

(Translation)



Zen Corporation Group Public Company Limited

56-1 One Report

Annual registration statement / Annual report

Ended on 31 December 2021



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Zen Corporation Group Public Company Limited

Section 1

Business operation and Performance

1. Structure and Operation of the Group

1.1 Policy and Business Overview





ZEN Corporation Group Public Company Limited ("The Company" or "ZCG") operates its businesses as a holding company, holding the shares of other companies in restaurant industry and other related businesses through operations of its subsidiaries consisting of ZEN Restaurant Holding Company Limited ("ZRH"), AKA Interfood Company Limited ("AKF"), Gyu Grill Group Company Limited "GGG"), Spice Synergy Company Limited ("SYN"), Tokyo Concept Company Limited ("OTT"), ZEN and Spicy Company Limited ("ZPC") and ZEN Supply Chain Management Company Limited ("ZSM"), Zen And Kosum Interfood Company Limited ("ZKC") and other related businesses with the main business groups as follows

1. Restaurant businesses under the Group's brands
2. Franchise businesses under the Group's brands
3. Other related businesses

As of 31 December 2021, the Group has restaurants that operate under the restaurant brand of the group of companies. The total number of 349 branches both the branches owned by the Group 141 branches and franchise branches 208 branches. In addition, the Group also operates other related businesses such as delivery and catering, restaurant management, restaurant consultancy and food retail business such as ready-to-cook and ready-to-eat products







Currently, there are a total of 13 restaurant brands under the operations of the Group, which can be divided into 2 groups: Japanese restaurant brands 7 brand and Thai restaurant brands 6 brands, as follows:

Japanese restaurant brand

Logo	Brand	Restaurant Type
	ZEN	Traditional Japanese restaurant
	ZENBOX	Japanese restaurant with Grab-and-Go concept
	AKA	Japanese charcoal grill or Yakiniku restaurant
	On the Table Tokyo café	Lifestyle restaurant

Logo	Brand	Restaurant Type
	Tetsu	Premium Japanese charcoal grill or premium Yakiniku restaurant
	Sushi Cyu Carnival Yakiniku	Premium Japanese restaurant
	Din's	Neo Taiwanese-style or Chinese fast food restaurant

Thai restaurant brands

Logo	Brand	Restaurant Type
	Tummour	Thai-Isaan restaurant
	LaoYuan	Thai-Isaan and Vietnamese restaurant
	Pho	Vietnamese noodles
	de Tummour	Premium Thai-Isaan restaurant
	Kiang	Thai à la carte or Thai fast food restaurant
	Kiang Kang-Tai	Thai restaurant - Southern food, spicy

As of 31 December 2021, there are a total of 349 branches operate under the Group's brands, both the branches owned by the Group or franchise branches as follow:

Brand	Branches owned by the Group (branches)			Franchise branches (branches)			Total (branches)
	Bangkok and perimeter	Different province	Different Country	Bangkok and perimeter	Different province	Different Country	
1. ZEN	33	10	-	-	-	-	43
2. ZENBOX	2	-	-	-	-	-	2
3. AKA	20	6	-	-	-	3	29
4. Tetsu	1	-	-	-	-	-	1
5. Sushi Cyu	3	-	-	-	-	-	3
6. On the Table	25	2	-	-	-	2	29
7. Din's	1	-	-	-	-	-	1
8. Tummour	9	2	-	48	44	2	105
9. LaoYuan	4	1	-	11	10	-	26
10. Pho	-	-	-	-	2	2	4
11. de Tummour	-	-	-	1	-	-	1
12. Kiang	19	-	-	72	11	-	102
13. Kiang Kang-Tai	1	-	-	-	-	-	1
14. Branches in form Cloud Kitchen	2	-	-	-	-	-	2
Total	120	21	-	132	67	9	349

1.1.1 Vision Objective Goal and Company's operating strategy

The Board of Directors performs duty to set vision, mission, policy, strategy and financial goals for the company. and subsidiary in order to provide executives and employees with the same operating direction. In 2021, the Board of Directors has reviewed and approved the vision, mission, strategy, goals. and the direction of business operation of the company as follow:

1. Vision

The Group has a vision of business operation: To be the most preferred and trusted food services group for our customers, business partners and stakeholders.

2. Mission

The Group has four major missions to be delivered, one to each stakeholder forming the four major pillars of business: Customers, Employees, Society and the Environment, Shareholders.

1. Customers : We provide our customers with uniquely delicious food using quality ingredients, together with best-in-class service to ensure the highest level of customer experience and satisfaction.
2. Employees : We treat employees with respect and foster a culture where everyone's contributions are valued. We believe in a happy place to work, allowing our employees to grow, nurture their passions and improve their quality of life.
3. Society and Environment : We believe in operating with good corporate governance principles while positively contributing in a sustainable way to our community and environment.
4. Shareholders : We create shareholder value by delivering sustainable and profitable growth.

3. Goal

The Company's group has operational goals To be the country's leader in the restaurant service business ("Food Service")

Long-term strategic goals

- Profit margin improvement with a goal of achieving a net profit margin of more than 8%
- Restructuring the Group's core revenue of the Group to for greater diversification in order to reduce the risk of doing business with the goal of expanding franchise and retail businesses to have a greater proportion of combined income of more than 30% of total income by 2024 (the

proportion of combined income in 2021 is 14%).

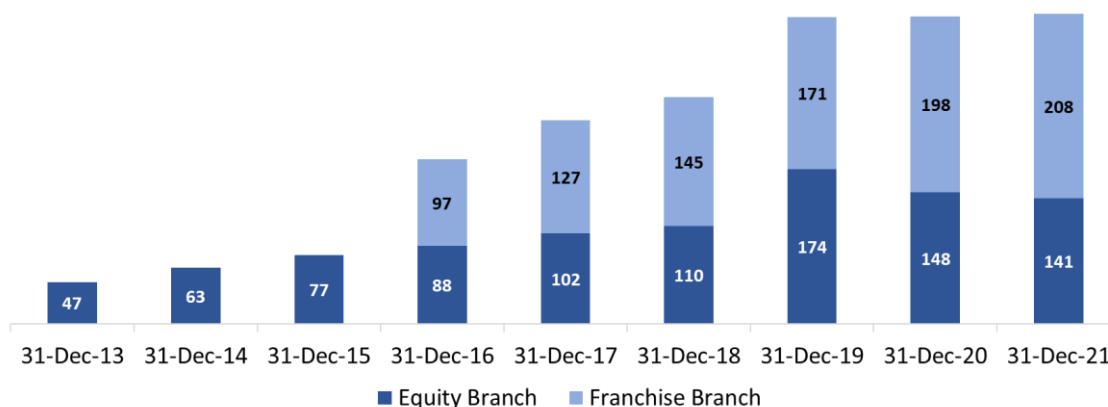
Company's operating strategy

The Group has established business policies by planning to achieve the goals for profit and sustainable growth as follows:

1. Ongoing expansion of restaurant branches both in the country and abroad

The Group has plans to expand the restaurant branches of the Group continuously in order to increase the income for the group both in the form of investment in opening a restaurant by own branch and in the form of a franchise both in the country and abroad. For expanding branches in major cities, the Group will open own restaurant. For branches in upcountry or smaller cities and foreign branches, the Group will expand branches through a franchise model. The Group is able to expand restaurant branches continuously.

Diagram showing the number of restaurant branches under the brand of the Group from 2013 - present



The Group plans to expand and open more restaurant branches to cover all significant locations, whether shopping centers, department stores, retail stores, standalone branches or gas stations, etc. for more convenience and easier access our restaurants and to be in line with the characteristics of each target market.

However, at present, the Group's restaurant expansion plans It has been adjusted to be in line with purchasing power and the economic slowdown. including under the epidemic situation of the coronavirus disease (COVID-19) in Thailand. Over the past two years, the company has closed unprofitable branches. as well as having a total of 95 franchised branches that have expired. However, the Group of Companies has opened a branch by focusing on new branch formats which will expand the form of a small shop outside the shopping center in a densely populated area and does not take up a lot of space, such as shophouses and commercial buildings Emphasis on expanding the style of french fries, which can be expanded easily and quickly. During the past two years, the Group has opened a total of 106 new branches, resulting in the total number of restaurants under the Company's brands at the end of 2021 totaling 349 branches, divided into branches that the Group The company owns 141 branches and 208 franchise branches

2. Development of New Restaurant Brands

In addition to the expansion of restaurant chains under the existing brands, the Group has established the new business development department to create new restaurant brands in order to meet the needs of consumers and to cover more consumers. In the past, the group of companies are able to offer brand new restaurants including various products continuously entering the market.

Schematic showing the presentation of the new restaurants of the Group



3. Expansion into new businesses related to the restaurant business

In order to increase distribution channels and revenue, the Group has expanded into new businesses related to the restaurant business, including (1) delivery and catering services, and (2) food retail businesses such as ready-to-cook and ready-to-eat products.

3.1 Food delivery

The Group provides food delivery services to respond to consumers' need for convenience as they do not need to come to a restaurant but order meals via online food ordering systems such as Grab Food, Food Panda, Lineman Gojek, and Robinhood. Currently, the Group has a unit to develop the Group's food delivery system by itself through the Call Center 1376 and www.1376delivery.com Application "Zen Group Sookciety" and Line Official Zen Group to expand its distribution channel of food to be more comprehensive and standardized, including changing menus to make it more convenient for delivery and able to eat out of restaurants more conveniently. Food delivery and catering service is an extension of the business and an additional channel to generate revenue growth for the Group without high investment.

3.2 Retail food business

The Group offers ready-to-cook food products such as Pad Mee Mua and ready-to-eat food products such as fermented fish sauce, Jaew sauce, sweet chilli sauce, and Jaew Bong (fermented fish chilli paste) with standard quality and taste, which can be placed for sale in at the Group's restaurants across the country and can be sold in other distribution channels such as convenience stores, retail stores, wholesalers and online channels including selling through partners to help distribute and distribute products to consumers easier. The Group also has a plan to develop

ready-to-cook food products and ready-to-eat food products from products or ingredients with recipes of the Group's restaurants to have more variety to meet consumers' needs with its existing knowledge for maximum benefit. In 2021, the Group has continuously launched new products into the market such as meat marinade sauce, grilled sauce, soy sauce, Japanese stir-fry sauce, teriyaki sauce, cannabis fermented fish sauce, etc.

4. The quality and taste of food and the quality of service.

The Group places importance on every detail, from the selection of fresh, clean, and quality ingredients from suppliers of standardized raw materials, provision of a wide variety of tasty food menus, to provision of standard and impressive services.

As taste and cleanliness of food are extremely important factors for the Group's restaurant business, it focuses on a selection of raw materials with the Supply Chain Management and the Research and Development Department to jointly select clean and quality raw materials from standardized raw material distributors from all over the world and to monitor and control delivery process to storefronts in order to ensure that the raw materials used for cooking meet the standards set by the Group. The Group also has a quality audit team to regularly conduct general management checks inside restaurants and kitchens in order to ensure that every restaurant branch, whether it is owned by the Group or franchised, has tastes of food, cleanliness, management, and services that are standardized and quality as specified by the Group.

5. Acquisition / merger / joint venture of restaurant businesses or other restaurant brands, or businesses related to restaurants

In order to create faster growth in addition to the ongoing business expansion, the Group may consider acquisitions/mergers/joint ventures with restaurant businesses or other restaurant brands to increase its business opportunities, revenue, and channels of distribution immediately without having to invest and develop by itself, and may consider other food business models to diversify business risks.

- In 2016, the Group acquired Thai restaurants under the "Tummour" group in order to increase the diversity of its restaurants and cover more consumer groups, and build a foundation for the franchise business.
- In 2017, the Group acquired a premium Japanese restaurant business under the "Sushi Cyu" brand to meet the needs of high-end customers. The acquisition of both the aforementioned businesses significantly increased revenue, distribution channels, and consumer groups to the Group.
- In 2019, the Group continued to enhance the diversity of its restaurants by purchasing the rights to the master franchise restaurant concept "Neo Taiwanese",

which is a traditional Chinese food mixed with Japanese flavors under the “Din’s” brand from Japan, which first opened in Thailand in December 2019

- In 2020, the Group established a joint venture company under the name of “Gin Dee Yu Dee 2020 Company Limited” to expand the Khiang brand’s restaurants in the southern region of Thailand.

In addition to the acquisition/ merger/ joint venture with the restaurant businesses or other restaurant brands, the Group may consider acquiring/merge/joint venture with other businesses related to restaurants in order to increase its efficiency and reduce its operating costs.

- In 2021, the Group of Companies has cooperated with Major seasoning producer from Maha Sarakham Province Established a joint venture company under the name of Zen And Kosum Interfood Co., Ltd (ZKC).To expand the retail business of the Company's group in being a manufacturer and distributor of seasoning products such as fermented fish sauce, jaew sauce, chili paste and various seasonings, both retail and wholesale to cover both domestic market and abroad It is also a central kitchen used in the production of seasonings for use in the restaurant business in the group.

1.1.2 Major changes and developments

1.1.2.1 Major developments

- 1991 ■ Opened the first Japanese restaurant under ZEN brand at Soi Thong Lo, focusing on offering traditional Japanese food with premium ingredients and good quality service for upscale customers.
- 1993 ■ From the success of the first Japanese restaurant under ZEN brand, the
- Group has continuously expanded ZEN branch. In 2003, the Company
- 2005 foresaw business opportunities in provincial areas with higher purchasing power and demand for Japanese food, thus expanding branches to other provinces. The first branches of ZEN in the provincial areas are at Central Plaza Airport Shopping Center, Chiang Mai.
- 2007 ■ In 2007, opened a Japanese charcoal grill or Yakiniku restaurant under AKA
- brand.
- 2010 In 2009, the Group introduced a new lifestyle restaurant in “Tokyo Café” style under On the Table brand.

