

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.

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 82-83 of this annual report.

Profile of directors is shown on page 8-19 of this annual report.

Tenure of the company's directors, executives and authorized persons in the related companies can be observed on page 84-85 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 Chaisiriroj
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 Milintangul

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 2020, the Company has 14 executive directors. The list of executives and their respective responsibilities, share-owning and meetings of the Board of Directors are shown on Page 82-83 in this annual report.

Their resumes are on Pages 8-19 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 (CSP 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 7. Personal Data Protection Act : PDPA

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 2020 for the operating year 2019

(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	1,120,000		40,000	1,160,000
	Executive Chairman				
	Remuneration Committee Chairman				
	Nomination Committee Member				
2. Thiraphong Vikitset, Ph.D.	Audit Committee Chairman and Independent Director	496,000	100,000		596,000
3. Thamarat Chokwatana	Managing Director	1,088,000		128,000	1,216,000
	Vice Executive Chairman				
	Nomination Committee Chairman				
	Remuneration Committee Member				
	Risk Management Committee Member				
4. Amorn Asvanunt	Independent Director and Audit Committee Member	438,000	80,000	96,000	614,000
	Risk Management Committee Chairman				
5. Nophorn Bhongsvej	Independent Director and Audit Committee Member	438,000	144,000		582,000
	Corporate Governance Committee Chairman				
6. Manu Leelanuwatana	Director	446,000		24,000	470,000
	Nomination Committee Member				
7. Somphol Chaisiriroj	Director	430,000			430,000
8. Munchusa Terapongpipat	Director, Nomination Committee Member	446,000	64,000	136,000	646,000
	Risk Management Committee Member				
	CG Committee Member				
	Remuneration Committee Member				
9. Kobsuk Saengsawad	Director	446,000			446,000
10. Surat Wongrattanapassorn Ph.D.	Director	446,000			446,000
11. Chailada Tantivejakul	Director and CG Committee Member	438,000			438,000
12. Duangphorn Sucharittanuwat	Independent Director and Audit Committee Member	430,000	72,000		502,000
Total		6,662,000	460,000	424,000	7,546,000

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.

11 was promoted to be a Director 22 April 2019

12 is no longer a Director since 9 April 2020

(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 14 persons amounted to Baht 50,899,974 including salary, gratuity, allowance and conference allowance.

2. Other remuneration

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

Provident Fund

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 2020

- 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 81 of this annual report

- Shares held by Directors in affiliated companies.
- None -

Human resources

Number of employees and remuneration

As of 31 December 2020, the Company has 4,318 employees and made payments of 1,091,389,370.- 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	1,410	609,397,990
Sales persons	2,908	481,991,380
Total	4,318	1,091,389,370

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 2020 Sustainability Report of the Company.

Shareowning of Directors and Executives

Name	December				Increase (Decrease)	
	2020		2019			
	Shareowning		Shareowning			
	Directors / Executives	Spouse / Minor Children / Related Companies	Directors / Executives	Spouse / Minor Children / Related Companies		
1. Boonkiet	Chokwatana	5,944,300	427,790	5,903,810	167,790	300,490
2. Thamarat	Chokwatana	1,787,210	48,666	1,787,210	64,501	(15,835)
3. Thiraphong	Vikitset Ph.D.	-	-	-	-	-
4. Amorn	Asvanunt	-	-	-	-	-
5. Nophorn	Bhongsvej	-	-	-	-	-
6. Duangphorn	Sucharittanuwat	-	-	-	-	-
7. Anuchit	Anuchitanukul Ph.D.	-	-	-	-	-
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)
Total		15,390,310	498,896	15,356,790	254,731	277,685

Note : # 1 One related company was added in 2020

2 One child of legal age

6 is no longer a Director since

9 April 2020

7 was promoted to be a Director

9 April 2020

19 was promoted to be a Vice President Sales Administration

1 April 2020

24 is no longer a Vice President Sales Administration

31 March 2020

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

Name	Office period of company's Directors (end Dec31, 2020) (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					√				
2. Boonkiet Chokwatana	47	Chairman and Executive Chairman		Chairman	√			Chairman and Executive Chairman	
3. Thamarat Chokwatana	21	President and Vice Executive Chairman		√	Chairman	√		President, Vice Executive Chairman and Vice President Div. G, N, S	
4. Thiraphong Vikitsat Ph.D.	21	√	Chairman						
5. Amorn Asvanunt	40	√	√			Chairman			
6. Nophorn Bhongsvej	6	√	√				Chairman		
7. Anuchit Anuchitanukul Ph.D.	9 Months	√	√						
8. Manu Leelanuwatana	16	√			√				
9. Somphol Chaisiroj	11	√							
10. Munchusa Terapongpipat	5	√		√	√	√	√	Vice President Company Administration Div.	
11. Kobsuk Saengsawad	5	√							
12. Surat Wongrattanapassorn Ph.D.	4	√						Vice President Information and Technology Div.	
13. Chailada Tantivejakul	2	√					√		
14. Duangphorn Sucharittanuwat									
15. Ramida Russell Maneesathien								Vice President Div. B	
16. Bussabong Mingkwanyeon								Vice President Div. H	
17. Viritpol Chaitavornsathien						√		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. and Vice President Sales Administration Div.	
21. Khanisorn Suyanand									
22. Kityaporn Chaitavornsathien									
23. Sawat Posinsomwong									
24. Thitipoom Chokwatana									
25. Yauwaluk Namakorn						√			
26. Yothin Suwanket						√			
27. Jerapat Charoenchaikorn Ph.D						√			
28. Duangrudee Milintanggul						√	√		
29. Pairoj Hirunwongsawang									
Total		12	4	3	5	8	5	10	

