportion to its shareholding amounting to UAE 5.3 million or approximately Baht 48.5 million on 9 January 2023.

On 5 January 2023, the Board of Directors' Meeting of Combi-Pack Sdn Bhd passed a resolution to pay an interim dividend from operating results for the year 2023 of MYR 5 per share, totaling MYR 10 million. The Company received dividend in proportion to its shareholding amounting to MYR 8.0 million or approximately Baht 61.0 million on 20 January 2023.

38.2 On 25 January 2023, the Company made early principal repayment for three installments with due date in March, June and September 2023 by Baht 77.1 million.

38.3 On 24 February 2023, the Company's Board of Directors' Meeting No. 1/2023 passed a resolution to propose the annual general meeting of the Company's shareholders as follows.

- 1) Approval to pay a dividend from operating results for the year 2022 of Baht 0.293 per share, totaling Baht 96 million. The dividend will be paid and recorded after it is approved by the annual general meeting of the Company's shareholders.
- 2) Approval of TPAC Packaging India Private Limited to increase its share capital in total of INR 90 million by the Company (9 million shares with a par value of INR 10 each) as for repayment of short-term loan of a subsidiary.

### **39. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2023.

# Part 4



**Certification of Information**

## APPENDIX 1.1

Details of Directors, Executives, Controlling Person, The highest responsibility in accounting and finance. The person who directly responsible for accounting supervision and Company Secretary.

## APPENDIX 1.2

The position of director and executives in the Company, subsidiaries and associates

List of Directors	The Company	Subsidiaries					
		TPAC Packaging (Bangna) Limited	TPAC Packaging India Private	Sun Packaging Systems (FZC)	Combi-Pack Sdn Bhd	TPAC Skypet India Private Limited	TPAC Custom Solutions Private Limited
1) Mr. Yashovardhan Lohia	C						
2) Mr. Kevin Kumar Sharma	IV, VI, VII	C, IV		C, I	C, I		
3) Mr. Theerawit Busayapoka	IV, V, VI, VII	I					
4) Mr. Anil Kumar Kohli	IV, VII	I	I	I	I		
5) Mrs. Aradhana Lohia Sharma	I						
6) Mr. Virasak Sutanthavibul	I, III, V						
7) Mr. Kittiphat Suthisamphat	I, III, V						
8) Mr. Gran Chayavichitsilp	I, III, V						
9) Mr. Vishal Aggarwal	X		I		I	I	
10) Mr. Khanit Thanawuthikrai	X						

### Remark:

C = Chairman of the Board

I = Director

II = Independent Director

III = Audit Committee

IV = Executive Committee

V = Nomination and Remuneration Committee

VI = Corporate Governance Committee

VII = Risk Management Committee

X = Executive

## APPENDIX 2

### Details of the Directors of the Subsidiary

List of Directors	Subsidiaries					
	TPAC Packaging (Bangna) Limited	TPAC Packaging India Private	Sun Packaging Systems (FZC)	Combi-Pack Sdn Bhd	TPAC Skypet India Private Limited	TPAC Custom Solutions Private Limited
1) Mr. Shrinath Ramachandra Kasi		C			II	
2) Mr. Nimit Kishore Bhatia		II	II			II
3) Mr. Suyog Chitlange					II	
4) Mr. Chow Chee Yut				I		

**Remark:**

C = Board of Director

I = Director

II = Executive Director

X = Executive

### APPENDIX 3 : 3.1 Details of Head of Internal Audit

The Company hired Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. Is an Audit Service provider of internal Control with details of the Head of Internal Audit as follows

Head of Internal Audit	Education / Training	Time Period	Company	Position
Mr. Weerapong Krisadawat	<ul style="list-style-type: none"><li>- Master of Science (MS) in Management Sciences University of Southampton in UK</li><li>- Bachelor of Science in Statistics with Management Science Techniques, University of Wales Institution of Science and Technology in UK</li><li>- The Thai Institute of Directors Association (IOD)</li><li>- Director Certification Program</li><li>- Institute of Internal Auditors of Thailand</li><li>- Certified Information Security Manager (CISM)</li><li>- Certified Information Systems Auditor (CISA)</li></ul>	Year 2004 – Present	Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.	Partner



## APPENDIX 4 Assets for business operation and Details about the appraisal items

### 1. Assets for business operation

Details of assets used in business operation It appears in Section 1.2.3 , page 23

### 2. Details about the appraisal items

- None -

## APPENDIX 5 Policy and practice of corporate governance and business ethics Full version that the company has made

### Good Corporate Governance Policy

Of

### Thai Plaspac Public Company Limited and Subsidiaries

Section 1 Rights of Shareholders

Section 2 Equitable Treatment of Shareholders

Section 3 Roles of Stakeholders

Section 4 Disclosure of Information and Transparency

Section 5 Responsibilities of the Board of Directors

Section 6 Connected Transactions

Section 7 Anti-Corruption Policy

Section 8 Human Right Policy

## Section 1: Shareholders' Right

The Company respects the rights of all shareholders to equally obtain the Company's information accurately, completely, adequately and timely to support their decision in every matter. Therefore, the Board of Directors have adopted the following policies.