- 2011
 - Established ZRH with a registered capital of 1.0 million baht to engage in a restaurant business under ZEN brand.
 - Established OTT with a registered capital of 8.0 million baht to engage in a restaurant business under On the Table brand
 - Established GGG with registered capital of 12.0 million baht to engage in a premium Japanese restaurant business.
 - Established AKA with registered capital of 30.0 million baht to engage in a restaurant business under AKA brand.
- 2012
 - ZRH has increased its registered capital in an amount of 29.0 million baht, resulting in an increase in registered capital to 30.0 million baht with the aims to accommodate business restructuring and branch expansion.
- 2013
 - AKA has increased its registered capital in an amount of 20.0 million baht, resulting in an increase in registered capital increased to 50.0 million baht.
 - GGG has increased its registered capital in an amount of 18.0 million baht, resulting in an increase of registered capital to 30.0 million baht with the aims to accommodate business restructuring and branch expansion.
- 2014
 - AKA has increased its registered capital in an amount of 30.0 million baht, resulting in an increase of registered capital to 80.0 million baht.
 - OTT has increased its registered capital in an amount of 17.0 million baht, resulting in an increase of registered capital to 25.0 million baht with the aims to accommodate business restructuring and branch expansion.
 - Established ZCG or the Company on December 1, 2014 with a registered capital of 135.0 million baht to engage in a business as a holding company. There was also an equity restructuring of the Group where ZCG has acquired all shares of ZRH, AKA, OTT and GGG from the existing shareholders. As a result, after the said equity restructuring, ZCG holds 100% of shares in all 4 subsidiaries.
 - Opened a premium Yakiniku restaurant under Tetsu brand.
- 2015
 - The Company established ZSM on December 2, 2015 with a registered capital of 70.0 million baht to manage the supply chain for restaurant branches under the brands of the Company.

- 2016
- ZCG increased its registered capital in an amount of 5.6 million baht, resulting in an increase in registered capital to 140.6 million baht.
 - Acquired business under Tummour brand, a leader in the franchise business of Thai-Isaan restaurants which includes Tummour, LaoYuan, Pho and JaewHon brands.
- 2017
- Acquired 2 branches of premium Japanese restaurants under Sushi Cyu brand to meet the needs of high-end customers.
 - Expanded business into restaurant service business such as food delivery and food retail business for ready-to-cook and ready-to-eat food products at the restaurant branches of the Group and other distribution channels.
- 2018
- Transformed into a public limited company under the name Zen Corporation Group Public Company Limited
 - Changed the par value from 10.0 baht per share to 1.0 baht per share
 - The Company increased its registered capital in an amount of 159,375,000 baht consisting of 84,375,000 shares for right offering and 75,000,000 shares for initial public offering (IPO). After the offering of new ordinary shares, the Company will have a registered capital of 300,000,000.0 baht, of which 300,000,000 ordinary shares are issued, with a par value of 1.0 baht per share.
 - Introduced a Thai restaurant under Kiang brand focusing on a la carte style of popular Thai dishes such as Fried Rice with Basil, Stir-Fried Rice Noodles with Chicken, Stir-Fried Rice Noodles with Soy Sauce.
- 2019
- ZRH Company increased its registered capital in an amount of 270,000,000 baht
 - The Company offered 75,000,000 newly issued ordinary shares with a par value of 1.0 baht per share for IPO during February 7-11, 2019 and as the listed securities. The Company started trading for the first day on the Stock Exchange of Thailand on February 20, 2019.
 - Expanded ZEN Box business to respond to rushed behavior of consumers with grab-and-go food concept, emphasizing healthy food in a fast-paced lifestyle. Most menus consist of various kind of fish and fresh vegetables such as Maki wrap, salad and Onigiri.

- Moved the head office to 662 Soi On Nut 17, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250 for more efficient management.
 - Introduced a Neo Taiwanese restaurant offering traditional Chinese food mixed with Japanese elements under the brand Din's from the acquisition of master franchise rights from Japan. The highlight in Din's menu is Flying Xiao Long Pao
- 2020
- The Group has established a joint venture company "Kin Dee Yu Dee 2020 Company Limited" on February 18, 2020 with a registered capital of 30.0 million baht. The Group holds 25% of shares through ZEN & Spicy Company Limited (ZPC) for faster and more efficient expansion of Kiang brand restaurant in 14 southern provinces.
 - ZRH reduced its registered capital in an amount of 225.0 million baht from 300.0 million baht, resulting in the remaining registered capital of 75.0 million baht.
- 2021
- To expand its retail business, the Group has invested in ZEN and Kosum Interfoods Co., Ltd (ZKC) by holding 51% of shares through Zen & Spicy Co., Ltd. This joint venture is considered an important business expansion for ZCG. The joint venture company will be the main production base to fully support the Company's food and retail business expansion plans both in Thailand and abroad. It covers the production of seasonings, including products that are currently on the market, such as fermented fish sauce, dipping sauces, spicy salad dressings, fermented fish chilli paste, etc., and products that will be developed in the future such as fermented fish sauce (mixed with cannabis), etc. It operates out of contract manufacturing (OEM) for the operators in Thailand and overseas, which is a market with huge growth potential. There is also a plan to expand products under the Company's brands.
 - In May, the Group launched a new CRM system in form of "Zen Group Sookciety" application, which combines the member benefits of all 4 Japanese brands of Zen Group into a single application. This is in order to make it more convenient for members to eat and collect points for sharing discounts between affiliated brands. It is also considered a strategy to create Omni Channel of Zen Group through Big Data, making it easier to reach customers both online and offline channels.

- All restaurant brands in the chain have been certified with the symbol of hygiene safety standard “SHA” (Amazing Thailand Safety & Health Administration) from the Ministry of Tourism and Sports by the Tourism Authority of Thailand (TAT), Ministry of public health by the Department of Disease Control and Department of Health, Department of Health Service Support, government and private agencies in the tourism industry. This helps build consumer confidence in using the restaurant services of the Group.
- Received 3 awards in Thailand Franchise Award 2021 event from the Department of Business Development, Ministry of Commerce. Kiang brand received Franchise Shining Star award, Tummour brand received 2 awards, Best Thai Food Franchise and Best Large Thai Franchise. This represents the quality standard of franchise business management of the Group.
- To be selected as Thailand Sustainability Investment (THSI) 2021 from the Stock Exchange of Thailand. This is a result of our commitment in developing business operations towards sustainable growth, balancing business practices, responsibility to stakeholders as well as environment, society and governance.
- Received the corporate governance (CG) rating of “Excellent” or 5 stars in 2021 from the Thai Institute Of Directors (IOD).
- In October, the Group introduced a new brand, “Kiang Kaeng Tai” which is a sub-brand of Kiang offering Southern food characterized by spicy taste and a variety of menus such as Fermented Fish Entrails Soup, Southern Stir-Fried Pork with Yellow Curry Paste, Sour Soup with Shrimp and Southern Curry with Spareribs, etc. The first branch is at PTT gas station, Muang Thong Thani.
- The Group started to establish branches in the form of Cloud Kitchen to strengthen business expansion through delivery channels. The aim is to expand service points and reduce the risk of restaurant closures during the COVID-19 pandemic. At present, there are more than 3 branches in the form of Cloud Kitchen.

Non-Financial KPIs

In addition to operating its business to achieve good financial performance, the Group also aims to improve its business efficiency through other non-financial KPIs, such as the satisfaction of customers and employees in the organization as well as diversification.

- According to the customer satisfaction and engagement survey in 2021, the level of customer satisfaction with the service of the Group was 56.7% (there was an improvement in the customer engagement scoring system, therefore it cannot be compared with the the previous year)
- According to the employee satisfaction and engagement survey, the employee satisfaction with working with the Group was at a good level. In 2021, employee satisfaction was 74.50%, increased from 66.36% from the previous year.
- Diversification by increasing revenue from non-restaurant business to more than 1/3 of total revenue. In 2021, the Group's revenue from non-restaurant business was 14%.

Income structure	For the fiscal year ended December 31					
	2019		2020		2021	
	Million baht	% ⁽¹⁾	Million baht	% ⁽¹⁾	Million baht	% ⁽¹⁾
Restaurant business	2,703.2	86.0	1,812.8	77.5	1,578.1	70.0
- Brand ZEN	1,053.0	33.5	572.6	24.5	612.3	27.1
- Brand AKA	725.8	23.1	612.2	26.2	544.3	24.1
- Brand Din's	1.0	0.0	19.3	0.8	8.9	0.4
- Brand On the Table	455.4	14.5	311.6	13.4	225.9	10.0
- Brand Foo Flavor	0.0	0.0	2.6	0.1	0.0	0.0
- Brand Tetsu	57.1	1.8	36.1	1.5	30.7	1.4
- Brand Sushi Cyu	95.0	3.0	70.0	3.0	53.7	2.4
- Brand Musha	20.8	0.7	7.8	0.3	0.0	0.0
- Brand BOX	9.9	0.3	7.1	0.3	3.9	0.2
- Thai restaurant brands ⁽²⁾	285.2	9.1	176.1	7.5	98.4	4.4
Franchise business ⁽³⁾	268.2	8.5	207.2	8.8	208.3	9.2
Other related businesses ⁽⁴⁾	130.0	4.1	262.0	11.2	421.6	18.7
Other income ⁽⁵⁾	42.8	1.4	51.4	2.5	47.3	2.1
Total income	3,144.2	100.0	2,333.4	100.0	2,255.3	100.0

1.2 Nature of Business Operations

1.2.1 Revenue structure

Note: ⁽¹⁾ Percentage of total revenue

⁽²⁾ Thai restaurant brands consist of Tummour, Lao Yuan, Jaew Hon, Pho, De Tummour, and Kiang;

⁽³⁾ Franchise revenue consists of (1) entrance fee, (2) royalty fee, (3) marketing fee (4) raw material sales, and

(5) branch construction revenue;

⁽⁴⁾ Revenue from other related businesses consists of (1) revenue from food delivery service and catering and

(2) retail food businesses revenue. The Group has no revenue from the restaurant management services and restaurant consultancy services;

⁽⁵⁾ Other revenue mainly consists of interests, sales of membership cards and sale of assets

1.1.3 Details of spending fundraising money

1. Details of spending fundraising money from each offering of equities or debt securities

In 2021, the Company did not conduct fundraising from the offering of equities or debt securities.

1.1.4 Company General Information

The Company name (Thai)	: บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
The Company name (English)	: Zen Corporation Group Public Company Limited
Type of Business	: holding company which invested in companies operating restaurant business and other related businesses
Main Business	: restaurant business and other related businesses
Core Company	: Zen Restaurant Holding Company Limited ("ZRH")
Registered Capital	: 300,000,000 Baht (Three Hundred Million Baht Only)
Paid up Capital	: 300,000,000 Baht (Three Hundred Million Baht Only) Consisting of 300,000,000 ordinary shares with a par value of 1 baht per share
Head Office	: 662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250
Company's registration number	: 0107561000439
Home Page	: www.zengroup.co.th
Telephone	: 0-2019-5000
Facsimile	: 0-2030-5322

1.2.2 Characteristics of products or services

1. The Group's products and services and innovative development

1.1 Restaurant

The Group operates a restaurant service business and a franchise business with details as follows:

(1) ZEN, ZENBOX

ZEN is an authentic Japanese restaurant with an average area of 130-180 square meters per branch, focusing on ingredients selection, food quality control, and service standards



ZEN is committed to creating an authentic Japanese dining experience with the art of determination and meticulous attention to detail of the Japanese zen lifestyle, combined with the interior ambiance that has been designed to provide a warm and homey atmosphere like dining at home together with a whole family. Each branch of ZEN has both a hot kitchen and a cold kitchen, and every dish is freshly cooked by a professional chef. with the standard and experience of cooking quality in the style of ZEN



ZEN is an A La Carte-style restaurant serving a wide variety of dishes and

beverages such as sushi, sashimi, meal sets, grilled meat, soba, udon, appetizers, salads, desserts, and non-alcoholic beverages and alcoholic beverages. ZEN always offers an exclusive seasonal menu. In addition to boosting sales, it is also to obtain feedback for new products that are introduced to consumers in order to ensure that every dish of ZEN is loved by customers. ZEN also places importance on business cooperation through co-promotion continuously, such as mobile network service providers or credit cards



ZEN's target customers are working-age groups, friends, and family groups, with middle to high revenue of approximately 400 baht spending per person per time.

On March 13, 2019, the Zen Box business was expanded to respond to consumers' hasty life, at BITEC Exhibition and Convention Center Bangna, with the Grab and Go-Food concept, focusing on healthy food in a hasty way of life. Most of the menu includes a variety of fish and fresh vegetables such as Maki wraps, Onigiri salads, Oni sandwiches. In the last quarter, two branches opened at Sam Yan Mitr Town.

February 2021, the ZEN brand has adjusted its sales strategy by increasing sales in the form of buffet in some branches to meet the needs of consumers. During the buffet trend, buffet menu is still about quality food according to ZEN standards to provide customers with value for money with the same food and service as same as A La Carte.

As of December 31, 2021, the Group has 43 restaurants under the ZEN brand and 2 branches under Zen Box, which are all owned by the Group

(2) AKA

AKA is a Japanese-style BBQ restaurant (Yakiniku) with an average area of 150 - 180 square meters. It places importance on detail and selection of ingredients that are of the highest quality and are fresh and sourced from different places all over the world, combined with a wide variety of flavors to be unique and suitable for grilling, including special sauces created by the Group, from the selection of the best raw materials through meticulous processes for aromatic and mellow sauces for AKA-style BBQ.



AKA offers both buffets and A La Carte dishes for customers who do not want a buffet. The BBQ buffet runs at 359+, 479+, and 599+ baht (excluding beverages and service charges). AKA always offers special seasonal menus, in addition to boosting sales, to obtain feedback for new products that are introduced to consumers, in order to ensure that every dish of ZEN is loved by customers in order to ensure that every food AKA is loved by its customers. AKA also places importance on business cooperation through co-promotion continuously, such as mobile network service providers or credit cards.



