

Board of Directors

The Company appoints no less than 5 Directors (in compliance with the Public Company Act) to be on the Board with the following qualifications:

1. Is a natural person (non-juristic person)
2. Has attained legal age
3. Not being bankrupt, incompetent or quasi-incompetent
4. Has never served any prison term by a final judgment of a court for misconduct from fraudulent acquisition
5. Has never been expelled or dismissed from the civil service or from government organizations or agencies for fraud.

The Company's Board of Directors consists of 12 members as follows:

- Non-executive Directors	4	persons
- Audit Directors (independent director)	4	persons
- Executive Directors	4	persons

The structure of Board of Directors and corporate administration has been established with an audit practice and appropriate balance of power of non - executive directors.

The Board of Directors consists of 4 independent directors, or 33.33 % of the entire Board which is the stipulated standard (one third or 33.33%) by the Capital Market Supervisory Board. Moreover, the Board also has one independent director who is female.

The Board of Directors consists of 4 independent audit directors with duties and responsibilities as stipulated by regulations of the Stock Exchange of Thailand with knowledge and experience in auditing the credibility of financial statement, including other duties as being concurrently on the Audit Committee.

Furthermore, there are 4 directors on the Board who are non-executive directors with related business experience.

Name list and position including number of meetings and attendance are shown on page 66-67 of this annual report.

Profile of directors is shown on page 8-17 of this annual report.

Tenure of the company's directors, executives and authorized persons in the related companies can be observed on page 68-71 of this annual report.

The Authority of Board of Directors

Two out of the following seven directors shall co-sign and affix the company's common seal :

1. Mr. Boonkiet Chokwatana
2. Mr. Thamarat Chokwatana
3. Mr. Manu Leelanuwatana
4. Mr. Somphol Chaisiroj
5. Ms. Munchusa Terapongpipat
6. Mrs. Kobsuk Saengsawad
7. Surat Wongrattanapassorn Ph.D.

All directors and management have no disqualified characteristics and no criminal records.

Company Secretary: Mrs. Duangrudee Milintanggul

Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors, consisting of knowledgeable, capable, and diversely-experienced individuals, with expertise that benefit the Company. The Board possesses full understanding of their role, obligations, responsibility and leadership, including in terms of defining a clear vision for the company. They have complete independence in expressing their opinions and decision-making, so as to ensure business is conducted in order to achieve company objectives which optimize benefits to the company and shareowners. The Board of Director administrates the company by defining corporate Vision / Mission, Objectives, Strategies, Execution plans including annual financial plans in order to achieve the set targets. Good corporate governance is also used as a business management tool to increase added value to the business and shareowners.

The Company's Board of Directors monitors administrative performance of the Management team through a policy that assesses progress of work and the Company's business performance, as well as the share ownership of Directors and executives, all of which is to be reported to the Board meeting on a monthly basis. At the same time, it is also incumbent on the Board of Directors to approve the following year's corporate vision/mission, targets, strategies, plans and budget.

The Board and corporate management have performed their duties in the best interests of the company and shareowners under the current well-defined, balanced and auditable administrative structure.

In the past year, there was no record stating that the Company :

- committed any gross violation;
- committed any fraudulent and unethical conduct;
- had any case that a non-executive director resigned due to any corporate governance issue;
- had any case bearing negative impact on reputation due to failure in the discharge of duties as a member of the Board of Directors.

Executive Directors

As of 31 December 2019, the Company has 15 executives. The list of executives and their respective responsibilities, share-owning and meetings of the Board of Directors are shown on Page 66-67 in this annual report.

Their resumes are on Pages 8-17 in this annual report.

Company's Secretary

In order to provide efficient administration in accordance with the policy on good corporate governance, the Company has appointed Mrs. Duangrudee Milintanggul, who possesses the required qualifications and appropriate experience, to be responsible as Company Secretary as of September 1, 2009.