1. Disclosure of the Company's material information and necessary for shareholders shall be done through the Company's website and through the Stock Exchange of Thailand in a clear and timely manner.
2. Regarding the shareholders' meetings, all shareholders shall receive clear information relating to the meeting adequately and equally in order to review and consider prior to the meeting will take place. The Company shall release information about date, time, venue and agenda of shareholders meeting in precisely, both in Thai and English, via the Stock Exchange of Thailand system "SET Portal" and the Company's website 30 days before the meeting date.
3. For the invitation notice of the shareholders' meeting, the Company shall provide detailed information of each agenda with explanation and director's recommendation. The Company shall disseminate the meeting notice together with related documents e.g. registration form, list of documents and identifications to be presented before entering the meeting room, registration and proxy process, proxy form, etc. The invitation notice, both in Thai and in English, shall be published in the Company's website 30 days before the meeting date while the printed copy shall be delivered to all shareholders at least 21 days before the meeting date.
4. In case that shareholder cannot attend the meeting, he/she has a right to appoint an independent director or any person to represent him/her in the meeting by signing the proxy form which is attached to the invitation notice of the meeting, or can be downloaded from the Company's website.
5. At the meeting, shareholder shall consider and vote for a resolution of each agenda in respectively. There shall not be urgently any changes in material information or any additional agenda in the shareholders' meeting. All shareholders have a right to review the Company's operation results by inquiring or making recommendations and suggestions to the Board and related management who are obliged to attend the meeting and answer all shareholders' inquiries.
6. The Company requires all directors to attend and vote in the shareholders' meeting when there are any changes in core policies of the Company and any changes in shareholder's rights, which needs decision making and approval from the shareholders' meeting.
7. The Company shall disclose to the public the voting results of each agenda in the shareholders' meeting via the Stock Exchange of Thailand system "SET Portal" and the Company's website on the next business day after the meeting date.
8. Minutes of the shareholders' meeting shall be prepared in a complete, accurate, timely and transparent manner, recording all important issues and recommendations in details for shareholders reviewing. The Company shall also record video footage of the meeting for future references. Additionally, the minutes of shareholders' meeting shall be published in the Company's website for the shareholders' consider and submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting take place.

9. Right to obtain the share certificate and right to transfer ownership of the shares.
10. Right to attend and vote in the shareholders' meeting to make decision in any changes of the Company's policies and any changes of the shareholder's rights, which require approval from the shareholders' meeting.
11. Right to appoint and dismiss the Company's directors and to approve the hiring of independent auditors.
12. Right to approve directors' remuneration package and dividend payment.
13. Right to propose the agenda for the annual general shareholders' meeting according to the Company's guidelines.
14. Right to propose candidates for the director position according to the Company's guidelines.
15. All other rights permitted by law.

## Section 2: Equitable Treatment of Shareholders

The Company has set a policy to promote the practices to treat all shareholders, individual and institutional, local and foreign, equally and fairly, with the following details.

1. It is crucial to disclose the information and news about the Company in an accurate, complete and timely manner to all shareholders through the websites of the Company and the Stock Exchange of Thailand.
2. The Company provides options for shareholder who cannot attend the general shareholders' meeting to appoint a person or an independent director nominated by the Company to be his/her proxy to attend and vote in the meeting. Three types of proxy form, approved by Department of Business Development, Ministry of Commerce, shall be attached to the notice of the shareholders' meeting.
3. To ensure that all shareholders receive clear, accurate and adequate information on an equal basis and have sufficient time to read through all related information before the meeting, the Company shall disseminate the invitation notice of the shareholders' meeting together with the Board of Directors' comments and declaration. Moreover, the Company shall disseminate together with the related documents e.g. registration form, list of documents and identifications to be presented before entering the meeting room, registration and proxy process, proxy form, etc. The notice, both in Thai and in English, shall be published in the Company's website 30 days before the meeting date while the printed copy shall be delivered to all shareholders at least 21 days before the meeting date.
4. In the shareholders' meeting, the allocation of time for each agenda shall be done appropriately.
5. It is the Company's policy to encourage director who has or may have an interest in any agenda to refrain himself from discussion and decision making for resolution of such agenda.
6. To prevent insider information trading, the Company has set the following policy:
  - Do not use or disclose the Company's information, except normal business information or public information, for personal interest or other person's interest or to bring about any damages to the Company.
  - All directors and executives are required to report holdings of the Company's securities when first appointed to the position by filings the 59-1 form (Report of securities holding) to the Securities and Exchange Commission (SEC) within 30 business days from the date of appointment; and to report any purchase, sale or transfer of the Company's securities by filing to the SEC the 59 2 form (Report of changes in securities holding) within three business days from the date of the change. The Company also has a policy to encourage all directors and executives to voluntarily inform the Board about the securities trading at least one day prior to trading date.
  - Conflict of interests. The Company has a connected transaction policy which stipulates that all connected transactions incurred by directors and executives must be treated in the same way as external parties and must be disclosed to comply with the regulatory requirements to avoid any conflict of interests.
  - The Company encourage its directors and executives to voluntarily do not trade the Company securities during the one-month period prior to the announcement of quarterly and annual financial statements; and do not use inside information for trading of the Company securities.



### Section 3: Role of Stakeholders

The Company is aware and recognizes the rights of all groups of stakeholders, internal and external. Mainly Internal stakeholders are shareholders and employees while external stakeholders include customers, suppliers, creditors, competitors, public sectors, public offices and communities. The company has received supports from various stakeholders to strengthen its competitive the below policy, the Company has also announced the Whistleblower Policy to provide channels for all stakeholders to file complaints or report any suspicious incidents of misconduct or corruption. Provided that there is the Policy includes complaint procedure and protection of the whistleblower as the followings:

#### Shareholders

The Company realizes that shareholders are the Company's owners while the Company has a duty to build long-term economic value added for the shareholders. So, its directors, management and employees are obliged to follow the below guidelines.

1. Perform his/her duties with integrity and make every decision in according to the professional principles with careful, realize and fair consideration of all groups of shareholders, major and minor and for the best interests of the Shareholders as a whole.
2. Present reports of the Company's operating result, financial status, financial and accounting statements and others consistently, completely and accurately.
3. Notify all shareholders equally the information about future trends of the Company, both negative and positive, based on possibilities, sufficient data and adequate rationale.
4. It is prohibited for all employees to use or disclose any non-public information for benefits of their own or other related persons, or for any course of actions which may pose a conflict of interest with the Company.
5. The Company shall not take any actions which violate or deprive the shareholder rights, i.e. failure to submit material information or documents to the shareholders prior to the shareholders' meeting, adding important agenda or changing material information without advanced notifications to shareholders before the shareholders' meeting.
6. The Company shall encourage shareholders to use their rights in matters such as the right to nominate candidate for director position, the right to express their opinions and ask crucial questions relating to the meeting agenda.

#### Employees

The Company believes that, to achieve our business goals, employees is one of the most valuable resource and they deserve favorable treatments. Therefore, the Company shall treat its employees fairly and equally in all aspects, career opportunities, compensation, promotion, transfer as well as versatile training and development plan. To be able to grow and expand its business in the future, the Company has set a policy to promote and support the development of all employees. All employees shall be treated equally with respect for human rights, good and safe working environment, proper and fair compensation and benefits in accordance with their responsibilities, duties and position.