AKA's target customers are university students, working-age groups, friends, and family groups, spending approximately 500 baht spending per person per time.

As of December 31, 2021, the Group has a total of 28 restaurants under the AKA brand, 25 local branches of which are owned by the Group, and 3 overseas franchise branches: 2 in Myanmar and 1 in Cambodia.

(3) On the Table

On the Table is a lifestyle restaurant that combines Japanese food and western-

style food with Thai flavors. The average area per branch is about 140-150 square meters, and its interior design is inspired by the Tokyo Café in Japan, which emphasizes natural materials to like eating at home with a warm and friendly atmosphere.



On the Table is an A La Carte restaurant serving freshly prepared homemade-style dishes such as rice, pasta, sushi, salad, and pizza, as well as a wide variety of desserts and beverages. It offers an exclusive seasonal menu, in addition to boosting sales, to obtain feedback for new products that are introduced to consumers in order to ensure that every dish of On the Table is loved by customers. On the Table also places importance on business

cooperation through co-promotion continuously, such as mobile network service providers or credit cards



On the Table's target groups are friend groups, office workers, and families of the new generation, spending approximately 400 baht per person per time.

In July 2021, there are 2 branches of Could Kitchen's business expansion to support the expansion of the Delivery business in On Nut and Din Daeng zones, which has a concept that includes all 3 brands of delivery menus, namely On the tale, ZEN, AKA, in same shop Under the management of On the table brand

As of December 31, 2021, the Group has a total of 30 restaurants under the On the Table brand, 26 local branches of which are owned by the Group, and 2 franchise branches in Cambodia and 2 branches of Could Kitchen

(4) Din's

Din's is a Neo Taiwanese-style restaurant that is a blend of traditional Chinese food culture with Japanese inspiration. Food style based on Taiwanese food is unique in both characteristics and tastes. The restaurant's signature dish is "the Flying Xiao Long Bao," invented by the best dim-sum chef. The specialty of this menu is the fusion of Xiao Long Bao and Japanese gyoza by placing a dumpling wrapper under Xiao Long Bao like wings, with a unique style and unique way of eating. This is a menu only available at Din's restaurant and is the first time it has been introduced in Thailand.



In addition to the Xiao Long Bao, which is the recommended menu of the

restaurant, it also serves rice dishes, ramen, dim sum, gyozas, and more than 50 different appetizers with a wide variety of flavors every day, as well as meals set with great value to satisfy customers who want a full set of menu.

Din's restaurant is designed in a modern style that blends an oriental vibe with simplicity and modernity, suitable for families and groups of friends to enjoy their meals together. Another highlight of the restaurant is the kitchen area that is open for customers to see while a chef is cooking in order to deliver the dining experience at every step, such as well-selected ingredients, quality of food, and meticulous cooking techniques for customers to see how to make every dish at Din's restaurant served to them.

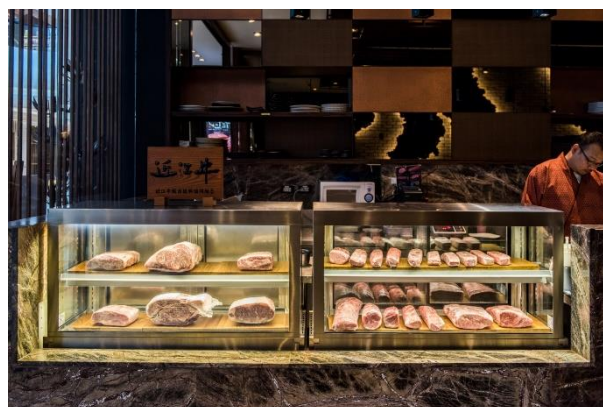


Din's's target customers are students, working-age groups, and families, spending approximately 200 baht per person per time.

As of December 31, 2021, the Group has 1 branches of restaurants under the Din's brand in Thailand, which are owned by the Group

(5) Tetsu

Tetsu is a premium Japanese restaurant and Japanese-style BBQ (Yakiniku). The average area per branch is about 200 square meters. It mainly serves grilled dishes and focuses on creating a delicious experience of Omi beef, one of the best three kinds of beef, as a staple ingredient. The interior of the contemporary industrial design gives a cool and stylish vibe, featured by bare brick walls and large steel plates as a highlight under the word "Tetsu," which in Japanese means "iron/ steel," resulting



in a perfect combination. "Tetsu" has been open since 2014 on the 5th floor of Central Embassy, the only branch in Thailand.

Tetsu places great importance on selecting quality raw materials and directly imports some raw materials from Japan. The highlight of Tetsu is Omi Wagyu beef, which is imported from the largest farm in Kansai, Japan. It has a logo to guarantee the best Omi beef from Japan comparable to Matsusaka beef and Kobe beef. Importantly, Omi cows are fed organic grains to ensure that we will experience the aroma and deliciousness of the meat. The ingredients selected for the menu are made from the dedication of the beef chef savvy of Tetsu.

In addition, Tetsu offers an exclusive menu according to various festivals in order to boost sales and to obtain feedback for new products that are introduced to consumers.

Tetsu's target customers are customers who love grilled wagyu meat dishes that use premium ingredients. cozy atmosphere modern decoration There is also a private zone for banquets for specific groups. to accommodate all diverse needs Meet the lifestyle of urban people who truly love Yakiniku. The average spending per person per time is about 1,700 baht.

As of December 31, 2021, the Group has 1 restaurant under the Tetsu brand, which is owned by the Group.

(6) Sushi Cyu & Carnival Yakiniku

Sushi Cyu & Carnival Yakiniku is the Group's premium Japanese and Japanese-style BBQ (Yakiniku) restaurant with an average area of 140-240 square meters per branch and offers selected premium quality ingredients. Some certain raw materials such as tuna and sea urchin are directly imported from Japan and cooked by a Japanese chef to provide a taste of traditional Japanese food.

As for Sushi, important ingredients such as tuna, sea urchin eggs, and most importantly, various seasonal fish are imported directly from Japan. and prepared by Japanese chefs To get the taste of traditional Japanese food

For Yakiniku, the restaurant's grilled menu is authentic Japanese style. The main ingredient is excellent meat that is available in both Omi Wagyu Beef and premium beef BMS level 8-9. Another highlight is the marinated beef sauce and homemade original sauce. The shop has maintained the taste of traditional Japanese Yakiniku for almost 20 years.



Sushi Cyu & Carnival Yakiniku is an A La Carte restaurant under the premium Japanese food concept that values the quality and freshness of ingredients. The dishes are prepared by a Japanese chef who has a long experience in Japanese cuisine. The exclusive menu of Sushi Cyu (Exclusive Menu) "Omakase as the chef pleases," including 10 - 18 pieces of one set selected by a Japanese head chef. In addition, Sushi Cyu holds some events to boost its sales, such as providing a meal course by inviting Michelin-starred Japanese chefs to privately serve a premium meal, which is open to customers interested to make a reservation and has received good feedback from customers.

Sushi Cyu & Carnival Yakiniku 's target customers are Japanese food lovers with high purchasing power, corporate customers, and those with high image and high-end taste and spending approximately 1,700 baht per person per time.

As of December 31, 2021, the Group has 3 restaurants under the Sushi Cyu & Carnival Yakiniku brand which are allowed by the Group.

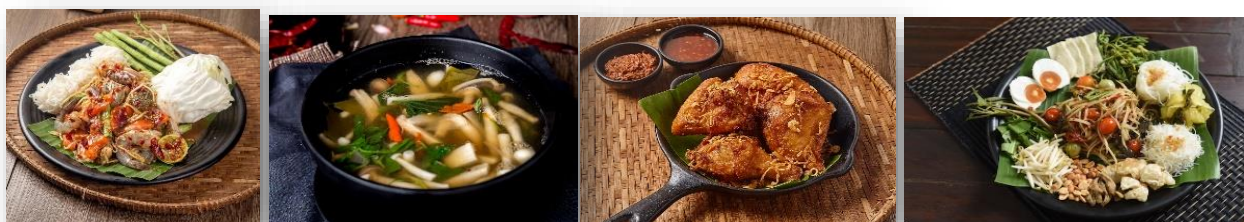
(7) Tummour

Tummour restaurant is a Thai-Isan restaurant with an average area of approximately 80-120 square meters per branch and the interior decoration giving a warm and contemporary vibe. It gives priority to comfort in the dining area and provides the Papaya Salad section where customers can see, which is its highlight. In addition, it shows a meticulous process in cooking with well-selected

ingredients to assure customers that all dishes are of high quality and spicy taste according to the slogan "Spicy Dish with Pounding."



Tummour Restaurant is an A La Carte restaurant serving various types of Thai-Isan food with clean and quality ingredients such as papaya salad, fried chicken, and stir-fried noodles. Furthermore, the restaurant has an exclusive seasonal menu in order to boost sales and to obtain feedback for new products that are introduced to consumers.



Tummour's target customers are families and middle-income earners, spending approximately 230-260 baht per person per time.

As of December 31, 2021, the Group has a total of 101 restaurants under the Tummour brand, 11 branches of which are owned by the Group and 90 franchise branches.

(8) Lao Yuan

Lao Yuan Restaurant is a restaurant combining Thai-Isan food and authentic Vietnamese cuisine with an average area of approximately 80-120 square meters per branch, offering a wide variety of Thai-Isaan food combined with Vietnamese food to meet consumers' needs who want healthy, fresh, clean, delicious food.



Lao Yuan is an A La Carte restaurant serving Thai-Isan food combined with Vietnamese dishes that blend together perfectly. In addition, Lao Yuan restaurant offers an exclusive seasonal menu in order to boost sales and to obtain feedback for new products that are introduced to consumers.



Lao Yuan's target customers are families and middle-income earners, spending approximately 250-270 baht per person per time.

As of December 31, 2021, the Group has a total of 26 restaurants under the Lao Yuan brand, 5 branches of which are owned by the Group and 21 franchise branches.

(9) Pho

Pho Restaurant is a Vietnamese-style noodle restaurant offering noodles with mellow taste with pork, beef, entrails, and egg served with a special dipping sauce of Pho



Restaurant and many fresh vegetables. The interior decoration gives a comfortable vibe and consists of a contemporary wall painting that illustrates the Vietnamese lifestyle.

Pho restaurant offers A LA Carte menus serving Vietnamese noodles with a wide variety of dishes, focusing mainly on ingredients such as dried pho with pork, soup pho with beef, and vermicelli with roasted pork.



Pho's target customers are students, young workers, including families and consumers who want a quick meal, spending approximately 120 baht per person per time.

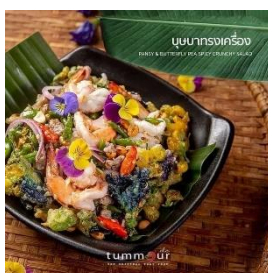
As of December 31, 2021, the Group has 1 restaurants under the Pho brand, all of which are franchise branches.

(10) De Tummour

De Tummour Restaurant is a premium authentic Thai-Isan restaurant offering a variety of menus from the Tum Mua brand.



De Tummour is an A La Carte restaurant with well-selected premium grade



ingredients to serve and Thai unique tastes, as well as to serve the needs of foreigners

De Tummour's target customers are high-income customers and foreign customers, spending approximately 300 - 400 baht per person per time.

As of December 31, 2021, the Group has 1 restaurant under the De Tummour brand, which is a franchise branch.

(11) Khiang

Khiang restaurant is a Thai restaurant with cooked-to-order food or fast food in response to the hasty lifestyle of Thai people, with an average area of approximately 50 square meters per branch. It offers Thai people's favorite dishes, such as Basil Pork Fried Rice with Garlic Pork, Traditional Fried Rice, Stir-Fried Noodles, Stir-Fried Kale with Crispy Pork, Roasted Chicken Noodles (Khau Khai), and Stir-fried Soy Sauce (Pad See Ew)



Khiang's target customers are students, young workers, including families and consumers who want a quick meal, spending approximately 140 - 160 baht per person per time.

The Group opened the first branch of Kiang in December 2018 at PTT Jesada Bodin Gas Station, Nonthaburi Province. The expansion of Kiang's branches is divided into branches in the gas stations, community malls, food courts, shopping centers, and shops for rent. At present, Kiang has opened more than 50 branches which are located in all major cities across the country by 2020.

As of December 31, 2021, the Group has a total of 101 restaurants under the Kiang brand, 83 branches of which owned by the Group 18 branches and 83 franchise branches

(12) Kiang Kang Tai

Kiang Kang Tai Shop is a sub-brand of Kiang brand. in the form of southern food that is spicy and many other menus such as Kaeng Tai Pla, Kua Kling, minced pork Yellow curry with pickled bamboo shoots and sea bass Curry with roasted pork bones, etc.



The target customers of Kiang Kang Tai restaurant are customers who are beginning to work, general company employees and consumers who want to eat ready meals (Quick Meal) who want to be quick, with average spending per person per time around 100-130 baht.



by the company group Opened the first Kiang Kang Tai shop in October 2021 at the PTT gas station, Muang Thong Thani, Nonthaburi Province, with plans to expand the branch of the Kiang Kaeng Tai shop, which is divided into shops located in the community gas station, Tiemall, food court and in the commercial home building.

As of December 31, 2021, the Group of Companies has a total of 1 restaurant under the brand "Kiang Kang Tai". be an executive and has plans to expand many more branches in 2022

1.2 Franchise

Franchise Business The Group has 2 franchising systems: (1) the Group choose sthe restaurant brand under the Group including the location and then proposes to the franchisee for approval and (2) the franchisee chooses the restaurant brand of the Group including its location and proposes to the Group for consideration of the appropriateness of the location.