The Company Secretary has duties and responsibilities as follows:

1. To provide primary advice to the Board of Directors concerning legal matters, Company's rules and regulation including monitoring its operation to ensure compliance. In addition, she would report significant changes (if any) to directors as well.
2. To coordinate between the Board of Directors and management, provide supervision and coordination on legal matters including relevant rules & regulations, as well as to monitor and ensure that appropriate actions are taken according to the Board's resolutions.
3. To hold Shareowners' and the Board of Directors' meetings in compliance with the relevant laws, Company's Articles of Association and other normal practices.
4. To record the minutes of Shareowners' and the Board of Directors' meetings and monitor the implementation of such resolutions.
5. To coordinate with responsible agencies in charge of the SEC and SET, and take charge of disclosure and reporting of information to the public, in so far as regulations of the SEC and SET are concerned and legally binding.
6. To provide and keep the following documents;
 - Directors registration
 - Invitation letter and Minutes of the Board of Directors' meeting
 - Invitation letter and Minutes of shareowners' meeting
 - Report on the trading of Company shares by Directors and Executives
 - Annual report
 - Form 56-1
7. To keep and maintain reports of interests submitted by the Directors or Executives, as well as send copies to the President and Chairman of the Audit Committee within 7 days from the day of receipt.
8. To organize orientation and provide guidance to newly-appointed board members.
9. To communicate with general shareowners to ensure that shareowners have complete and continual knowledge and understanding of their rights including access to the Company's news and information.
10. To undertake other responsibilities as regulated by SEC and assigned by the Company.

Profile in brief

Name-Surname	:	Mrs. Duangrudee Milintanggul
Education	:	Bachelor in Business Administration & Economics, Kasetsart University
Training Background	:	<ol style="list-style-type: none"> 1. Strategic and Appreciative Business Development Program : THE MASTER 4 organized by Institute of Strategic and Appreciative Business Development 2. Company Secretary Program (GSP 31/2009) 3. Financial Statements for Directors (FSD 6/2009) organized by the Institute of Directors (IOD) 4. Registered Lead Auditor (QMS, EMS, SA 8000) organized by the IRCA, UK 5. Ethics and Corporate Sustainability organized by I.C.C. International Plc. 6. Transfer Pricing Legislation [Amendment of the Revenue Code (Version 47) B.E. 2561] organized by the Saha Group Accounting and Finance Management Club

Work Experience

:

Present

1. Member of the Corporate Governance Committee
2. Member and Secretary of the Risk Management Committee
3. Corporate System Development Manager
4. Quality Management Representative (ISO 9001)
5. The Company's Secretary and Investor Relations
6. Secretary of the Company's Audit Committee
7. Secretary of the Company's Nomination Committee
8. Secretary of the Company's Remuneration Committee

Former

1989-1995 Sales & Marketing ; Bayer Thai Co., Ltd.

1995-2002 Registered Auditor (QMS, EMS, SA 8000); SGS (Thailand) Ltd.

2002-2003 Registered Auditor (QMS, EMS, SA 8000); RWTUV (Thailand) Ltd.

Remuneration Directors and Executives

1. The monetary remuneration in 2019 for the operating year 2018

(a) Remuneration for directors of the board including gratuity, conference allowance. (A)

Remuneration for directors of sub-committees including conference allowance. (B)