## Customers

The Company is well-aware of the importance of its customers and has set the following policy regarding customer treatments.

1. Customer shall be treated with courtesy and enthusiasm. Employee should be ready to welcome customers and to provide sincere, attentive service with care. Like serving the close relatives, customer service must be prompt, accurate and trustworthy.
2. Maintain customer confidentiality and never misuse it for personal or other related person's interests.
3. Provide accurate, adequate and timely information relating to the Company's services to all customers, without exaggerated advertisement which may mislead customers about the quality or any service conditions.
4. Give advice about the Company's services and related processes efficiently with the intention to maximize customer benefit.

## Business Partners and Creditors

The Company is committed to treating its business partners and/or creditors fairly, honestly without taking any advantages of the relationship. The Company and its subsidiaries believe in conducting business with integrity, transparency and fairness in order to achieve maximum pay-off for both sides. The business partners must not bring discredit to the Company's reputation and must comply with the law, morality and ethics, customs and traditions. Purchasing of goods and related process must be transparent and auditable. Any situations that pose a conflict of interest should be avoided and any trade negotiations should be based on business relationship. Following are related guidelines.

1. Do not demand, or receive, or offer any payment or benefit of any dishonest dealing with business partners and/or creditors.
2. If there is any information of bribery, demanding or receiving or offering benefit of dishonest dealing, such information must be disclosed to the related business partners and/or creditors for investigation and resolution in a fair and timely manner.
3. All terms and conditions of the agreement shall be strictly followed. If any conditions cannot be complied, responsible person must inform the creditors in advance in order to jointly find solutions.

The process of selecting suppliers: The Company's policy requires at least 3 companies to join the bidding process. The Company will select supplier who offer reasonable prices and meet the specifications of the product or service that the Company's requirements.

## Banks, Financial Institutions, Creditors

The Company is committed to treating the bank, financial institution, its creditor and guarantor with honesty; and to repayment of loans and interest on time. The Company set strategies of working capital management to ensure that the Company shall not be in any difficulties in repayment to the bank, financial institution, its creditors and guarantor. The Company shall also strictly comply with all terms & conditions specified in the loan agreements and the other agreements.

## Competitors

The Company has a policy to treat all competitors with integrity, not breaching confidentiality or revealing trade secrets of competitors obtained in an illegal or deceptive way. Following are guidelines of the policy.

1. Abide by the rules of ethical competition
2. Do not seek for confidential information or trade secrets of competitors by using illegal or inappropriate methods.
3. Do not discredit competitors by any negative accusation
4. The Company supports and promotes free and fair competition.

## Community and Societies

The Company's policy is to conduct business that benefits the economy and society by adhering to practices of a good citizen who fully complies with laws and regulations. The Company commits to developing, promoting and leveraging the quality of life in the society and the communities in which the company is located, along with the growth of the company

#### Section 4: Disclosure and Transparency

The Company has a policy to disclose financial information and other business relating information as well as the Company's operation results which is truthful, complete, adequate, consistent and timely. The information should reflect the actual financial status and operating performance, and the future of the Company's business. By publishing such information on the company's website, both in English and Thai, and disseminating through press releases and media of the Stock Exchange of Thailand, all shareholders and other stakeholders shall receive the Company's information thoroughly and equally. Additionally, the Company shall consistently improve and change the method and practice of information disclosure to comply with the existing regulatory requirements from the Stock Exchange of Thailand and the Securities and Exchange Commission.

## Section 5: Board of Directors' Responsibilities

The Board is responsible to shareholders regarding the Company's business operation and corporate governance to achieve its goals in the direction which brings maximum benefits to shareholders, taking into account the interests of all stakeholders. The Board has a duty to comply with the law, the Company's Objectives, its Articles of Association and the resolutions of the shareholders' meeting. The Board shall perform its duties with integrity and honesty and shall vigilantly protect the interest of shareholders and other stakeholders in both short term and long term. In order to ensure that the Company's operation will be aligned with the given direction and brings maximum benefits to shareholders and all stakeholders, the Board shall oversee the creation and development of the Company's vision, mission, goal, policy, business direction, strategic operating plan and annualized budgeting. The Board shall share its opinions to clarify and create mutual understanding of business overview in prior to approval and shall monitor the administration to achieve the set goals by adhering to the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission.

### Board of Directors' Structure and the Meeting quorums

The Company's Board of Directors is composed of directors who are competent, knowledgeable with various fields of experience. With the main responsibility to consider and make decision in key issues relating to the management of the Company, all directors are free to express their idea in the meeting and to vote for resolution of each agenda with the purpose to ensure that the management and operation of the Company are rightful, efficient and transparent.

According to the Article of Associations of the Company, the Board of Directors consists of at least 5 persons of which not less than one-half (1/2) of the directors shall reside in Thailand. Provided that at least 3 persons or not less than one-third (1/3) of total directors shall be the Independent Directors.

At least 2/3 of the total member of the Board must be presented to form a quorum at the time of the Board passing a resolution.

### Role and Responsibilities of the Board of Directors

The Board of Directors has the authorized, duties, and responsibilities to manage the Company and the subsidiaries in accordance with the relevant law, the objectives and the Company's Articles of Association as well as all legitimate resolutions of the shareholders' meetings as follow:

1. To conduct their duties in compliance with the laws, objectives, articles of association and resolutions of shareholders' meetings with duty of care and duty of loyalty.
2. To formulate and approve the vision, strategies, business directions, policies, targets, guidelines, plans of work and budget of the Company and its subsidiaries as prepared by management and oversee the administration and the performance of the management or any persons assigned to do such work to ensure compliance with the policies set out by the Board of Directors.
3. To follow-up the outcome of work to ensure compliance with the plan and budget on an ongoing basis.
4. To ensure that the Company and its subsidiaries adopt and set in place an appropriate, strong and effective accounting system including an internal control and internal audit system.