The Group supports the full range of franchisees from providing services for branch contractors, branch interior design, employee training, preparation for a restaurant opening, ongoing training courses to the franchise, including marketing

1.3 Other related businesses

At present, the Group operates businesses that are related to other restaurant businesses, which consist of:

(1) Food delivery

The Group provides food delivery services through food ordering channels such as GrabFood, Lineman, Food Panda and Robinhood. This allows consumers to order food from any restaurant branch. The Group also offers food ordering channels through a call center at 1376 and and www.1376delivery.com to make it easier to order food. These channels enable pre-orders in order to accommodate large orders for seminars, issue tax invoices, as well as order small meals for everyday life to meet the needs of all types of customers. In addition, the Group also provides catering services for various events such as corporate parties and birthday parties. Our catering service model is also a food delivery service.

Due to the changing lifestyles of consumers and the advances of technology that makes online food ordering easier and more convenient, the food delivery service market has grown exponentially and continuously. At present, the Group has increased the convenience of customers in ordering food through online channel. This is achieved through online food ordering service intermediaries to increase the capability of the Group's branches in expanding their customer base to nearby offices and residences. The Group plans to invest in developing an online food ordering channel through a mobile application on mobile networks with the aim to provide customers with the convenience of online food ordering by

expanding branches that only offer food delivery services. In the first phase, it will start with the expansion of branches to cover all areas in Bangkok, including introducing new menus along with promotions to encourage continuous ordering through this channel. In addition, the Group also attaches great importance to food indelivery innovation by developing the best-selling menu items of each restaurant brand. The packagings are specially designed to be beautiful and attractive with the pattern and design specific to the brand, as well as the convenience of delivery and eating for better customer satisfaction.

As for the delivery, the Group develops to be efficient and fast and use temperature-keeping tools, and maintain food quality in the same manner as eating at restaurants of the Group.

(2) **Restaurant Management and Consultant**

The Group offers the restaurant management and consultancy services for restaurant operator or franchisee who needs the standardized restaurant management and operation system or the operator who encounters business problems. The Group relies on its experience and personnel expertise in management planning process and/or consultation. There are 2 types of service fees which are fixed fee and variable fee depending on the agreements with the users, scope and service

(3) **Retail food business**

The Group has 2 main types of retail food products which are ready-to-cook products such as Mee Mour and ready-to-eat products such as Seasoned Fermented Fish Sauce, Jaew Dipping Sauce, Fermented Fish Chilli Paste of standardized quality and taste. At present, these products are sold at the restaurant branches of the Group. In addition, the Group also increase the distribution channels to modern retail channels such as Makro, Lotus's, BigC, Tops, Gourmet market and CJ.Express to cover more customer groups in order to accommodate its future growth.

The Company has invested in ZEN and Kosum Interfoods Co., Ltd (ZKC) by holding 51% of shares through Zen & Spicy Co., Ltd. This joint venture is considered an important business expansion for ZCG. The joint venture company will be the main production base to fully support the Company's food and retail business expansion plans both in Thailand and abroad. It covers the production of seasonings, including products that are currently on the market, such as fermented fish sauce, dipping sauces, spicy salad dressings, fermented fish chilli paste, etc., and products that will be developed in the future such as fermented fish sauce (mixed with cannabis), etc. It operates out of contract manufacturing (OEM) for the operators in Thailand and overseas, which is a market with huge growth potential. There is also a plan to expand products under the Company's brands.

At the same time, this will enable the expansion of Company's ready-to-cook and ready-to-eat food products business through collaboration with partners in the development of products. For example, the development of Thai food a la carte menu into develop ready-to-eat canned food to add new choices for consumers and enhance the Company's potential as a diversified food service business operator.

In addition, the Company plans to use the joint venture company as a central kitchen for the production of seasonings for Zen Group's restaurants, which have a large demand for seasonings on a daily basis, as well as to support the franchise business expansion plan in the future.



Retail products



Research and Development

1. Research and development of menus

The Group is committed to the development of food products, food taste, cleanliness and hygiene, and restaurant service quality in order to create the highest satisfaction of the Group's customers.

The Group's Research and Development Department develops new food menus every 2-3 months to create special seasonal dishes at different times of the year for each brand, including a special promotion menu to boost sales. The Group also changes the menus every 1-2 years so that its restaurants have menus that are consistent with consumers' and target customers' changing behavior and needs.

Apart from dine-in menus, the Research and Development Department of each restaurant brand also places attention to the invention of delivery menu and packaging to meet the needs of the new generation ordering food to eat at home or at work. For example, AKA has AKA@Home products that customers can have their own BBQ at home.

The Research and Development Department of each restaurant brand is constantly developing their own recipes to provide food menus that meet consumers' needs and remains the identity of each restaurant brand, as well as to invent new production and cooking processes that increase efficiency and reduce costs, resulting in an increase in the Group's competitiveness.

In addition, the Company's Research and Development Department is also involved in the selection process of the main raw materials and works with the Purchasing Department to taste and inspect the quality of raw materials from suppliers in order to ensure that the ingredients selected to cook for consumers provide the tastes that meet consumers' needs, with good quality and an affordable price, resulting in customers' satisfaction.

To control quality standards and food tastes of every branch, the Group's Research and Development Department provides regular training to employees of the relevant departments, such as how to cook rice, how to grill meat, how to boil for cooking, and how to cook, to ensure that the food meets the specified taste and quality. When introducing new products or menus, the Group's Research and Development Department organizes training sessions on how to prepare and cook new dishes so that relevant employees can prepare food according to the recipes and able to cook with the specified taste and quality.

Group's Research and Development Department has the Food Quality Assurance Department to conduct random inspections on the quality and tastes of all food brands in order to ensure that the dishes that are served to customers meet the quality and tastes set by the Group. In case of failure to meet the specified standards, the Research and Development Department shall notify a person responsible for quality inspection of such brand in order to take corrective actions and improve the storefront of each branch.

The Group's Product Research and Development Department is responsible for random

inspection of the quality and taste of food of all restaurant brands to ensure that the food served to customers is of the quality and taste that meets the standards set by the Group. If the inspection results do not meet the specified standards, the Product Research and Development Department will notify the person in charge of quality inspection of the said brand for correction and improvement at the storefront of each branch.

In addition, the Group's Product Research and Development Department and Supply Chain Quality Assurance Department also participate in supplier audit to ensure the potential of their products and services in becoming long term partners.

Personnel of the Research and Development Department is the heart of the restaurant business. The Group has a plan to consistently develop personnel in the Research and Development Department in order to strengthen the stability and competitiveness of the business in the long run, such as sending employees to train with external agencies, etc.

2. Research and development of new restaurants' design

The Group develops new restaurant designs with the long-term use of experience and knowledge in business operations with the invention and development of the most efficient use of areas, resulting in a decrease in the investment in branch construction, including the lower construction cost per square meter and help reduce rental costs.

The Group develops a restaurant design approach for both the kitchen and part of the services. For the kitchen, the Group set standard layouts of various equipment within the kitchens of each brand that can be manufactured and used together (except for each brand's additional special equipment, such as AKA's grills). About 90.0 percent of the equipment used in the kitchen is of a standard that can be used by all brands. This makes it possible to make an order in bulk, such as refrigerators, freezers, and stoves, resulting in cost-effectiveness. In terms of service, the Group requires restaurants to offer the food that customers can access, such as setting up sushi bars, drink and dessert bars, including papaya salad bars near customers' seats. This affects the confidence in the preparation of food with meticulousness and care of the employees. In addition, the Group's restaurants use loose furniture, which is removable, replaceable, and changeable and can be ordered from manufacturers with lower costs per square meter than in the past.

3. Research and development for efficiency improvement

The Group has continually developed and improved its performance such as improvement of workflows and provision of new innovations for more convenience, faster and effective work at each branch. For example, collaboration with raw material suppliers in developing raw materials or food in the form of semi-cook or mixtures and condiments that facilitates the work/preparation of food and ensures consistent taste and quantity, as well as reducing investment in tools, appliances and

equipment in operation and investment per branch. For example (1) On the Table's Mushroom Soup and the sauces used in ZEN Shop were originally prepared at the store which took a long time. But the R&D Department worked with raw material suppliers to simplify the production process and (2) ZEN's snow fish filleting was originally performed at the shop, making its preparation complicated. The R&D Department therefore worked together with raw material suppliers to develop a ready-to-use, ready-to-use snow fish fillet for convenience and standardization, reducing wastage and saving time.

2. Marketing and Competition

(A) Marketing of essential products and services

Marketing and Sales of the Group

The Group focuses on target marketing with the objective to (1) increase market share in new customer groups by raising brand awareness, (2) maintain existing customer base by creating brand loyalty and (3) increase utilization rate of the Group's customers by developing new menus, creating brand engagement through advertisements on online media and social network and raising awareness through traditional marketing, including installing billboards in shopping centers, retail stores, community malls or the areas adjacent to the restaurants.

The Group has established different marketing strategies for each brand according to the target customers, brand positioning and restaurant models.

1. Pricing Policy

The Group use cost-plus pricing strategy (Cost Plus Margin) to set the price at the level considered a good value for money from the customer's view and in line with the brand positioning, including consideration of price competitiveness compared to the competitors.

Since the Group has many brands and branches with different brand positioning, target customers, sales prices, raw material costs, operating expenses, rents and employee expenses, the product prices are therefore different. However, the Group believes that the pricing at present is suitable and reasonable compared to the quality of products and services while meeting customer needs.

2. Customer and Target Marker Characteristics

The Group has a variety of restaurant brands and branches all over the country which are accessible and meet different needs of customers. The details are as follows:

Brand	Customer			Income Level			Location		
	Family	Working age (> 20 years)	Students (> 15-24 years)	Low Middle High	Low Middle High	Low Middle High	Bangkok and Perimeter	Upcountry	Abroad
1. Zen	✓	✓	✓	-	✓	✓	✓	✓	-
2. ZEN BOX	-	✓	✓ -	- ✓	✓	-	✓	-	
3. AKA	✓	✓	✓	✓	✓	-	✓	✓	✓
4. On the Table	✓	✓	-	-	✓	✓	✓	✓	✓
5. Tetsu	✓	✓	-	-	-	✓	✓	-	-
6. Sushi Cyu	✓	✓	-	-	-	✓	✓	-	-
7. Din's	✓	✓	✓	✓	✓	-	✓	✓	-
8. Tummour	✓	✓	✓	✓	✓	-	✓	✓	✓
9. LaoYuan	✓	✓	-	-	✓	✓	✓	✓	-
10. De Tummour	✓	✓	-	-	✓	✓	✓	-	-
11. Khiang	✓	✓	✓	✓	✓	-	✓	✓	-
12. Pho	✓	✓	✓	✓	✓	-	✓	✓	-

3. Sales and Distribution Channels

The Group has 4 different distribution channels which are (1) restaurant branches, most of which are located in the shopping malls, retail shops and community malls, including gas stations and commercial buildings in the communities with relatively high customer traffic. The Group anticipates that most customers tend to have some food in these areas. (2) Catering services both on-site and off-site services such as weddings, conferences and festive parties. (3) Delivery services via Call Center at 1376 and www.1376delivery.com Which is the food ordering channel of the group of companies And food ordering channels of various Food Applicators such as Grab Food, Lineman, Food Panda และ Gojek, etc. (4) Selling Ready-to-Cook and Ready-to-Eat products at the Group's restaurant branches, department stores, retail shops and wholesale shops

(B) Competition

1. Overview of Industry and Competition

By the end of 2021, the full-service restaurants business was boosted by the easing of measures, including lifting curfews in tourism pilot areas and allowing restaurants to sell alcoholic beverages to customers dining at the restaurants from November 1, 2021, with conditions. This allows the business to generate more revenue. If the pandemic situation in the country improves, consumer confidence in restaurants is likely to gradually return, which will benefit the business for the remainder of this year and the outlook for 2022.

The easing of measures at entering the year-end festival season promotes an atmosphere for more consumers to dine at the restaurants and spend more time per visit. The value of full-Service restaurants business is expected to increase by approximately 2 billion baht from the previous forecast.

Although in the midst of the ongoing COVID-19 pandemic, some consumers may be concerned about dining at the restaurants. However, consumers in Bangkok have begun to do outdoor activities, especially using services such as eating at the restaurants. In addition, consumers are also more likely to use the service longer or more often if the COVID-19 pandemic situation does not serious. This is reflected on a survey by the Kasikorn Research Center which found that

More than 72% of the respondents became confident and returned to sit-down services after the authorities eased the restrictions (since September 1, 2021). However, it is noteworthy that most of the restaurants that the sample returned to use the service are in department stores or community malls such as Shabu/Grill, Japanese restaurants and Suki restaurants, etc., followed by garden-style restaurants with specific characters, such as

restaurants decorated in nature and with beautiful photography spots.

77% of the respondents said the announcement of expanding restaurant hours and reducing the government's curfew period (since October 16, 2021) encouraged longer and more frequent restaurant visits, while 23% said it had no effect on their use of restaurant service. Most of the respondents have not returned to sit and eat at the restaurants.

The outlook for full-service restaurant business in 2022 is likely to recover by 26.5%, driven by increase in supporting factors, while intense competition remains a key challenge.

Kasikorn Research Center considers that the trend of full-service restaurant business in 2022 will start to have more supporting factors, such as the easing of measures and opening up the country to foreign tourists. If the COVID-19 pandemic situation in the country improves or if there is no return of the serious pandemic causing the authorities to resume control measures, it should help the full-service restaurant business to recover after a severe contraction in the past 2 years. Kasikorn Research Center forecasts the recovery of the full-service restaurant business in 2 cases as follows.

Case 1 Under the assumption that the COVID-19 pandemic situation is likely to gradually improve, the number of new cases has continued to decline and vaccination covers the majority of the population according to government plans, domestic consumers have confidence in access to services, and the country is opened up to foreign tourists. This will result in a continuous expansion of the number and frequency of eating at the restaurants with approximately 204 million tables in 2022. In addition, the expansion of spending is expected which an increase by approximately 4.2% and thus the full-service restaurant market will have total sales value of approximately 143 billion baht or accounting for a growth of 26.5%.