Name	Position	Remuneration Directors * (Baht)			
		(A) Board of Directors	(B) Audit Committee/ Corporate Governance Committee	(B) Remuneration Committee/ Nomination Committee/Risk Management Committee	Total
1. Boonkiet Chokwatana	Chairman	1,310,000		40,000	1,350,000
	Executive Chairman				
	Remuneration Committee Chairman				
	Nomination Committee member				
2. Thiraphong Vikitset, Ph.D.	Audit Committee Chairman and Independent Director	546,000	110,000		656,000
3. Thamarat Chokwatana	Managing Director	1,288,000		128,000	1,416,000
	Vice Executive Chairman				
	Remuneration Committee member				
	Nomination Committee member				
4. Amorn Asvanunt	Independent Director and Audit Committee Member	496,000	96,000	80,000	672,000
	Risk Management Committee member				
5. Nophorn Bhongsvej	Independent Director and Audit Committee Member	488,000	136,000		624,000
	Corporate Governance Committee Chairman				
6. Assoc.Pro.Dr.Seri Wongmonta	Director	480,000			480,000
7. Duangphorn Sucharittanuwat	Independent Director and Audit Committee Member	496,000	96,000		592,000
8. Manu Leelanuwatana	Director	496,000		24,000	520,000
	Nomination Committee member				
9. Somphol Chaisiroj	Director	488,000			488,000
10. Munchusa Terapongpipat	Director, Nomination Committee member	496,000	40,000	128,000	664,000
	Risk Management Committee member				
	CG Committee member				
	Remuneration Committee member				
11. Kobsuk Saengsawad	Director	488,000			488,000
12. Surat Wongrattanapassorn, Ph.D.	Director	496,000			496,000
Total		7,568,000	478,000	400,000	8,446,000

Remark : * Number of meetings attended by Directors of the Board and executives are based on their year of service since being elected during the shareholders' meeting, by taking into account of the meeting date which regularly falls in April of every year.

(b) Remuneration for the executive directors and the first 4 directors of the executive board ranking from the Managing Director and all other executives equivalent in rank to the 4th executive, totaling 15 persons amounted to Baht 61,311,060 including salary, gratuity, allowance and conference allowance.

2. Other remuneration

- Other remuneration for directors - None -
- Other remuneration for directors and senior management

The Company and employees have jointly set up a Provident Fund according to the Provident Fund Act of 1987 on June 3, 1996 with the registration No. 41/2539. The Company has authorized a certified fund manager to manage the Fund by withholding from the employees' payroll and Company contribution. Directors and senior management will receive their eligible portions upon legitimate separation from the Company.

Criteria in considering directors' remuneration are as follows

1. To perform the duties of Company's director (Member, Board of Directors)

- Annual Remuneration (Gratuity) paid to every director.
- Conference Allowance paid to attending directors.
 - Chairman 10,000 baht / meeting
 - Director 8,000 baht / meeting
- Director fee (only paid to the Chairman)

2. To perform the duties of Director of the Audit Committee.

- Conference Allowance paid to attending directors.
 - Chairman 10,000 baht / meeting
 - Director 8,000 baht / meeting

3. To perform the duties of Director of the Remuneration Committee, Nomination Committee, Corporate Governance Committee and Risk Management Committee conference allowance shall be paid to attending directors at Baht 8,000 each per meeting.

Benefits, Shares, Debentures awarded to Directors by the Company in 2019

- None -

Other privileges awarded to Directors by the Company

- None -

Details reported to the Company by Directors

Direct or indirect profits or losses as a result of any agreement made by the Company during the accounting year.

- None -

Shares held by Directors and Executives in the Company and in affiliated companies

- Shares held by Directors and Executives in the company (including shares held by their spouse and children who are still minors) increase / decrease during the past year as stated on page 65 of this annual report
- Shares held by Directors in affiliated companies.
- None -

Human resources

Number of employees and remuneration

As of 31 December 2019, the Company has 4,769 employees and made payments of 1,497,648,117 .- Baht in annual salary, commission, including short and long term remuneration in the form of retirement bonus and Provident Fund payout.

- Employee Compensation

The Company and employees have jointly set up a Provident Fund according to the Provident Fund Act of 1987 on June 3, 1996 with the registration No. 41/2539. The Company has authorized a certified fund manager to manage the Fund by withholding from the employees' payroll and Company contribution. Employees will receive their eligible portions upon legitimate separation from the Company.