5. To review the risk management procedures and policies and also follow up on the results.
6. To set in place the corporate governance policy and its effective implementation.
7. To appoint the sub-committees such as Audit Committee, Nomination, Remuneration and Corporate Governance Committee, or any other sub committees in order to assist the Board of Directors duties.
8. To appoint the senior executive positions of the Company such as Chairman of Executive Committee, Chief Executive Officer, Chief Operating Officer and Chief Financial Officer and any other senior officer as deemed necessary.
9. To appoint the Company Secretary to assist the Board of Directors in its various activities to run the business in line with the related laws and regulations.
10. To seek professional opinions from external agencies, if required in order to take appropriate decisions.
11. To encourage directors and executives to attend the seminar program of Thai Institute Directors Association (Thai-IOD) in the course that related to their duties and responsibilities.

In any case, the authorization of duties and responsibilities of the Board of Directors of the Company shall not constitute an authorization or sub-authorization which may cause the Board of Directors of the Company or its authorized person(s) to be able to approve any transaction that such person or any person who may have a conflict of interest (as defined in the notification of the Securities and Exchange Commission or the notification of the Capital Markets Supervisory Board) may have an interest or may benefit in any manner or may have any other conflict of interest with the Company or its subsidiaries, unless the approvals of such transactions are consistent with the policies and criteria approved by the shareholders meeting or the Board of Directors meeting. In order to achieve a balance of power, the position of the Chairman of the Board and that of the Group CEO are different. The Chairman of the Board of Directors is a Non-Executive Director.

### Role and Responsibilities of the Chairman

The principle role of the Chairman of the Board is to ensure that the Board is effective in its tasks of setting and implementing the Company's direction and strategy.

The Chairman plays a leadership and pivotal role in ensuring that the Board works effectively. The key roles of the Chairman are:

1. Determining the composition, size and the Board structure in order to create a balance between executive directors and independent directors.
2. Ensuring the Board and its committees are properly established, composed and operated.
3. Ensuring the effective operation of the Board and its committees in conformity with the highest standards of corporate governance.
4. Ensuring the participation of the executives, non-executives and independent directors in the Board's decision processes and activities.
5. Ensuring the whole Board plays a constructive part in developing and determining the Company's strategy and objectives.
6. Ensuring comprehensive induction programs for new directors.
7. Acting in the key role of governing the Board and fostering teamwork and mutual dedication for the sustainable success of the organization.

8. Engaging the board regularly in assessing and developing its performance and communicating expectations to directors and manage directors' performance.
9. Ensuring that the company has succession plans for senior executives.
10. Acting as Chair at the Board's and Shareholders' meetings together with setting the agenda in consultation with the directors, the Management and the Company Secretary.
11. Ensuring that Board members receive accurate, timely, and sufficient information for Board meetings.
12. Ensuring that there are sufficient channels for effective communication between the Board members, Management and shareholders.
13. Providing independent advice to the Management and Board.
14. Appointing the Company Secretary to assist with Board functions.

### Approval Authority of the Board

The Board of Directors has authority to approve the Company's activities to the extent of the duties prescribed by law, the Company's Articles of Association, Board of Directors Charter and the resolution of the shareholders' meeting. This includes the formulation and review of vision; operational strategies; operation master plan; risk management policy; annual budget and business plans; medium-term business plan; performance based operational goals; monitoring and evaluation of operation plans and capital expenditure; merger and acquisition of business; division of business and; participation in joint venture.

### Term of Office of the Directors

One-third or the proportion closest to one-third of all directors shall vacate office at each of the Annual General Meeting of Shareholders. In the first and second year after the Company was listed, a lot drawing shall be adopted. In the later years, directors holding the longest terms shall vacate office first. Any director vacating office on due term can be re-elected.

Apart from retirement upon the expiration of the term of office, the Directors shall vacate upon:

1. death;
2. resignation;
3. dispossession of qualification or possession of disqualification under the laws;
4. the meeting of shareholders resolving to remove any director prior to the expiration of his term of office with votes not less than three-fourths of number of shareholder attending the meeting and having the right to vote and the total number of shares being of not less than one half of number of shares held by shareholders attending the meeting and having the right to vote;
5. the court issuing an order to remove.

### Board of Directors' Meeting

1. Regular Board of Directors meeting will be held no less than 4 times per year and special meetings will be called as necessary. A schedule of the regular meetings will be fixed in advance for the whole year
2. Chairman of the Board of Directors and Chairman of the Executive Committee shall supervise and endorse the meeting agenda
3. Corporate Secretary is responsible for delivering meeting invitations together with meeting agenda and supporting documents to each Board member for review at least 7 days before the meeting will take place
4. During the Board meeting, a director who has a conflict of interest in the agenda shall leave the meeting room during the discussion of, and the vote on, the transaction
5. At least 2/3 of the total members of the Board must be present to form a quorum at the time of the Board passing a resolution.

### Qualification of Independent Directors

1. Holding no more than 1% of total voting shares including the shareholding of persons related to the independent directors
2. Not currently be or never been the Company's executive director, worker, employee, salaried consultant, or controlling parties. Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally related with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor. Also, the person should not currently be or never be a significant shareholder, controlling person, or partner of current auditor's auditing firm. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year. Also, the person should not currently be or never be a significant shareholder, controlling person, or partner of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.

9. Not under any conditions that may impede the person from having independent views towards the company's operations.

### Term of Officer of the Independent Directors

The tenure of an independent director of the Company should not exceed a cumulative term of 9 years from the first day of service. Upon completing 9 years, an independent director may continue to serve on the Board of Directors, subject to the Board of Directors' rigorous review of his/her continued independence.