Case 2 Under the assumption that a new pandemic has occurred and there has been an escalation of the control measures inhibiting selling food in the shop without lock down. This will affect consumer confidence and reduce the number of tables per visit to about 186 million tables. It is estimated that the value of full-service restaurant market will be around 1229 billion baht, or accounting for a growth of 14.2%.

2. Status and Competitiveness

However, the chances of recovery and the sales value of the business depend on various important factors such as purchasing power and consumer confidence, etc., as well as certain factors that have different effects on the recovery patterns of restaurants in this group. In the next year, the full-service restaurant market is expected to recovery and grow.

This was driven by both the investment plans of major operators which were delayed from 2021, as well as the acceleration of the expansion of food portfolios to cover more food categories. It is expected that in 2022, large operators will invest more in their restaurant business platform to support marketing in terms of in-store sales, delivery sales, and cross-brand sales in their portfolios. While small and medium-sized restaurant operators are expected to continue their business cautiously and wait for the return of mass customers, with a gradual recovery expected.

In summary, Kasikorn Research Center considers that although the trend of full-service restaurant business is improving, the operators have to face important business challenges which include an increasing trend of operating costs such as the price of food ingredients, utility costs such as electricity, rental fee and wage. In addition, the costs associated with cleanliness and disease screening standards can increase business costs by 2-5%(compared to pre-COVID-19 pandemic).

Therefore, full-service restaurant operators need to adjust their business models to meet the changing trends, such as increasing the proportion of online marketing, including having a page admin or chatbot in charge of answering questions and taking orders on social media channels. This integration of sales and marketing channels through both online and offline channels to provide customers with access to goods and services from multiple channels or Omni Channel will become essential in this sector.

In addition, contactless technology such as food delivery robots, digital menus and mobile payment will become the new standards that every restaurant needs to reduce the chance of infection and increase the confidence of consumers who will use the service at the restaurant.

The restaurant business outlook in 2022 is still a year to be cautious as the market still has risk factors for the pandemic of Omicron variant and other potential variants, as well as consumer purchasing power that have not yet recovered. However, the restaurant business still has important positive factors from the government's economic stimulus policy to boost spending and increase consumer purchasing power, such as the "4th Phase Half-Half" campaign that are expected to start in March- April 2022. From these factors, Kasikorn Research Center expects that in 2022, restaurant business is likely to grow around 5.0-9.9% (partly due to rising food prices and inflation). However, it is the expansion of a specific group or type of restaurant because each type of restaurant still has different specific factors as follows.

Full-service restaurants are likely to show accelerated growth from last year's low base. The restaurants that will gradually recover before the other group is the

restaurants in the in shopping malls and famous restaurants, as well as in the provincial tourist areas that are the destinations of Thai tourists in the high season. It is estimated that there will be a sales value of approximately 1.31-1.42 billion baht, accounting for an increase of 10.0% - 19.5%. For limited-service restaurants, the expansion is a result of the expansion of branches in the fast food and smaller restaurants which is expected to launched more than 2021, such as non-storefront restaurants and new types of restaurant with high mobility. The target areas are residential areas and gas stations in outer Bangkok, vicinities and major cities. As a result, the sales value is expected to be around 6.4 - 6.8 billion baht, or accounting for a growth of 4.6 - 11.8%. Street food outlets with storefronts show continuous expansion which are also supported by Half-Half campaign, which is estimated to be worth around 184-1.86 billion baht or accounting for a growth of 2.0-3.0%.

In addition, the restaurant business in 2022 is still an important and attractive restaurant business environment. For example, business costs are expected to remain high throughout the year while the sales price increase is limited. This puts pressure on the net profit of restaurant operators, especially the cost of food raw materials and energy costs. As a result, some operators need to increase their food prices, adopt small restaurant model to reduce costs and risks and integrate technology into the restaurant business value chain.

It is also expected that in 2022, large business operators both inside and outside the industry will invest more in the restaurant business in the outer Bangkok and vicinities, including in the provincial areas, especially in concentrated residential areas. At the same time, the ongoing risk of COVID-19 has forced restaurant operators to balance their sales channels and add more revenue streams to other products in the near future.

2. Procurement of Products and Services

2.1 Procurement of raw materials

2.1.1 Product and raw material procurement and supply

For the procurement of raw materials, the Group's Central Purchasing Department and Research and Development Department jointly select suppliers, both food-related raw materials and non-food products, that meet the criteria and standards set by the Group. For all of the restaurant branches under the Group's brands, whether branches owned by the Group and franchise branches, raw materials must be ordered from the suppliers listed by the Central Purchasing and the Research and Development Department. However, the Group allows franchise branches to be a food-related supplier (some certain types of fresh food products such as fresh vegetables, chili, and garlic, for themselves without ordering through the Group's

Central Purchasing Department because it is more cost-effective in terms of raw material cost management of franchise branches.

The Group has a strict supplier selection process by requiring suppliers to send raw material samples for the quality test. The Group arranges food experts from the Research and Development Department to test raw materials in a blind test manner in order to obtain raw materials of the same quality as specified by the Group before deciding to purchase raw materials from such suppliers. In addition, the Group has the policy to review the list of the suppliers at least once a year to ensure that the raw materials from them are of the quality and standards set by the Group.

For critical and/or high volume raw materials and/or raw materials with high price fluctuations and/or raw materials to be imported from abroad, the Group enters into raw material purchase agreements with the suppliers. The raw material purchase agreements are made in various periods, both short term (3-6 months) and long term (over 6 months), depending on product type and market price trend in order to reduce fluctuations in product prices that will affect the Group's raw material costs and to ensure that the Group is able to supply sufficient quantities of quality standardized raw materials. Moreover, the Group has the policy to procure more than one supplier for each type of raw material as an alternative to the Group in case of an emergency.

2.1.2 Number of suppliers, raw materials, product procurement

In 2021, the Group procured 428 suppliers with food-related raw materials and non-food products, decreased from the purchases of 393 suppliers reduced from year 2021 which was 428 suppliers, or by 8.17 %, and the Group had no purchases from any supplier more than 10% of the total purchase.

2.1.3 Proportion of local and overseas purchases of raw materials

In 2021, the Group procured both local and overseas raw materials. The local purchases accounted for 99.46%, and the overseas purchases accounted for 0.54% of the total purchase value.

2.2 Location of restaurant branches

The Group provides a location for restaurant branch expansion. The Business Development Department prepares a business feasibility assessment report for investment decisions, which covers from an area survey, demographic data, income levels, number of nearby competitors, consumer behaviors, logistics system, sizes and market positioning of shopping centers, as well as reputation and popularity of locations. If a location meets the

criteria set by the Group and is expected to generate an appropriate return on investment, including a payback period according to the Group policy, the Business Development Department will coordinate with the target location and negotiate to enter into a short-term lease agreement (approximately 3 years) with preliminary rental, service and utility rates, either fixed or variable rates based on sales, as the case may be.

2.3 Contractor procurement

The Group provides efficient contractors for branch construction ("Contractor") to be able to complete the project on time. This will enable the Group to expand their branches more efficiently and quickly at the right cost and expense according to the plan set in each quarter.

On average, the Group provides designers with the expertise of each brand to conduct interior design, kitchen design, and M&E systems based on CI, block plan, and layout of each brand. They are required to create a design within 1 - 2 months before the bidding of the contractors, which takes about 1 month. The Company will select 3 - 4 contractors in each work segment according to the construction plan, which has passed the qualification criteria to participated in the auction of the Group through the bidding process. The bidding contractors shall provide the lowest construction quotation, including the quality of past projects, and the Group's Project Management Department will present to the Procurement Committee to consider the suitability, both in terms of working schedule, the appropriate work team, and the appropriate budget, then the Group will select qualified contractors with expertise and enter into an agreement with the contractors as for the branch construction period, about 1 - 2 months/branch, depending on whether it is a Thai restaurant or Japanese restaurant. The cost for hiring a decoration contractor account for approximately 40.0% to 45.0% of the cost of new store opening; the cost of M&E systems accounts for approximately 20.0%; the cost of kitchen utensils and refrigerators accounts for approximately 12.0%; the cost of system work in addition to the standard accounts for approximately 12.0% to 15.0%; and the cost of preparation for the SET UP equipment accounts for approximately 6% to 9%.

2.4 Quality Inspection and Control

As the Group attaches great importance to product quality, food quality, and service quality in the Group's restaurant branches, it establishes a continuous restaurant-quality management system, with details as follows:

(1) Selection of quality raw materials

The Group has a Research and Development Department with experienced personnel acting to select raw materials from new distributors to cook for testing

and quality improvement all the time to ensure that the raw materials still meet the criteria and standards set by the Group

(2) Storage process and delivery of raw materials to branches

The Group has standardized warehouse management to control the quality of raw materials. All food products are outsourced by reputable outsourcing providers of warehouse management and logistics to operate and delivers raw materials to the restaurant branches on a daily basis by a transport vehicle that is suitable for each type of raw material, such as a refrigerator, to deliver only the food that needs temperature control to keep the freshness of the food until it reaches the branches.

(3) Quality control of food, service and cleanliness

The Group has 3 teams responsible for quality control of food and service at restaurant branches under the supervision of the Brand Management Department as follows.

1. Food Quality Assurance (FQA) team consists of food specialists and chefs responsible for monitoring kitchen management at restaurant branches such as refrigerated storage of raw materials, cleanliness and conditions of cooking utensils and containers, freshness of food, cooking time, raw material preparation process, mixing, cooking, food appearance, amount of food and ingredients, as well as the taste of food.

The FQA team randomly inspect the food quality including QSC (Quality Service Cleanliness) and the cooking process to the food storage method on a weekly basis to ensure the specified standards are met.

2. Area Manager (AM) team is responsible for inspection of general management in the restaurant, such as receiving system, payment and deposit of cash, utilization of the recording system, cleanliness, lighting brightness, store temperature, dry and chemical storage, as well as the characteristics, appearance and quantity of beverages and confectionery.

The AM team is responsible for random inspections including QSC, service processes and branch management according to established standards on a weekly basis, as well as on the job training.

3. QSC/Training Brand team is responsible for food quality inspection, including QSC, with menu, raw material quality, cleanliness, service procedure on a monthly basis. The QSC team will provide guidance and support in helping the branch management team operate according to standards and provide monthly training for both kitchen and service areas.

(4) Service quality control and suggestion and complaint management

The Group provides several channels to receive suggestions and complaints from customers, such as through restaurant notifications, the Company's website, or questionnaires given directly to customers. The AM Team inspects and follows up suggestions and complaints through such channels on a daily basis, and if a problem occurs, the AM Team will immediately inspect and coordinate with the relevant departments and the restaurant branches to find solutions. In addition, the QSC/Training team organizes training to resolve complaints and good service to avoid customer complaints to the front of the branch to provide good service to the brand's customers

Related laws and regulations

In the restaurant operation, the Group established the rules and regulations concerning the operations of the Group's restaurants where all branches of the Group's restaurants are required to comply with related laws and regulations, which can be divided into main parts as follows:

1. Place of business

Place of business: the Group enters into a retail space lease agreement with building owners, such as an area in a shopping center or retail store with a lease term of approximately 3 years or more than 3 years. The Group makes a written lease agreement and registration of the lease with a competent official as required by law (in the event that the lease agreement stipulates the lease term of more than 3 years)

2. Operating license

In operating a restaurant business, an operator shall apply for licenses with a public agency, with details as follows:

- VAT registration document and additional branch registration with the Revenue Department and the Department of Business Development;
- License to establish a place for selling and collecting food to a local health office
- License to sell liquor with the Excise Department (if any); and

- Submission of billboard tax payment and annual land and house tax payment to a local income division
3. Personnel management
- The Group has a labor agreement with its employees in accordance with the Labor Act, as well as establishing the Company's Regulations according to the law, along with providing its employees with benefits and welfare as required by law.
 - The Group applies for permission to hire foreign workers required by the Foreign Workers Act and the Ministry of Interior's Notification.
 - The Group requires employees who are responsible for cooking in the kitchen to be trained and obtain a "food handler card", which refers to a person involved in food, from the process of preparing, assembling, cooking, selling, and serving food, to cleaning and storing equipment containers, in accordance with the Public Health Act
4. Other laws related to business operation
- Marketing-related operations and advertising promotions shall comply with laws such as the Consumer Protection Act, Alcohol Control Act, and Gambling Act. The Group shall perform inspection or apply for permission to be legal before proceeding.
 - Intellectual property-related operations include Copyright Act, such as music copyright agreement and trademark/service mark registration associated with the Group's brands.

4. Assets for business operation

4.1 Fixed assets for business operation

As of December 31, 2020, 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, which are equal to 720.2 million baht. The details are as follows:

Items	Net book value (Million baht)	Right of ownership	Obligation
Land and land improvements	347.6	ownership	Mortgaged with bank
building	28.8	ownership	None
Machinery and factory equipment	4.9	ownership	None
Leasehold improvements	203.3	ownership	None
Tools, utensils and operating equipment	42.2	ownership	None
Furnishings, fixtures and office supplies	25.1	ownership	None
Vehicles	2.4	ownership	None
Work during construction process and assets during installations	0.4	ownership	None
Total	654.7		

The Group's fixed assets list as shown above can be detailed by asset type and classified by a company as follows:

4.1.1 Land and land improvement

As of December 31, 2021, the net book value of land and land improvement according to the Company's and its subsidiaries' consolidated financial statements is as follows:

Company	Location	Area size (rai)	Net book value (million baht)	Purpose of use	Right of ownership	Obligation
ZCG	Bang Chalong Subdistrict, Bang Phli District, Samut Prakan Province	19-3-7	326.3	The Company plans to develop such land to be the Group's central kitchen and distribution center in the future.	ownership	Mortgaged with bank in the amount not exceeding 1,105 million baht. (the Group has a loan facility with a mortgagee bank of 200 million baht)

Company	Location	Area size (rai)	Net book value (million baht)	Purpose of use	Right of ownership	Obligation
ZKC	Hua Khwang Subdistrict, Kosum Phisai District Mahasarakhan Province	16-1-10	21.3	Office location and condiments factory	ownership	None
Total			347.6			

4.1.2 building

As of December 31, 2020, the net book value of leasehold adjustments according to the Company's and its subsidiaries' consolidated financial statements is as follows:

Company	Net book value (Million baht)	Purpose of use	Right of ownership	Obligation
ZKC	28.8	Office buildings and condiments factory	ownership	None
Total	28.8			

4.1.3 Machinery and factory equipment

As of December 31, 2021, the net book value of machinery and factory equipment according to the Company's consolidated financial statements and subsidiary The details are as follows.