Number of employees and remuneration

Description	Number of employees	Remuneration (Baht)
Office Staffs	1,553	743,401,979
Sales persons	3,216	754,246,138
Total	4,769	1,497,648,117

Significant change in the number of personnel or major labor dispute in the past 3 years - None -

Policy in human resource development

The Board of Directors recognizes that employees are a valuable resource and the major driving force which enable the organization to achieve success. Therefore, it has formulated policies and procedures regarding development of their knowledge and capabilities.

In addition to staff development rendering professional growth in their career path, the Company also attaches importance to taking care of all its employees in the organization through fair treatment thereby establishing a remuneration policy as one of its strategy to retain employees who are knowledgeable and capable, with senior executives heading each division being responsible for reviewing and considering annual remuneration in comparison with that of other businesses in similar industries based on fairness, in accordance with the Company's operational results in relation to employees' performance.

Employees Development Policy and Activities as stated in the 2019 Sustainability Report of the Company.

Shareowning of Directors and Executives

Name		December				Increase (Decrease)
		2019		2018		
		Shareowning		Shareowning		
		Directors / Executives	Spouse / Minor Children	Directors / Executives	Spouse / Minor Children	
1. Boonkiet	Chokwatana	5,903,810	167,790	5,894,710	167,790	9,100
2. Thamarat	Chokwatana	1,787,210	64,501	1,787,210	64,501	-
3. Thiraphong	Vikitset, Ph.D.	-	-	-	-	-
4. Amorn	Asvanunt	-	-	-	-	-
5. Duangphorn	Sucharittanuwat	-	-	-	-	-
6. Nophorn	Bhongsvej	-	-	-	-	-
7. Assoc. Prof. Dr. Seri	Wongmonta	-	-	-	-	-
8. Manu	Leelanuwatana	-	12,440	-	12,440	-
9. Somphol	Chaisiroj	63,340	-	63,340	-	-
10. Munchusa	Terapongpipat	12,510	-	12,510	-	-
11. Kobsuk	Saengsawad	1,420	-	1,420	-	-
12. Surat	Wongrattanapassorn, Ph.D.	20,000	-	20,000	-	-
13. Chailada	Tantivejakul	83,450	-	-	-	83,450
14. Ramida Russell	Maneesatiean	10,000	-	10,000	-	-
15. Bussabong	Mingkwanyeon	680	-	680	-	-
16. Viritpol	Chaithavornsathien	-	-	-	-	-
17. Nonglaks	Techaboonanek	-	-	-	-	-
18. Pennapha	Dhanasarnsilp, D.B.A.	6,100	10,000	6,100	10,000	-
19. Nattapat	Petchratanaporn	10,000	-	10,000	-	-
20. Khanisorn	Suyanand	540	-	540	-	-
21. Kityaporn	Chaithavornsathien	5,985,160	-	5,985,160	-	-
22. Sawat	Posinsomwong	-	-	-	-	-
23. Thitipoom	Chokwatana	1,465,600	-	1,465,600	-	-
24. Pairoj	Hirunwongsawang	6,970	-	6,970	-	-
25. Pranut	Vesaruchavit	-	-	-	-	-
Total		15,356,790	254,731	15,264,240	254,731	92,550

Note : # 7 is no longer a Director since 22 April 2019
13 was promoted to be a Director on 22 April 2019
25 is no longer Vice President Div. R since 1 June 2019

Chart displaying Directors and Executives's position and attendance to the meetings