### Company Secretary

The Company Secretary is responsible as specified in Section 89/15 and 89/16 of the Securities and Exchange Act. (No.4) B.E. 2551 which was effective on August 31, 2008 with responsibilities, careful, and honesty as well as compliance with the law, the Company's objectives, Articles of Association, Board resolution, and shareholders' meeting resolution. The duties of the company secretary as follow:

1. Prepare and maintain the followed documents'
  - a. Directors' registrars
  - b. Invitation letter and Minutes of the Board of Directors' Meeting, Annual Report
  - c. Shareholders' Meeting Minutes and Invitation letter
2. Maintain reports of interest reported by directors or executives and submit a copy of the report of interest under Section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days from the date the company received the report
3. Perform other tasks as announced by the Capital Market Supervisory Board
4. Provide basic advice to directors in matters relating to securities laws and regulations as well as the regulations of the company and follow up to ensure the correct and consistent practice Including reporting significant changes to the Board of Directors
5. Arrange for shareholders' meetings and board meetings according to the law Company regulations and good practices
6. Prepare the minutes of the shareholders' meeting and the minutes of the Board of Directors' meeting and follow up to ensure compliance with the resolution of the meeting
7. Prepare and maintain the registration of directors, Annual report, Invitation letter to the shareholders' meeting, Notice of the Board of Directors Meeting
8. Maintain reports of interest prepared by directors and executives and reports as required by law
9. Ensure that the subsidiaries comply with laws and regulations
10. Ensure the disclosure of information and information reports to regulatory agencies in compliance with laws and regulations
11. Provide timely disclosure of information necessary to the Securities and Exchange Commission and the Stock Exchange of Thailand (Both Thai and English)
12. Assist the Board of Directors Including the initial consultation and suggestions Related to the law, regulation, corporate governance and good practices related to the Board of Directors and sub-committees
13. Supporting directors to ensure that directors have the sufficient information and knowledge to perform their duties efficiently and report in the annual report
14. Develop the knowledge related to perform company secretary duties

## Sub-Committees

The Board of Directors has established committee i.e. Audit Committees, Nomination and Remuneration Committees, Risk Management Committees, and Corporate Governance Committees to perform their duties of their specific affairs and propose related issued for the Board to consider or endorse. The Board has approved the charter of each committee which set the duties and responsibilities of the committee and shall be published on the Company's website. The detail of each committee is followed;

### 1. Audit Committee

Audit Committee is established with the objectives to provide the assistant to the Board of Directors in fulfilling its oversight responsibility relating to the accuracy of the Company's financial statement, the efficiency of the internal control, and the compliance with law, regulations and the code of conduct in order to promote its Good Corporate Governance. The Committee also has a duty to review the Company's risk management and to prepare the audit committee report in the annual report.

Audit Committee comprises of at least three (3) independent directors and at least one (1) member shall be financially literate or shall have background in accounting or finance sufficiently enough to perform the duty of reviewing the accuracy of the Company's financial statements. Chairman of the Audit Committee shall be appointed by the Board of Directors or by the voting of all members of the Audit Committee.

### Role and Responsibilities of Audit Committee

1. To review and ensure that the Company's financial report is proper and with adequate disclosure in accordance with the generally accepted accounting standards, including the assurance that quarterly and annual financial reports are accurate, complete, and justifiable before the submission to the Board of Directors for approval.
2. To review and ensure that the Company has an appropriate and efficient internal control system and to annually assess the results of the internal control.
3. To ensure that the Company has complied with the securities laws and regulations of the SEC and the SET or other laws relating to the business of the Company.
4. To select and recommend to the Board of Directors the appointment of the external auditor and suggest remuneration for approval in the annual general meeting of the shareholders' meeting and to meet with the external auditor without participation of the management at least once a year.
5. To terminate the external auditor, if there are conflict of interest or effect to the Company.
6. To ensure a common understanding between the Board of Directors, the external auditor, and the internal auditor.
7. To review and disclose related party transactions or any conflict of interests as stipulated by the corresponding regulations, Company's Articles of Association, Securities and Exchange Commission Act, or the notification of the SET and disclose in the annual report.
8. To prepare a report of the Audit Committee's activities as may be required in line with SET regulation.
9. To review and revise the Audit Committee charter to properly align with the Securities and Exchange Act and the SET's regulations and guidelines
10. To consider, review, and approve the internal audit plan



11. To ensure that the internal audit department addressed all essential business control functions, proposes solutions and opinions to the management, and monitors the execution of the proposed solutions within the provided time period
12. To report the Audit Committees' operation result to the Board of Directors
13. To be empowered to call for opinions or attendance at the meeting or provision of any related documents, as the Audit Committee may deem relevant or necessary, from the management or any related staff.
14. To seek counsel from independent professionals from varying fields when deemed necessary on the expense of the Company.
15. To do any other functions as may be designated by the Board of Directors
16. To evaluate the annual performance for possible improvement

## 2. *Nomination and Remuneration Committees*

Nomination and Remuneration Committee is established with the objectives to comply with the Good Corporate Governance, the duties are mainly the consideration and determination the remuneration package of the directors, committees, and the executive management and propose for the Board of Directors before asking for the approval from the shareholders.

Nomination and Remuneration Committee comprises of at least three (3) directors and at least one-third (1/3) of the Nomination and Remuneration Committee must be independent directors and the Chairman must also be the independent director.

### **Role and Responsibilities of Nomination and Remuneration Committees**

1. To consider the succession plan for executive and top executive
  - 1.1. To recruit person who is suitability to be nominated for Chief Executive Officer, Managing Director and top executive by following the relevant law.
  - 1.2. To define the criterions for recruitment person who is suitability to be nominated for Chief Executive Officer, Managing Director and top executive.
2. The criterions need to accord with the relevant law and requirements and also the person need to have a qualification that relevant to the law and the requirements of Stock Exchange of Thailand.
  - 2.1. The Nomination and Remuneration Committee has a duty for consideration the remuneration as follow:
  - 2.2. To present the remuneration of committee and sub-committee to the Board of Director for approval and present to the shareholder meeting for approval.
3. To present the remuneration of top executive to the Board of Director for acknowledgement.
4. To consider the remuneration of executive, apart from no.3, to the Board of Director for approval and pass to the managing director for operation.
5. All sub-committee have a duty to make a self-assessment in both individual and group evaluation and report to Board of Director in order to disclose in annual report.

6. Chairman of sub-committee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report.
7. Making a sub-committee's performance report, following by the regulation of Stock Exchange of Thailand, for disclosing in annual report
8. Regularly review the charter of sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of Stock Exchange of Thailand.
9. Reporting the performance report of sub-committee to the Board of Director at least 2 times per year
10. Annually evaluate the performance report of sub-committee for the purpose of improvement process

### 3. Risk Management Committees

Risk Management Committee is established with the objectives to provide the assistant the Board of Directors to manage the risk e.g. financial risk, trading risk, and exchange rate risk by determining the risk management framework and policies as well as follow the result and propose to the Board of Director to consider and mitigate the risks.