หมายเหตุ : # 3 was promoted to be a Nomination Committee Chairman on 15 May 2020
 # 7 has taken the office as a member of the BOD since 9 April 2020
 # 13 was promoted to be a member of CG Committee on 15 May 2020
 # 14 is no longer a Director and a member of Audit Committee since 9 April 2020
 # 17 was promoted to be a member of the Risk Management Committee on 15 May 2020
 # 20 was promoted to be a Vice President Sales Administration Div. on 1 April 2020
 # 27 was promoted to be a member of the Risk Management Committee on 15 May 2020
 # 29 is no longer a Vice President Sales Administration Div. since 31 March 2020

(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 shareholders' meeting by taking into account of the meeting date which regularly falls in April of every year

A Executives	B Attendance to the Meetings								Attendance to the 55 th shareowner's meetings 2020
	BOD's meeting 12 meetings/ year	AC's meeting 10 meetings/ year	RC's meeting 2 meetings/ year	NC's meeting 3 meetings/ year	RMC's meeting 12 meetings/ year	CG's meeting 8 meetings/ year	EC's meeting		
							Primary Meeting 21 meetings/ year	Secondary Meeting 23 meetings/ year	
				3/3					√
√	12/12		2/2	3/3			18/21	20/23	√
√	11/12		2/2	3/3	11/12		19/21	20/23	√
	12/12	10/10							√
	11/12	10/10			12/12				√
	11/12	10/10				8/8			√
	12/12			3/3					√
	10/12								√
√	12/12		2/2	3/3	12/12	8/8	21/21	23/23	√
	12/12								√
√	12/12						21/21	20/23	√
	11/12								√
	10/12	9/10							
√							18/21	20/23	
√							21/21	20/23	
√							15/21	14/23	√
√							18/21	22/23	
√							19/21	23/23	
√						8/8	21/21	22/23	√
Vice President Div. A									
Vice President Div. D									√
Vice President Div. W									
Vice President Div. X									
					12/12				√
					12/12				
					12/12	8/8			√
14									18

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	Anuchit Anuchitanukul Ph.D.	Manu Leelanuwatana	Sompbol 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, D	
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	A	F						
33. Eastern I.C.C.	F	A						F
34. Raja Uchino							A	
35. Thai Arusu		F					A	

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

Position												
Munchusa Terapongpipat	Kobsuk Saeng-sawad	Surat Wongrat-tana-passorn, Ph.D.	Challada Tantivejakul	Khanisorn Suyanund	Ramida Russell Maneesatiean	Kityaporn Chaithavornsathien	Bussabong Mingkwanyeon	Viritpol Chaithavornsathien	Nonglaks Techa-boon-anak	Pennapha Dhanasarnsilp, D.B.A.	Thitipoom Chokwatana	Nattapat Petchratana-porn
F	F	F	F	I	I	I	I	I	I	I	I	I
									EF			
						F		D				
			F									
			F									
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						F						F
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						F						F
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												F
												F

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	Anuchit Anuchit-anukul Ph.D.	Manu Leelanuwatana	Somphol Chaisiriroj
36. Thai Takeda Lase							F	
37. Pattaya Manufacturing							A	
38. Wien International								
39. Osoth Inter Laboratories	F							
40. Thai Staflex							A	
41. H&B Intertex	A							
42. Sahacogen (Chonburi)	F			AC	AC			
43. Vira Law Office								
44. Sun 108		F						
45. SSDC (Tigertex)							A	
46. Sahachol Food Supplies	F							
47. Erawan Textile							FC	
48. Thai Sports Garment	A							
49. Thai Naxis							A	
50. Top Trend Manufacturing	A							
51. Shisedo Professional (Thailand)		F						
52. International Commercial Coordination (HK)							A	
53. S R P Nanasai								
54. K. Commercial and Construction	A							
55. Sahapat Real Estate		A						
56. Pens Marketing and Distribution		F						
57. United Utilities	A	F						
58. Tsuruha (Thailand)		A						
59. Issara United	F							
60. Shop Global (Thailand)								
61. WBRE	A							
62. Canchana International	F	F						
63. Transcosmos		F						
64. Issara United Development	A							
65. WBLP	A							
66. Train Time Test	A							
67. WBHF	A							
68. Torfun Property	A							
69. Kewpie (Thailand)								
70. Chokwatana	F	F						
71. Pitakkij		F						
72. Lion Corporation (Thailand)		F						
73. Thai Hoover Industry		F						

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

Position												
Munchusa Terapong-pipat	Kobsuk Saeng-sawad	Surat Wongrat-tana-passorn , Ph.D.	Chailada Tantivejakul	Khanisorn Suyanund	Ramida Russell Maneesathian	Kityaporn Chaitavorn-sathien	Bussabong Mingkwan-yeon	Viritpol Chaithavorn-sathien	Nonglaks Techa-boon-anak	Pennapha Dhanasarn-silp, D.B.A.	Thitipoom Chokwatana	Nattapat Petchratana-porn
								F				
	F							F				F
										D		
								F				
			F									
										A		
			F									
						F		F				
	F											D
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