Name	Office period of company's Directors (end Dec31, 2019) (Year)	Position							Executive Committee (EC)
		Board of Directors (BOD)	Audit Committee (AC)	Remuneration Committee (RC)	Nomination Committee (NC)	Risk Management Committee (RMC)	Corporate Governance Committee (CG)		
1. Boonsithi Chokwatana					Chairman				
2. Boonkiet Chokwatana	46	Chairman and Executive Chairman		Chairman	√			Chairman and Executive Chairman	
3. Thamarat Chokwatana	20	President and Vice Executive Chairman		√	√	√		President, Vice Executive Chairman and Vice President Div.G, N, S	
4. Thiraphong Vikitset, Ph.D.	20	√	Chairman						
5. Amorn Asvanunt	38	√	√			Chairman			
6. Nophorn Bhongsvej	5	√	√				Chairman		
7. Duangphorn Sucharittanuwat	8	√	√						
8. Manu Leelanuwatana	15	√			√				
9. Somphol Chaisiroj	10	√							
10. Munchusa Terapongpipat	4	√		√	√	√	√	Vice President Company Administration Div.	
11. Kobsuk Saengsawad	4	√							
12. Surat Wongrattanapassorn, Ph.D.	3	√						Vice President Information and Technology Div.	
13. Chailada Tantivejakul	1	√							
14. Assoc. Prof. Dr. Seri Wongmonta									
15. Ramida Russell Maneesatien								Vice President Div. B	
16. Bussabong Mingkwanyeon								Vice President Div. H	
17. Viritpol Chaithavomsathien								Vice President Div. I	
18. Nonglaks Techaboonanek								Vice President Div. M, O	
19. Pennapha Dhanasarnsilp, D.B.A.								Vice President Div. V	
20. Nattapat Petchratanaporn							√	Vice President Accounting Finance Div.	
21. Khanisorn Suyanand									
22. Kityaporn Chaithavomsathien									
23. Sawat Posinsomwong									
24. Thitipoom Chokwatana									
25. Pairoj Hirunwongsawang									
26. Yauwaluk Namakorn						√			
27. Yothin Suwanket						√			
28. Duangrudee Milintanggul						√	√		
29. Pranot Vesaruchavit									
30. Pitacha Poosunthornsri									
Total		12	4	3	5	6	4	10	

A Executives	B Attendance to the Meetings								Attendance to the 54 th shareowner's meetings 2019
	BOD's meeting	AC's meeting	RC's meeting	NC's meeting	RMC's meeting	CG's meeting	EC's meeting		
	12 meetings/year	12 meetings/year	2 meetings/year	3 meetings/year	11 meetings/year	5 meetings/year	Primary Meeting 23 meetings/year	Secondary Meeting 23 meetings/year	
				3/3					√
√	11/12		2/2	3/3			20/23	23/23	√
√	11/12		2/2	3/3	11/11		21/23	20/23	√
	12/12	11/12							√
	12/12	12/12			10/11				√
	11/12	12/12				5/5			√
	12/12	12/12							√
	12/12			3/3					√
	11/12								√
√	12/12		2/2	3/3	11/11	5/5	23/23	23/23	√
	11/12								√
√	12/12						22/23	22/23	√
									√
	10/12								√
√							18/23	17/23	
√							21/23	20/23	√
√							19/23	13/23	√
√							21/23	20/23	√
√							20/23	21/23	√
√						5/5	23/23	22/23	√
Vice President Div. A									√
Vice President Div. D									√
Vice President Div. W									
Vice President Div. X									√
Vice President Sales Administration Div.									√
					11/11				√
									√
					11/11	5/5			√
					11/11				√
					11/11				√
15									25

Notes : # 3 was promoted to be Vice President Div. N on 1 January 2019
 # 13 has taken the office as a member of the BOD since 22 April 2019
 # 14 is no longer the Independent Director since 22 April 2019
 # 27 was promoted to be a member of the Risk Management Committee since 17 May 2019
 # 29 is no longer a Vice President Div. R nor a member of the Risk Management Committee since 1 June 2019
 # 30 is no longer a member of Risk Management Committee since 17 May 2019

(A) Company's executives as announced by The Securities and Exchange Commission (SEC)
 (B) Number of meeting attended by the Board of Directors and Executives are based on their year of service since being elected during the shareowners' meeting by taking into account of the meeting date which regularly falls in April of every year

The Profile of Directors, Executives and Regulators in subsidiary, associated and other related companies