Risk Management Committee comprises of three (3) directors and shall be appointed by the Board of Directors

#### Role and Responsibilities of the Risk Committees

1. To set up the risk management policy and framework in order to relate with the company's sustainability target and strategy between top executive and director.
2. To follow up the significant risk of organization and improve the risk management framework including with the risk identification and evaluation process.
3. To evaluated and approve the appropriate risk management plan for practicing throughout the organization
4. To follow up the strategy and major practicing risk management. According with the analysis and estimation the situation expecting to be a cause of risk and effect to the company's operation and also report to the director
5. To provide the risk management advisory for the operation
6. To create the risk awareness throughout the organization by encouraging and motivation the risk management to be a culture of organization.
7. To manipulate the risk management handbook consisting of up-to-date evaluation and management standard of risk management
8. To communicate with audit committee for the significant risk in order to connect with internal control.
9. To report the company's risk and risk management to the Board of Director at least twice a year
10. All sub-committee have a duty to make a self-assessment in both individual and group for evaluation and report to Board of Directors in order to disclose in annual report
11. Chairman of sub-committee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report

12. Making a sub-committee's performance report, following by the regulation of Stock Exchange of Thailand, for disclosing in annual report.
13. To review the charter of sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of Stock Exchange of Thailand
14. To report the performance report of sub-committee to the Board of Director at least twice a year.
15. To evaluate the performance report of sub-committee for the purpose of improvement process.

#### 4. *Corporate Governance Committees*

Corporate Governance Committee is established with the objectives to comply with the Good Corporate Governance of the public company standard which was evaluated by the external institution and report the result and suggestion to the Board of Directors to determine the relevant policies.

Corporate Governance Committee comprised of the directors and the corporate secretary totally three (3) member and shall be appointed by the Board of Directors.

#### **Role and Responsibilities of Corporate Governance Committees**

1. To set up the Corporate Governance Committee policy for Board of Director to approve and put into practice. Including following the policy behavior and also continuously and appropriately review the policy.
2. To assign to have an annually performance evaluation for Chairman of board of director, committee in both individual and as a whole and also sub-committee.
3. To build a reliability of Corporate Governance process by having a rightful financial statement, following the law and ethic as well as having a good relationship with customers, supplier and stakeholders.
4. To Build a reliability of Corporate Governance process by having a suitable protection and reducing conflicts of interest process in order to get the most beneficial for company and shareholder.
5. All sub-committee have a duty to make a self-assessment in both individual and group for evaluation and report to Board of Director in order to disclose in annual report
6. Chairman of subcommittee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report
7. To make a sub-committee's performance report, following by the regulation of Stock Exchange of Thailand, for disclosing in annual report
8. To review the charter of sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of Stock Exchange of Thailand
9. To report the performance report of sub-committee to the Board of Director at least twice a year
10. To evaluate the performance report of sub-committee annually for the purpose of improvement process

### Performance Evaluate of the Board

The Board of Directors shall perform self-evaluation of the Board performance on annual basis so that the directors have an opportunity to review the achievements, issues and obstacles during the year which shall enhance the effectiveness of the Board. The Company has designed the “Board self-evaluation form” by using the principles of good corporate governance guided by the Stock Exchange of Thailand.

### Remuneration of Member of the Board and Sub-Committees

The Company shall decide proper remunerations of members of the Board and Committee Member based on the comparison with director’s remuneration by the leading listed companies and other companies in the same industry with the consideration of the Company performance as well. All directors’ remunerations in the Board and of each Committee must be approved by the shareholders’ meeting.

## Section 6: Connected Transactions

The Company has recognized the importance of undertaking business transactions transparently and only for the benefit of the Company. Therefore, the Company sets a policy to focus on preventing transactions which may lead to a conflict of interest, connected transactions and intercompany transactions, with following details.

1. Management and all employees must strictly follow the Company's Code of Conduct to build the reliable and trustworthy reputation of the Company among all stakeholders. Dissemination of the Code of Conduct must be done regularly to ensure same understanding and same practice among all employees.
2. Directors and management must notify the Company of any relationship or connected transaction which may lead to a conflict of interest.
3. Connected transactions must be reported to the Audit Committee to consider and give their opinion before proposing for approval to the Board or to the shareholders' meeting. The process must be complied with the principle of corporate governance and the regulatory requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission.
4. To review and consider the connected transactions, the Company may appoint independent appraiser or independent financial advisor (as the case may be) to give the opinion in the material connected transactions.
5. To enter into any connected transaction, the Company will set the price and conditions based on the arm's length method to ensure fair, reasonable and highest benefit to the Company.
6. Directors or management who have an interest in the connected transaction shall not approve or vote for resolution of such transaction and its related matters.



## Section 7: Anti-Corruption and whistle blower policy

Corruption means a behavior in which one performs or refuses to perform the assigned duties or misuses one's position or power to dishonestly or unlawfully seek any types of personal interests such as offering or accepting bribery, proposing an offering, promising or agreeing to give, demanding or accepting money, assets or other inappropriate benefits from government officers, government sectors, private sectors or any other related parties so that such person could proceed or disregard his/her function in order to acquire the business or achieve any improper benefits in business transactions with the exception of the cases in which it is permitted by law, regulation, statement, standard, custom or business tradition.

### 1. Roles and Responsibilities

- 1.1. The Board of Directors is responsible for determining the policy and ensuring that an effective system existed in supporting anti-corruption within the organization to ensure that anti-corruption mindset has been developed and cultivated as part of the Company's culture among every member of the organization.
- 1.2. The Audit Committee is responsible for revising financial and accounting reports, internal control system, internal audit system and risk management system to ensure they are appropriate and effective, including overseeing any whistleblowing concerning an act of corruption committed by any member within the organization, participating in the investigation procedure and reporting to the Board of Directors in order jointly seek proper disciplinary action or solution.
- 1.3. Corporate Governance Committee is responsible for giving advice and monitoring corporate compliance with the defined Corporate Governance Policy, Code of Business Ethics as well as Anti-Corruption Policy and related measures.
- 1.4. Risk Management Committee is responsible for conducting risk assessment relating to corruptions, including determining preventive measures to minimize corruption-related risks which shall further be presented to the Audit Committee and Corporate Governance Committee.
- 1.5. The Executive Committee, Managing Director and the Management are responsible for implementing the defined Anti-Corruption Policy by determining an effective system for supporting such policy as well as communicating with the employees and related parties, including reviewing the appropriateness of the system and related measures to ensure they are consistent with the current changes in business, regulation, standard and law.