Company	Net book value (Million baht)	Purpose of use	Right of ownership	Obligation
ZKC	4.9	Machinery and equipment for the production of condiments	ownership	None
Total	4.9			

4.1.4 Leasehold improvements

As of December 31, 2021, the net book value of the leasehold improvements according to the consolidated financial statements of the Company and subsidiary The details are as follows.

Company	Net book value (Million baht)	Purpose of use	Right of ownership	Obligation
ZCG	27.7	Office building decoration and renovation work And demolition work	ownership	None
ZRH	18.8	Shop decoration work, electrical system work, kitchen work and demolition work	ownership	None
AKA	68.6	Shop decoration work, electrical system work, kitchen work and demolition work	ownership	None
GGG	15.0	Shop decoration work, electrical system work, kitchen work and demolition work	ownership	None
OTT	45.0	Shop decoration work, electrical system work, kitchen work and demolition work	ownership	None
ZPC	27.9	Shop decoration work, electrical system work, kitchen work and demolition work	ownership	None
ZSM	0.0	Office building decoration and renovation work	ownership	None
Total	203.3			

4.1.5 Other fixed assets

As at 31 December 2021, the net book value of other fixed assets comprises tools, appliances and operating equipment, decoration installations and office supplies, vehicles, and work during construction process and assets during installations according to the Company's and its subsidiaries' consolidated financial statements is as follows:

No.	Description / purpose of use	Net book value (Million baht)	Right of ownership	Obligation
1	Tools, utensils and operational equipment such as kitchen tools and equipment For cooking at the branch, etc.	42.2	ownership	None
2	Furnishings, fixtures and office equipment	25.1	ownership	None
3	Vehicles	2.4	ownership	None

No.	Description / purpose of use	Net book value (Million baht)	Right of ownership	Obligation
4	Work in progress and assets in progress such as office buildings And restaurant branches, etc.	0.4	ownership	None
Total		70.1		

4.2 Right-of-Use Assets

As of December 31, 2021, the net book value of leasehold rights in the Company's and its subsidiaries' consolidated financial statements is as follows:

Company	Net book value (Million baht)	Purpose of use	Right of ownership
ZCG	139.2	Rent to operate a restaurant	Ownership of leasehold rights
ZRH	284.9	Rent to operate a restaurant	Ownership of leasehold rights
AKA	178.5	Rent to operate a restaurant	Ownership of leasehold rights
GGG	51.4	Rent to operate a restaurant	Ownership of leasehold rights
OTT	129.3	Rent to operate a restaurant	Ownership of leasehold rights
ZPC	34.2	Rent to operate a restaurant	Ownership of leasehold rights
Total	817.5		

4.3 Intangible assets

As of December 31, 2021, the net book value of intangible assets according to the Company's and its subsidiaries' consolidated financial statements is as follows:

Items	Detail	Net book value
Trademark	Buying a trademark from an acquisition	74.3
Franchise contract	Franchise agreement for Thai restaurant Tummour brands according to the acquisition of the business	1.3
Software license fee	Business software	16.2
Patent fee	Patent	3.5
Total		95.3

Investments in subsidiaries and associates

The company operates its business by holding shares in other companies. The Company invests in a subsidiary that operates a restaurant business and other related businesses which according to the separate financial statements of the company as of December 31, 2021, the Company has investments in 8 subsidiaries, with details as follows:

Subsidiaries	Nature of Business Operations	Shareholding (%)	Investment value at cost as December 31, 2020 (Million baht)
ZRH	Japanese restaurant business under brand “Zen” and “ZEN BOX” and related businesses	100.0	75.0 ⁽¹⁾
AKA	Japanese style grill restaurant under brand “AKA” Neo-Taiwanese restaurant business under brand “Din’s” and related businesses	100.0	80.0
GGG	Premium Japanese restaurant under brand “Sushi Cyu” and Premium Japanese style grill restaurant “Tetsu” and related businesses	100.0	30.0
OTT	Lifestyle restaurant business with “Tokyo Café” concept under brand “On the Table”, Franchise business and related businesses	100.0	25.0
SYN	Owners of trademark for Thai restaurant brands “Tummour”, “Laos Yuan”, “Jaew Hon”, “Pho” and “de Tummour”	100.0	251.3
ZPC	Thai restaurant business under brand “Tummour”, “Kiang”, “Laos Yuan”, “Jaew Hon”, “Pho” and “de Tummour”, franchise business and related businesses	100.0	20.0

Subsidiaries	Nature of Business Operations	Shareholding (%)	Investment value at cost as December 31, 2020 (Million baht)
ZSM	Raw material procurement, purchase and delivery business for the Group restaurant outlets including sales and distribution of raw material for franchisee and retail food products	100.0	17.5
Total investment value			498.84

Note: ⁽¹⁾ In 2020, at the board of directors meeting of ZRH has a resolution to approve the reduction of the registered capital in the amount of 225,000,000 Baht remaining registered capital of 75,000,000 baht and called an extraordinary general meeting of shareholders to approve the said matter

5. Work not yet delivered

- None -

1.3 Shareholding Structure of the Company Group

1.3.1 Shareholding Structure of the Company Group

The company operates its business by holding shares in other companies. The Company invests in a subsidiary that operates a restaurant business and other related businesses which according to the separate financial statements of the company as of December 31, 2021, the Company has investments in 8 subsidiaries and 1 associated with details as follows:

Subsidiaries / Associated	Ticker	Head Office	Nature of Business Operations	Shareholding (%)	Investment value at cost as December 31, 2020 (Million baht)
Zen Restaurant Holding Company Limited	ZRH	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Japanese restaurant business under brand “Zen” and “ZEN BOX” and related businesses	100.0	75.0
AKA Interfood Company Limited	AKA	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Japanese style grill restaurant under brand “AKA”Neo-Taiwanese restaurant business under brand “Din’s” and related businesses	100.0	80.0
Gyu Grill Group Company Limited	GGG	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Premium Japanese restaurant under brand “Sushi Cyu” and Premium Japanese style grill restaurant “Tetsu” and related businesses	100.0	30.0
Tokyo Concept Company Limited	OTT	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Lifestyle restaurant business with “Tokyo Café” concept under brand “On the Table”, Franchise business and related businesses	100.0	25.0

Subsidiaries / Associated	Ticker	Head Office	Nature of Business Operations	Shareholding (%)	Investment value at cost as December 31, 2020 (Million baht)
Spice Synergy Company Limited	SYN	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Thai restaurant business under brand “Tummour”, “Laos Yuan”, “Jaew Hon”, “Pho”, and “de Tummour”, franchise business and related businesses	100.0	251.3
Zen & Spicy Company Limited	ZPC	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Owners of trademark for Thai restaurant brands “Tummour”, “Laos Yuan”, “Jaew Hon”, “Pho” and “de Tummour”	100.0	20.0
Zen Supply Chain Management Company Limited	ZSM	662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250	Raw material procurement, purchase and delivery business for the Group restaurant outlets including sales and distribution of raw material for franchisee and retail food products	100.0	17.5
Zen And Kosum Interfood Company Limited ⁽¹⁾	ZKC	112 Village No. 8, Kosum-Sarakham Road, Kangkae Subdistrict, Kosum Phisai District Maha Sarakham Province	Fresh food factory business, dried food, instant food all kinds of condiments as well as all kinds of beverages and other products All food related Retail-wholesale, import and export of fresh food, dried food, processed food, vegetables and fruits of all kinds, both domestically and abroad	51.0	10.00

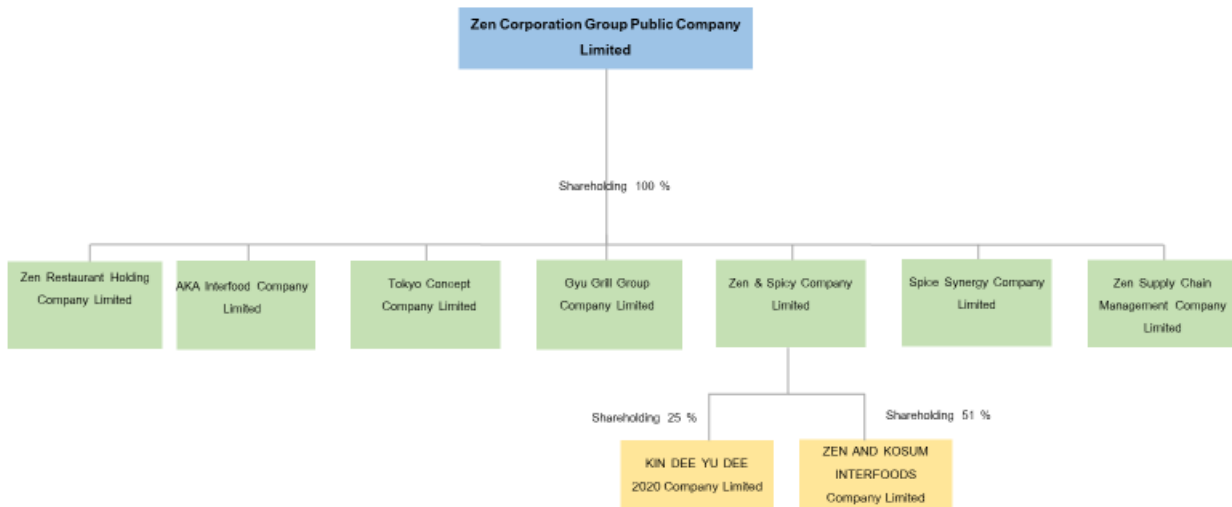
Subsidiaries / Associated	Ticker	Head Office	Nature of Business Operations	Shareholding (%)	Investment value at cost as December 31, 2020 (Million baht)
KIN DEE YU DEE 2020 Company Limited ⁽²⁾	-	87/1 Karnjanavanit Road, Ban Phru Subdistrict, Hat Yai District, Songkhla Province	Restaurant business By purchasing a franchise brand "Chiang"	25.0	4.1
Total investment value				512.9	

Note ⁽¹⁾ Associated Company held by Zen & Spicy Company Limited

⁽²⁾ Joint Venture Company held by Zen & Spicy Company Limited

- Business division policy of companies in the group

The shareholding structure diagram of the group of companies



- Shareholding proportion Not different from the proportion of voting rights
- The size of the main business companies and the size of other companies compared with the size of the company meet the criteria
- Name, address, office of the juristic person, type of business, telephone, fax, number and type of all outstanding shares of the juristic person that the company Holding shares of 10% or more, is in the topic of shareholding structure of the company

1.3.2. Persons, who may have conflicts of interest, 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

1. No structure or status of the Company/Group in the case of being part of the major shareholder's business group
2. No need for interdependence or mutual support and no strategic positioning of the Company/Group to the major shareholder's business group
3. No business structure of the Company/Group having significant competition

1.3.4 Shareholder

1. Major shareholders

(A) List of the top 10 shareholders listed in the shareholder registration book as of December 30, 2021 are as

List of Shareholders	No. of Shares (shares)	Percentage of Paid up Capital (Percent)
1. Mr. Sakkanon and Ms.Jomkwan Group	200,750,400	66.92
1.1 AGB Siblings Holdings Company Limited ⁽¹⁾	75,000,000	25.00
1.2 Ms. Jomkwan Chirathivat	34,535,200	11.51
1.3 Mr. Sakkanon Chirathivat	34,535,200	11.51
1.4 Morgan Stanley & Co. International PLC ⁽²⁾	56,680,000	18.89
2. Mrs. Kesara Manasilp	9,393,100	3.13
3. Central Pattana Public Company Limited	5,625,000	1.87
4. Mr. Siruwat Chatchawan	4,750,000	1.58
5. Mrs. Supajed Vivaddhanakasem	4,319,990	1.44
6. Mr. Prin Chirathivat	4,045,700	1.34
7. Ms. Suchanpa Balankura	3,780,000	1.26
8. Mr. Steven David Halliday	3,780,000	1.26
9. Bualuang Basic Dividend LTF	3,913,700	1.30
10. Mr. Kornpong Akara Puttsakul	3,393,500	1.13

Note :

⁽¹⁾ AGB Siblings Holdings Company Limited, a company incorporated in Thailand, is held by AGB Family Holding Company Limited 100.0%. AGB Family Holding Company Limited, a company incorporated in Thailand, is held by Dragon Back Investments Limited 100.0%. Dragon Back Investments Limited is held by AGB Holding Limited 100.00% . AGB Holding Limited is held by Ms. Jomkwan Chirathivat and Mr. Sakkanon Chirathivat, in the portion of 50.0% and 50.0%, respectively

⁽²⁾ Morgan Stanley & Co. International PLC is the total number of shares of 1) Mr. Sakkanon Chirathivat 2) Ms. Jomkwan Chirathivat 3) Dragon Sign Global Limited a company incorporated in British Virgin Islands, is held by Mr. Sakkanon Chirathivat 100.0% and 4) Great Classic Limited , a company incorporated in British Virgin Islands, is held by Ms. Jomkwan Chirathivat 100.0%