Name	Position							
	Boonkiet Chokwatana	Thamarat Chokwatana	Thiraphong Vikitset, Ph.D.	Amorn Asvanunt	Nophorn Bhongsvej	Duang-phorn Sucharittanuwat	Manu Leelanuwatana	Somphol Chaisiroj
1. I.C.C. International	A,E	C, EC	AC	AC	AC	AC	F	F
2. Textile Prestige							A	
3. Thai Wacoal		F					A	
4. Thanulux		B					A	
5. People's Garment	A							
6. Far East Fame Line DDB				AC				
7. Sahapathanapibul		F						
8. Saha Pathana Inter-Holding	F				AC		EF	
9. S&J International Enterprises	A			AC				
10. O.C.C.							F	
11. Champ Ace	A	F						
12. International Laboratories		F						
13. I.D.F.								
14. International Commercial Coordination		F						
15. Can	F	F						F
16. Pan Asia Footwear	A							
17. Bangkok Tokyo Socks							A	
18. First United Industry		F						
19. Koraj Wattana	A	F						F
20. Sun and Sand	F	F						A
21. D F Inter		F					A	
22. Company Assets Saha		F						
23. Thai Gunze							A	
24. Tiger Distribution & Logistics	A							
25. Thai Cubic Technology	A							
26. Better Way (Thailand)	A		F					
27. Paknumpo Wattana	F							F
28. Maharachapreukuk	F	F						F
29. Sukhatasana	A							
30. Thai Itokin	A							
31. Intersouth	F	F						
32. Intanin Chiangmai	F	F						
33. Eastern I.C.C.	F	F						F
34. Raja Uchino							A	
35. Thai Arusu		F					A	

Remarks: A = Chairman B = Vice Chairman C = President AC = Audit Committee Chairman EC = Director and Executive Vice President
 D = Director Manager E = Executive Chairman F = Director DE = Vice President FC = Director Advisor
 I = Vice President Division EF = Executive Director

Name	Position													
	Munchusa Terapongpipat	Kobsuk Saeng-sawad	Surat Wongrat-tana-passorn, Ph.D.	Challada Tantive-jakul	Khanisorn Suyanund	Ramida Russell Maneesat-tian	Kityaporn Chaithavom-sathien	Bussabong Mingkwan-yeon	Viritpol Chaithavom-sathien	Nonglaks Techa-boon-anak	Pennapha Dhanasarn-silp, D.B.A.	Thitipoom Chok-watana	Pairoj Hirunwong-sawang	Nattapat Petchrata-naporn
1. I.C.C. International	F	F	F	F	I	I	I	I	I	I	I	I	I	I
2. Textile Prestige														
3. Thai Wacoal										EF				
4. Thanulux														
5. People's Garment									F					
6. Far East Fame Line DDB					F									
7. Sahapathanapibul					F									
8. Saha Pathana Inter-Holding														
9. S&J International Enterprises														
10. O.C.C.												F		
11. Champ Ace														
12. International Laboratories							F							
13. I.D.F.										A				
14. International Commercial Coordination												F		
15. Can	F	F							F		A		F	
16. Pan Asia Footwear	A													
17. Bangkok Tokyo Socks														
18. First United Industry														
19. Koraj Wattana						F							F	
20. Sun and Sand	F							F					F	F
21. D F Inter														
22. Company Assets Saha														
23. Thai Gunze														
24. Tiger Distribution & Logistics		F	F											
25. Thai Cubic Technology														
26. Better Way (Thailand)								F						
27. Paknumpo Wattana	F								A				F	F
28. Maharachapreukuk	F									F			F	
29. Sukhatasana														F
30. Thai Itokin														F
31. Intersouth								F	F	F			A	
32. Intanin Chiangmai								F					F	F
33. Eastern I.C.C.	F		F										F	F
34. Raja Uchino														
35. Thai Arusu														