### 2. Anti-Corruption Policy and Related Practice

The Company shall not tolerate any forms of corruption and shall be applicable to all businesses and transactions in every country worldwide and every relevant function. The Board of Directors, the Management and employees of Thai Plaspac Public Company Limited including subsidiaries must strictly comply with the defined Anti-Corruption Policy and are prohibited from being involved with any forms of corruption either directly or indirectly.

- 2.1. No staff shall behave in a way which demonstrates clear intention of committing an act of corruption, offering or accepting bribery from government or private sectors or relevant stakeholders in order to acquire or maintain the business or competitive advantages or for personal interests or interests of any related parties.

- 2.2. No staff shall be negligent or ignorant toward any act of corruption involved directly with the Company and must notify their supervisors or responsible person and provide full cooperation during investigation.
- 2.3. The Company shall ensure fairness and protection of all staffs that deny or report corruption cases to Company as specified in the Protection Policy for appellants or whistleblowers.
- 2.4. Any act of corruption shall be considered as equivalent to misconduct against the Company's Code of Conduct and shall be liable to disciplinary actions as per the Company's rules and regulation. Legal punishment may also be enforced if such act is a legal violation.
- 2.5. The Company recognizes the importance of communicating and building knowledge and understanding among those involved in or affected by the Company's business operations regarding compliance with the defined Anti-Corruption Policy
- 2.6. The Company constantly ensures that appropriate and efficient audit procedure and internal control system existed within the organization in order to prevent corruptions.
- 2.7. The Company has developed human resource management system which clearly demonstrates its commitment in fighting against corruptions starting from recruitment, training, performance evaluation to remuneration and promotion processes.
- 2.8. To stress the attention on processes which incur high risk of corruption, the Board of Directors, the Management and employees of every level must conform carefully in the following course of actions:
  - 2.8.1 Political Contributions

Political contributions mean to give support in a form of money, items and/or participate in certain activities, including encouraging the employees to be involved in political activities on behalf of the Company in order to acquire business advantages. The following guideline of practice has therefore been developed:

    - 1) The Company shall operate its business with political neutrality by avoid supporting or acting in favor of any political party in particular.
    - 2) The Company shall not provide financial support or items to any political parties, politicians or candidates of any political party to gain business benefits.
    - 3) All employees shall have the right to participate in political activities as stated in the Constitution of Thailand but shall not make any claims of being the Company's staff or use the Company's assets, equipment or tools for the benefits of their political activities. Employees involved in any political activities must make sure that their actions will not mislead others to think that the Company is assisting or acting in favor of any political parties.
  - 2.8.2. Donation and Sponsorships
    - 1) Donation in a form financial aid or others such as knowledge or time sharing, etc. can be carried out by the Company as part of corporate social activity, including public relations and building good organizational image without expecting any business benefits.

- 2) Sponsorship either in a form of money or property for any activity or project must be transparent and in compliance with stipulated laws and must only identify the name of the Company. All sponsorships must be approved according to the Company's regulation and must not have a hidden purpose of commercial advantages by confirming that such transaction shall not be claimed as bribery.

All sponsorships must be given to support only those activities with business goals or for the Company's good image and can be done in various forms such as sponsorship for cultural activities, social and environmental activities or education and sports activities.

#### 2.8.3. Gift and Entertainment

The Company recognizes that building good relationship with business alliance is essential to driving continuous business success for the Company. Hence, following guideline of practice has been developed:

- 1) The directors, executives and employees of the Company are allowed to offer gifts and entertainment to business alliance under the following conditions:
  - I. Such act must not be done in a manner which aims to influence or reward any persons in order to gain inappropriate or hidden benefits or assistance.
  - II. Must abide by relevant laws, including regulations and requirements specified by the Company.
  - III. Must be given in the name of the Company only and transparently.
  - IV. Must be of appropriate type and value. For instance, no gifts or entertainment should be given to government officials, employees or relevant agencies during bidding process.
  - V. Appropriate for the situation. For instance, gifts can be given during special holiday season as it is customary.
- 2) The Board of Directors, the Management and employees of the Company are allowed to accept gifts or any other benefits given as part of special holiday season or traditional practice as long as the value of the gift does not exceed 3,000 Baht and must not be in cash or cash equivalents such as gift voucher. In the event it is unavoidable to accept such gift or benefit, the receiver must immediately notify their supervisor and prepare a gift acceptance and handover report to be submitted to the Company's Administrative and Secretary Office in order to be used in rewarding the employees on special holiday seasons or making public donation as deemed appropriate.

### 3. Measures and Communication Channels for Whistleblowing/Complaints

The Company has determined measures for whistleblowing or raising complaints concerning any misconduct done by any director, executive or employee within the organization that is in violation of the laws, Code of Business Ethics or any behavior that may lead to corruptions. Various channels of communication have been provided so that the employees and stakeholders can conveniently and appropriately report incidents or raise complaints with the Company. The whistleblower or complainant must notify the details of the incident or complaint including their contact address and phone number through the provided channel.

3.1. The Company has arranged several communication channels for whistleblowing / complaints concerning corruption as follow:

- Postal mail  
Secretary Center  
Thai Plaspac Public Company Limited  
4<sup>th</sup>, floor Thai Plaspac Public Company Limited, No.77 Soi Thian Thaley 30, Bang Khun Thian-Chay Thaley Road, Tha Kham, Bang Khun Thian, Bangkok, 10150.
- Email:  
Secretary Center: [Secretary@tpacpackaging.com](mailto:Secretary@tpacpackaging.com)  
Compliance: [ethics@tpacpackaging.com](mailto:ethics@tpacpackaging.com)
- Company's website: [www.tpacpackaging.com](http://www.tpacpackaging.com)
- Suggestion / comments / complaints box available within the Company.