Foreign Shareholders

As at December 30, 2021 appears as follows:

The Company has 3 foreign shareholders with a total of 56,683,000 shares or equal to 18.89% of paid-up capital

Restriction in the company's share transfer

The company shares could transfer without any restriction except the transfer was resulted in foreign shareholders holding ratio more than 49% of total paid up shares of the company

(B) The major shareholders who, by their behavior, have significant influence over the formulation of policies, management, or operations of the Company

- None –

2. List of shareholders of Subsidiary operating main business

Shareholder Structure of the company's subsidiaries as of December 30, 2021 had details as follow

Name of Subsidiaries	Shareholder List							
	The company or ZCG		Mr. Sakkanon Chirathivat		Ms. Jomkwan Chirathivat		Mr. Steven David Halliday	
	No.of Shares (shares)	Holding ratio (%)	No.of Shares (shares)	Holding Ratio (%)	No.of Shares (shares)	Holding ratio (%)	No.of Shares (shares)	Holding rati (%)
ZRH	749,998	100.0	1	0.0	1	0.0	-	-
AKA	799,998	100.0	1	0.0	1	0.0	-	-
GGG	299,998	100.0	1	0.0	1	0.0	-	-
OTT	249,998	100.0	1	0.0	1	0.0	-	-
SYN	499,997	100.0	1	0.0	1	0.0	1	0.0
ZPC	1,999,997	100.0	1	0.0	1	0.0	1	0.0
ZSM	699,997	100.0	1	0.0	1	0.0	1	0.0

Name of Subsidiaries	Shareholder List									
	Zen & Spicy Company Limited Or ZPC		Mrs.Veeradaorn Puengphroenpun		Mr. Nattapon Thongbaiyai		Miss Warinphat Saenglee		Miss. Oranong Saenglee	
	No.of Shares (shares)	Holding ratio (%)	No.of Shares (shares)	Holding ratio (%)	No.of Shares (shares)	Holding ratio (%)	No.of Shares (shares)	Holding ratio (%)	No.of Shares (shares)	Holding ratio (%)
ZKC	51,000	51.0	47,530	47.5	490	0.5	490	0.5	490	0.5

3. Shareholders' agreements in matters affecting the Company's issuance and offering or Company performance and explain the key issues that affects the operation

- None –

1.4 Paid up capital of the Company

1.4.1 Paid up capital of the Company

As of December 31, 2021, the Company had registered capital in the amount of 300,000,000 Baht consisting of common stock 300,000,000 shares at the par value of 1.0 Baht per share and had paid up capital in the amount of 300,000,000 Baht consisting of common stock 300,000,000 shares at the par value of 1.0 Baht per share

Listed stock exchange

The Stock Exchange of Thailand

93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

1.5 Other issued security

- None –

1.6 Dividend Policy

1. Dividend payment policy of the Company

The board of directors of the Company may consider payment of an annual dividend of the Company and which must be approved by the shareholders' meeting except for an interim dividend payment which the board of directors of the Company has authority to approve from time to time when deemed that the Company has appropriate net profits. The interim dividend will then be reported at the next shareholder meeting after payment of the interim dividend.

The Company has a policy to pay dividend to shareholders in the amount of not less than 50% of the net profit after deduction of corporate income tax, allocation of legal reserve and general reserve based on the Company's separate financial statement. In this regard, the board of directors of the Company may consider to pay a dividend different from the policy, considering factors for the benefit of shareholders such as the economic situation, business performance, financial status, financial liquidity, conditions of loan agreements etc., and the board of directors will consider a dividend that will not significantly affect the normal business operations of the Company.

Regarding the Company's business which receives revenues from its holdings in other companies without itself operating the core business and its main assets are investments in subsidiaries therefore the ability to pay dividend mainly depends on the performance and dividend payment of its subsidiaries.

2. Dividend payment policy of subsidiaries

Annual dividend payment and interim dividend (if any) of the subsidiaries must be approved by the Board of Directors unless the subsidiaries pay dividends for the whole year at not less than that specified in the annual budget of each subsidiary as approved by the Board of Directors

Dividend payment policy of the Company's subsidiaries is under the approval of the Board of Directors of the subsidiary and proposed to the shareholders' meeting of each subsidiary for approval each year. The subsidiary has a policy to pay a dividend of not less than 50% of net profit according to its separate financial statements of the subsidiary after corporate income tax and after deducting various reserves of all types as specified by law and subsidiaries each year, and the obligations under the terms of the loan agreement (if any). In this regard, the Board of Directors of the subsidiary considers paying dividends by considering various factors such as economic conditions, operating results and financial status of the subsidiary, cash flow, reserves for future investments, reserves for repayment of loans or as working capital within the subsidiary. The conditions and restrictions as specified in the loan agreement and the payment of dividends will not significantly affect the normal operations of the subsidiaries as the Board of Directors of the subsidiary deems appropriate.

2. Risk Management

2.1 Risk Management Policy and Plan

The Group is aware of the risks that exist and may affect the business operations and performance of the Group. The risks may arise from internal factors or external factors. The Board of Directors has therefore formulated the risk management policy and the Risk Management Committee' charter, which are disclosed on the Company's website, as well as appoints the Risk Management Committee for overseeing, planning, and managing the risks. The risks are assessed qualitatively and quantitatively. The following risk factors, if arise, may have negative effects on business operations, operations and financial position.

2.2 Risk Factors for the Company's Business Operations

1. Risk as a Holding Company

The Company operates its business as a holding company, earning mainly from holdings in other companies and has no business of its own with significant income. The Company's performance therefore depends on the performance and the dividends payment ability of its subsidiaries. For the fiscal year ended December 31, 2021, the Company holds shares in 8 subsidiaries, namely ZRH, AKA, GGG, OTT, SYN, ZPC, ZSM and ZKC. Therefore, if such subsidiaries cannot pay dividends or pay less dividends, it may affect the performance and dividend payment of the Company.

The Company and its subsidiaries have a dividend payment policy of not less than 50 % of the net profit after income tax of the separate financial statements of the Company and its subsidiaries less the allocation of legal reserve and obligations under the terms of the loan agreement (if any). However, throughout 2021, the world continues to face COVID-19 pandemic, and measures set by the government sector has affected the operations of the Group, both directly and indirectly, and significantly affected the performance of the Group. As a result, the Group n is unable to pay dividends.

2. Business Risks

2.1 Risk from the COVID-19 Pandemic

COVID-19 pandemic in Thailand began at the beginning of January 2020 and has continued throughout 2021. Under this circumstance, the government has continuously issued various measures, including the closure or conditions for certain types of establishments such as department stores, shopping centers, restaurants; lockdown measures; dining in restaurants; social distancing and other measures that affect lifestyle and behavior. People are becoming accustomed to living a new normal life, with noticeable changes in lifestyles and consumer behaviors, including other measures imposed by government authorities, such as travel conditions for tourists, have a

significant effect on the restaurant business. The food business has adapted and adopted digital systems and technologies in various forms to provide convenience, accessibility and responsiveness to meet consumer needs. However, for the Group, it is necessary to adjust its business model and management accordingly. Under such circumstances, the Group has implemented a continuity management plan with the Executive Committee responsible in managing under emergency situations and report ongoing progress to the Board of Directors on an ongoing basis. Online meetings are held via Microsoft Team system. The management is adjusted and improved to reach consumers easier and faster. This is to provide consumers with greater convenience in all dimensions through various technology and services such as take-out service. In addition, the delivery service is improved and expanded to provide better service through various applications. Point of sale is increased as a result of the lockdown of shopping centers. In addition, the Cloud Kitchen platform was established where food of various brands is cooked and sold from the same location to provide more choices for consumers. There are improvements and developments in products and services, taking into account the safety and sanitation of consumers and creating trust among consumers in terms of quality, taste, cleanliness and hygiene.

In addition, the Group has also developed applications and distribution channels by taking into account the situation. The internal system is adjusted to the situation. Work from Home approach is used. The impact on the supply chain is also analyzed to determine appropriate management practices.

2.2 Risk from raw material shortage and price fluctuation

For restaurant operations, most raw materials are fresh food products such as seafood, meat, rice, eggs, vegetables and fruits with short shelf life. The quantity and price of raw materials vary with the seasons, inclement weather, outbreaks of diseases in plants and animals, the amount of produce reach the market at any given moment and domestic and international market demands. Therefore, the raw materials at different times are inconsistent and there may be shortages at certain times. Such factors directly and indirectly affect the price of raw materials and may have a negative impact on the performance and financial position of the Group. For the fiscal year ended December 31, 2021, the cost of raw materials accounted for 61.7% of the total cost of sales.

To mitigate such risks, the Group places great important on effective cost control and management and mitigating the effects of shortages and fluctuations in raw material prices by implementing measures to mitigate the potential risk as follows.

1. Formulate procurement plan and estimate raw material demand; establish efficient procurement system to ensure that the Group can procure the best prices and conditions with procurement method for each item
2. Build a good relationship with suppliers, closely monitor factors and events that affect the quantity and price of raw materials, directly and indirectly, as well as assess the risks of shortages or price fluctuations of raw materials in order to prepare, prevent and resolve the potential risk and situations in a timely manner.
3. In the event that raw material prices increase, the Group will not immediately increase food prices. Food price increases are considered by comparing to market prices or competitor prices to have less or no effect on sales or customer base.
4. For some main raw materials, the Group has both short-term and long-term futures contracts with reliable manufacturers or distributors.
5. The Group has a policy to prepare a list of distributors to reduce the risk of purchasing raw materials from a single supplier, as well as consider adjusting the food items to be appropriate and in line with the market conditions in each season

However, during the COVID-19 pandemic, it is important to estimate raw material demand, including negotiating with manufacturers to reduce contractual order volumes, easing conditions to meet sales and orders and actual purchase. In the past, the Group has never encountered a shortage of raw materials or was affected by an increase in raw material prices which significantly affected the performance and financial position.

2.3 Concentration risk

At present, the majority of the Group's business revenues still come from the restaurant business, which offers both Japanese and Thai food. Realizing the need for business operations, the Group has tried to diversify and open the restaurants throughout the country, both owned by the Group and in the form of franchises. However, operating a restaurant-only business is still at risk if an incident directly affects the restaurant business, such as the COVID-19 pandemic which has a significant impact on the performance of the Group. Therefore, in order to increase the potential of business and to diversify the risk in business, the Group has tried to find more channels to expand into other types of business such as retail business through distribution channels, both modern trade and distributor.

At the beginning of 2021, the Group has made a joint investment by acquiring 51% shares of Zen & Kosum Interfoods Co., Ltd., which engages in manufacturing, distributing, retailing and

supplying bottled cooked fermented fish sauce or ready-made food or seasonings and products with fermented fish sauce as the main raw material. This is considered to reduce the risk of business concentration of the Group.

2.4 Risk from failure to procure rental space for new branch expansion and/or failure to renew the rental contract of the existing branch and/or operate a restaurant business on the leased area pending for signing of the lease agreement from rental space operator

The restaurant business is highly competitive and there are many restaurant operators. The location of the restaurant branch is therefore an important factor in the success of the new branch opening. Finding potential leased spaces to open new branches has become more difficult. There is also a risk of failure to procure targeted, leased spaces for new branch opening. In addition, most of the Group's current rental contracts are short-term leases of approximately 3 years, the Group may be therefore at risk of failure to renew the leases and/or failure to negotiate the terms and rental prices which may have a material adverse effect on the performance and financial position of the Group.

However, the Group is a business partner with many rental space operators including shopping centers/department stores, community malls and retail stores in Bangkok, its vicinities and upcountry. The Group has a long-standing relationship with lessors, has a good rental payment history, and has always strictly complied with the lease agreement. In addition, the Group is also a leading restaurant network operator in Thailand with a variety of restaurant brands, a strong reputation offering quality products and good services that are in demand by consumers. The Group has a business development team responsible for contacting and tracking information about the rental areas; analyzing opportunities, possibilities, potential of the areas to support the expansion of branches according to the expansion plans in the future. In addition, the Group has developed a smaller restaurant model that can open restaurant branches in more diverse areas, such as shop houses, commercial buildings or other areas with sufficient potential to open a branch. This makes it possible to open create opportunities for branch expansion.

For arranging lease agreements and/or renewing lease agreements with most rental space operators, there are time-consuming internal procedures. However, a memorandum of understanding or confirmation documents with legal effect will be prepared to ensure that the restaurant business is pending the signing of a lease or lease renewal without any legal issues in all aspects.

However, during the COVID-19 pandemic, the demand for leased space for new branch opening has decreased, but the renewal of the lease under conditions that are suitable for the volume of business and the situation is still important.

2.5 Risk of new branch failure

The Group has the goal of expanding branches as well as continually improving existing branches with a plan to open more branches each year in accordance with market conditions, industry, competition, demand and purchasing power of consumers. For the fiscal year ended December 31, 2019, 2020 and 2021, the Group expanded a total of 71, 11 and 6 branches, respectively. In 2021, the Group expanded 6 branches and lowered its expansion target due to the COVID-19 pandemic, which made the Group more cautious in new branch opening. In the investment in new branch opening, the Group spends an average of 7-10 million baht per branch for Japanese restaurants and an average of 1-3.5 million baht per branch for Thai restaurants, which is an investment in design, construction work, system work, shop decoration, furniture, kitchen equipment and other office equipment.

In addition to the competition in the food business that is getting more intense in the past year, the situation of the Covid-19 pandemic directly affected the revenue and performance of both old and new branches as a result of various measures and changing consumer behavior. However, the Group's new branch expansion aims to reduce the potential risks. Therefore, it is necessary to carefully study the feasibility of investment in all aspects, including the determination of design, target customers, project layout of the landlord, market conditions, competition, competitors, consumer demand, investment in development, payback period and return on investment, as well as requiring close follow-up and resolution of business problems in all branches, both old and new branches.