## Section 8: Human Rights

### Human Rights Policy

The Company has a policy and standards that prohibit violating human rights, and everyone working for the Company is expected to uphold these principles. Following by

1. Treat employees with respect for their rights and duties, and the Company will recruit people directly, rather than using contractors, to work on all aspects of its production.
2. Encourage adherence to the preservation of human rights. Avoid engaging in practices that violate human rights, such as forced labor and child labor.
3. Support democracy and promote staff in exercising their right to vote.
4. Openly demonstrate to partners and stakeholders regarding to intention to human rights policy.

### Labor Equitable Treatment

The Company defines policies and follows them because we value our employees as a valuable resource.

1. Employment and Labor Relations fair and lawful employment contracts and a welfare committee have been established, in addition to considering employees regardless of gender, age, or nationality to take care the welfare of the workforce.
2. The Company places a high priority on workplace safety and conditions. At all levels, exercise caution and carry out your responsibilities correctly in line with safety guidelines. Providing yearly trainings to expand employee's knowledge, along with yearly physicals for all workers.
3. Handle every employee equally no discrimination of gender, education level, or nationality according to the Company policies that have been authorized by the Department of Labor.



## Code of Conduct Of Thai Plaspac Public Company Limited and Subsidiaries

- **Policy on Conflict of Interest**

- (1) Employees should avoid any action that against the interests of the company, either in the from contacts with your company's trade partners, such as partners, customers, competitors, or from using opportunities or information gained from being a director, or employees in their own interests, and doing business that competes with the company, or doing other work than the work of the company This has a detrimental effect on function on duty.
- (2) Employees shall refrain from holding shares in the Company's competitors. In the case where an employee has acquired shares prior to employment, or before the company goes into business, or acquired by way of inheritance employees must report to hierarchical bosses.

- **Policy on treatment and use of company's assets (Corporate Assets Policy)**

- (1) Employees have the duty and responsibility to keep the Company's asset intact, to avoid possible loss, damage and use of tangible asset, and intangible asset, such as movable property, real estate, technology, knowledge, patent, copyrights, and confidential information, not to publicly disclosed include business plans, financial, human resources
- (2) All employees should avoid disclosure, or the use of confidential information is strictly prohibited.

- **The policy of giving or receiving gifts, or entertainment (Gifts and Entertainment Policy)**

- (1) Do not accept, or agree to receive money, goods or other benefits from business related parties.
- (2) Employees may receive or give gifts according to the traditional. By receiving a gift, it must not affect any business decision.
- (3) The recipient of the gift should be worth not over Baht 3,000 and should not be cash or cash equivalents.
- (4) If employees receive gifts on a customary occasion, with value beyond the normal range from business related to the company. Report to hierarchical bosses.
- (5) Giving or receiving gifts, it can be done if done with transparency, or in an open or accessible way

- **Policy on trading of securities of the company And data usage Inside (Securities Trading and Inside Information Policy)**

- (1) Employees should avoid using inside information. For their sake in Buying or selling of the company's shares, or provide internal information to others.
- (2) Employees should report their transaction trading of company's securities. To prevent buy or sell stocks using inside information.
- (3) Employees should not buy or sell shares of the company at the time prior to the release of the financial statements, or publish company status include other important information, and should wait at least 24 hours after the disclosure to the public.

- **Policy on customer and product quality. (Customer Relations and Product Quality Policy)**
  - (1) Deliver good quality products that meet or exceed customer expectations under fair conditions.
  - (2) Provide accurate and adequate information on products and services to customers. To provide customers with enough information to make a decision without any exaggeration both in advertising, or in other communication channels with customers, which causes customers to mislead about the quality, quantity or any conditions of goods or services
  - (3) Maintain customer confidentiality and do not use it for their own benefit.
  - (4) Proper response to customer needs, and provide a system and channels for customers to complain about the quality of goods and services effectively.
- **Policy and Treatment for Partners And / or creditor (Suppliers/Creditors Policy)**
  - (1) Equitable and fair dealing with counterparties, or creditors based on fair return to both parties. Follow the contract, or conditions Agreed strictly. If any of the conditions cannot be fulfilled. It shall be notifying the partner, or creditors in advance to work together to find out the solutions.
  - (2) In Business Negotiation, do not receiving or paying any interest. That is not dishonest in trading with trading partners, or creditor. If there is information on whether to call, or receive any benefits. Disclose details to partners, or creditor to solve the problem in the fair and fast matter.
  - (3) Report accurate, complete, and timely financial information to creditors regularly.
- **Policy and Practice on Competitors (Rivals Policy)**
  - (1) Fairly compete to competitors.
  - (2) Not seeking any inappropriately confidential information of competitors, such as bride employees of competitors.
  - (3) Do not ruin the reputation of a competitor with malicious accusations
  - (4) The Company shall not make any agreements with competitors or anyone in reducing or restricting trade competition.
  - (5) The Company personnel shall beware of contact with competitors or competitors' personnel and shall not reveal or neglect the confidentiality of the company fallen to the competitors.
- **Employee Behavior and Other Employee Treatment Policies (Employee Practice Policy)**
  - (1) Perform duties with integrity, and transparency.
  - (2) No gift shall be given to supervisors, or accepted from supervised employees
  - (3) Respect for the rights of other employees including management.
  - (4) The supervisor shall respect by the employee. Employees should not do anything that not respect to the bosses.
  - (5) Be disciplined and comply with corporate regulations, and a good tradition whether stated in writing or not.
  - (6) Create and maintain an atmosphere of harmony, and solidarity among employees.
  - (7) Avoid any action that may affect the reputation and image of the company, or a problem for the company later.

- **Corporate Social Responsibility Policy (Environment and Community policy)**

- (1) Responsibility and commitment to environmental protection as well as customs to the local tradition of the company is located.
- (2) Carry out activities to contribute to social, community and environmental development. To make the community where the company is located is a better quality of life. Both self-operated and collaborating with state and community.
- (3) Prevent accidents and control of emissions to a level below acceptable standards.
- (4) Rapid and effective response to environmental and community events, due to the operation of the company by fully cooperating with government officials, and related agencies.

## APPENDIX 6 Report of Audit Committee

Report of Audit Committee

Report of the Audit Committee It appears in Section 8.2, page 101

**TPnC**  
PACKAGING





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