2.6 Risks from franchise business expansion

The Group has started to expand branches through the franchise system in 2016 trying to cover both domestic and international markets. For the fiscal year ended December 31, 2019, 2020 and 2021, the Group has 171, 204 and 218 branches, respectively.

For the year ended December 31, 2019, 2020 and 2021, the Group's revenue from franchising was 2.4%, 3.0% and 2.8% of the Group's total revenue, accounting for 5.0%, 6.6% and 6.5% of the Group's gross profit, respectively.

In the past year, the Group has expanded 42 franchise branches. As a result of COVID-19 pandemic, 27 branches were affected and had to close their businesses. However, as the business model of Khiang brand can meet the needs of consumers, including delivery orders, take-out services, as well as prices and quality, the Group is able to expand franchises of Khiang brand in 2021 in a total of 37 branches even in an amidst of COVID-19 pandemic.

2.7 Risk from franchisee not perform with franchise agreement

With the use of the franchise system to expand branches in domestic and international markets, the Group is at risk of franchisee failure to comply with the terms of the contract, copying, negative news about the Group's branded restaurants that can adversely affect the Group's business, financial condition, results of operations and opportunities.

However, the Group has a Franchise Operation Department responsible for measurement, performance appraisal and quality inspection of the franchisees according to the prescribed conditions and terms. In addition, the Group has the Legal Departments and other related departments responsible for auditing franchise branches to ensure that all franchisees comply with the terms and conditions of the contract. The Group will provide comprehensive franchise support, store opening preparation, ongoing training courses for franchisees, including marketing to support readiness for the franchisees. In the past, the Group had never had any significant problems with franchise management that resulted in the termination of the contract.

2.8 Risk of Outsourcing

The Group manages and controls the cost of business operation by outsourcing services such as warehouse management, logistics service, production of ingredients and seasonings according to the Group's recipes. If the service provider fails to comply with the terms or conditions of the service contract, it may have a material adverse effect on the business, performance and financial position of the Group. The Group has hired third parties with potential, experience and expertise to provide warehousing and logistics services such as storage and delivery of food ingredients to all branches of the Group's restaurants and franchise branches. Manufacturers are responsible for delivering raw materials and certain goods directly to the Group's suppliers instead of the companies or third parties employed by the Group, such as shipping to Modern Trade. The Group employs more than 10 third-party companies to produce custom ingredients and condiments for use in the Group's restaurants and franchises.

However, the Group has carefully considered the qualifications and experience of the specialized service providers before entering into the employment contract. Reputable, experienced, and financially sound service provider are selected to ensure that they are able to provide the services as required by the Group. For outsourcing production, the quality of ingredients and seasonings are inspected to meet the standards set by the Group. In addition, the Group has entered into contracts with service providers by stipulating important conditions in the contracts and supervises the service providers to comply with the contracts. A list of partners for replacement is continually prepared. Performance appraisal of the partners is carried out on a schedule.

In addition, the Group has inspected the service provider's operations, such as visiting the service provider's warehouse at least once a year, participating in the stocktaking according to the specified conditions, reviewing the delivery reports and inventories from the warehouse service providers, holding regular meetings to summarize results and resolve problems. In the past, the Group has not found any errors of third parties in providing services that significantly affect the Group's performance.

2.9 Risks of Service Mark and Trademark Protection

It is the Group's policy to register and maintain service marks and trademarks of restaurant brands and their products. The Group has registered for service mark and trademark protection under the law on service marks and trademarks both domestically and internationally.

However, the procedure for the registration and renewal of service mark and trademark registration is time-consuming and the registration shall be approved by the relevant authorities. Therefore, the Group cannot guarantee that the Group's application for registration or renewal of service mark and trademark registration will be approved in the future. An application for registration or renewal of a registered service mark and trademark may be contested, invalid or subject to certain restrictions. This may result in other operators being able to use the service marks and trademarks of the Group to in their business operations. Such risks may have a negative impact on the Group's reputation, loss of business opportunity and may have a material adverse effect on the Group's business, performance and financial position.

However, the Group has long-standing restaurant brands that are well known and accepted by consumers. Our restaurants also offer a variety of delicious and delicious food with unique recipes as well as the same standard service in all branches. Therefore, the Group believes that it is difficult for other operators to copy the restaurant business to achieve the same quality and standards as the Group. As of December 31, 2021, the Group did not encounter any problems related to the use of service marks and trademarks of the Group.

2.10 Competitive Risk

In the past, Thai people often do not cook food for their own family, but more often eat out or order food to eat at home. As a result, the restaurant business is highly competitive and the competition becomes more intense accordingly. There are new entrepreneurs entering the industry continuously and introducing new products and menus, modern decorations. These restaurants are the direct competitors of the Group.

However, the ongoing COVID-19 pandemic until 2021 and government measures have resulted in consumers reducing or stopping eating out but cooking their own food or buying ready-to-eat food

through delivery and take away channels. As a result, sales revenue from the entire food industry significantly decreased. This makes the competition even more intense. During the easing of measures or situation has returned to normal, however, consumers remain cautious about safety, hygiene and spending. As a result, sales revenue has not improved or recovered to normal, which is still a problem and affects the revenue and performance of the Group to some extent. Therefore, the Group has adjusted its marketing strategies and guidelines in accordance with the current situation. This is in an effort to reduce the risks incurred by expanding the customer base, expanding distribution channels, improving services and increasing online sales channels, organizing sales promotions and optimizing business model.

2.11 Risk from failure in raw material management and food quality control

The Group places emphasis on quality, freshness, taste, cleanliness of all ingredients and food items to ensure that customers can be confident in the hygiene and safety of using the service. Most of the Group's raw materials are fresh and frozen foods that are delivered by reliable outsourced warehousing and logistics services or directly from suppliers to each branch. The Group manages and controls the quality and standards of raw materials and food at every stage from raw material purchase, R&D process, quality inspection, preparation and cooking, storage and distribution to each branch. The Purchasing Department and Product Research and Development Department jointly select raw material suppliers based on the quality and taste of the raw materials. Before acceptance of any goods from the raw material suppliers, the product quality, freshness and cleanliness are inspected to ensure they meet the specified standards. The third-party service providers also have a product management process, both frozen and chilled products.

In addition, the Group has a Food Quality Assurance Unit or "FQA Team" responsible for random inspection of the operations of the branch, including the quality of raw materials, products and prepared food on a regular basis. Therefore, the Group is confident that the strict raw material management and food quality control from all relevant departments can eliminate such risks. This is to enable all branches of the Group's restaurants can serve customers with products that are quality, hygienic, safe and meet the specified standards. If there are any defects in food quality or hygiene, improvements will be expedited and rectified immediately. As of December 31, 2021, the Group has no significant legal disputes regarding food quality.

2.12 Risk from non-compliance with conditions of business licenses of the Group and/or third-party service providers engaged by the Group

The Group's business requires valid licenses, in which the Group must strictly comply with the conditions stipulated in such licenses. For example, food distribution and storage facility establishment license, a food storage facility for a branch. and warehouses, liquor licenses (only in

certain branches), cold storage licenses for frozen raw materials for food raw materials warehouses and food contact identification cards according to the Public Health Act. However, if the Group and the third-party service providers fail to comply with the applicable laws, the Group's business operations may be interrupted or discontinued and may significantly affect its business operation and performance.

In order to prevent such risks, the Group has a policy to monitor the rules for applying for permission and to apply for/renew licenses of its operations within the time limit and to provide train employees on the relevant rules/requirements. The Group has coordinated with the supervisory authorities to seek advice to ensure compliance with the established guidelines. The Group and its third-party service providers have never had any significant issues with obtaining licenses or complying with license terms.

2.13 Risk of compliance with applicable laws

The Group's business operations are subject to all applicable laws and regulations, protection of the safety and health of consumers, including the safety and health of employees at work, protection of personal information, etc. The Group is required to comply with standards, including recruiting skilled staff in overseeing compliance with laws and regulations, quality control and other operations. Modification and adjustment are also necessary to meet the changing legal requirements.

Despite oversight to ensure compliance with key business regulations, the Group cannot guarantee that the supervisory authorities will not impose additional regulations or increase rates of fees or penalties. As a result of non-compliance with the conditions, the Group may incur additional expenses, which may adversely affect its business operations, business opportunities, financial condition and performance.

However, the Group has continually provided personnel development, training and knowledge to employees within the Group on rules and regulations on regular basis for better and proper operations. The Group also has a unit responsible for monitoring changes in relevant regulations for timely compliance. As of December 31, 2021, the Group is confident that the Group has complied with all important laws and regulations.

2.14 Technology risk

In today's business operations, technology has played an increasingly important role, especially in the COVID-19 pandemic that the business operation has become increasingly dependent on technology systems. Effective technology systems and management capabilities within the organization; "WORK FROM HOME" approach; online meetings; use of online programs through websites and applications to serve customers, partners and franchisees; storage and speed of

accurate, precise and complete data processing and analysis; information security system, creation of a stable system is therefore important to prevent threats in technology systems and prevent access to confidential information and other information under the Personal Data Protection Act and other relevant laws. An efficient technology system is therefore an important factor for business operations and in risk prevention. However, if the technology system is disrupted, or unable to meet the requirements for use, or unable to protect, or is vulnerable to cyber threats, it may significantly affect the Group's business operations.

The Group realizes the importance of information technology development and risk prevention, therefore has continuously developed information technology security system to support the operations of all departments. This includes the Group finance and accounting, procurement chain group, warehousing, logistics system, retail business credit system, interconnection of the head office with the branch and the franchisee, customer service system, partners, contract parties. The Group also has a security system and a system to protection against technological threats by assigning rights to access information, including creating an information security policy, and defining a consistent personal data protection policy in accordance with the laws. There are manuals and procedures in both normal operations and the event of technological system failures for any reason to ensure continuous operation. Backup data, redundant data centers are established to support and replace the primary data center in the event of a failure in order to avoid disruption of business operations and to ensure compliance with the laws.

In addition, in order to provide effective protection of personal data and to prevent personal data violations in accordance with the Personal Data Protection Act that will come into effect on June 1, 2022, the Group attaches great importance to the development of personal information security for both insiders and outsiders in relation to the operating processes, management systems and personnel. Audit of existing processes and review of performance will be conducted for effective problem solving and availability as required by laws.

2.15 Social and environmental risks

The Group attaches great importance to the business operation under the sustainable development policy which consists of 3 main aspects: economy, environment, and society. In addition to economic risk, the Group also focuses on social and environmental risks. As for social risks, the Group has clearly announced the human rights policy and the employment and labor management policy as the guidelines for its operations. There is a control to prevent problems of human rights violations in the organization, including communication to business partners to comply with human rights principles as well to reduce the risks that may affect the Group.

For the environmental risk, especially the risk of climate change, which occurs around the world and may directly affect the Group's raw materials that rely on agriculture and may significantly affect the business operations of the Group. The Group has made significant efforts in effective use of resources and use of eco-friendly containers. The Group do not use foam and manage waste in conjunction with other partners. In addition, direct and indirect actions are taken to reduce greenhouse gas emissions. Data is collected for measurement and to be used as a guidelines for ongoing activities.

3. Management risk

3.1 The risk that the major shareholder has control over the management of the Group.

According to the current shareholder structure, Chirathivat family (Mr. Sakkanon Chirathivat and Miss Jomkwan Chirathivat) holds not less than 66.9% of the total paid-up capital of the Company, directly and indirectly. In addition, Chirathivat family also hold positions as executives, directors and authorized directors of the Group. As a result, this group of major shareholders has the power to control the management of the Group, including controlling the majority of the shareholders' meeting such as appointment of directors or seeking approval in other matters requiring the majority vote of the shareholders' meeting, except for matters that require a vote of not less than three-fourths from the shareholders attending the meeting and having voting rights as required by law or the Company's Articles of Association and having the right to vote. Therefore, minority shareholders may not be able to collect votes for inspection and balances on matters proposed by the group of major shareholders.

However, the Group has managed and operated its business with transparency in accordance with the good corporate governance policy. Management structure consists of personnel with knowledge and abilities and scope of operations, duties and responsibilities are clearly defined. The authorization to directors and executives is clear and transparent, measures are in place for transactions related to directors, shareholders with controlling power, including those who have conflicts of interest. Such person will not have voting rights to approve such transaction.

The Board of Directors of the Company consists of 5 independent directors out of 11 directors, representing 45.4%. Three independent directors serve as members of the Audit and Corporate Governance Committee responsible for auditing, balancing decision-making, as well as considering the meeting agendas with the Chairman of the Board of Directors before presenting them to the shareholders' meeting. This is to assure the minority shareholders and other stakeholders that the management of the Group has an auditable, appropriate balance of management powers, transparency, efficient management, execution or entering into any transaction is for the best interest of the Group and auditable.

3.2 Risk of dependency on personnel, especially on key high-level executives

Running a restaurant business and related businesses requires high-level executives with knowledge, abilities, expertise and long experience who are able to manage and drive the Group for good reputation, strong financial position with stable and profitable growth. Failure to retain personnel or failure to recruit qualified candidates to replace such personnel may affect the continuity of management and the Group's performance.

However, the Group's current management structure includes a Critical Position Project plan, an appropriate and decentralized structure and scope of duties and responsibilities for managers based on knowledge, ability and experience. The Group has a policy to continuously promote and develop knowledge, abilities, leadership skills for executives and personnel and to develop career advancement and have a succession plan as well as a policy to recruit more knowledgeable personnel to join the Group in accordance with business plan and business expansion plan to prevent such risks.

3. Driving Business towards the Sustainable Development Goals

3.1 Sustainability Management Policy and Goals

In 2021, the Company has established guidelines for driving business towards the sustainable development goals by establishing a working group responsible for planning and defining significant issues and together with the Stock Exchange of Thailand's "SD Journey 2020 Project" with the objective to create an understanding of such issues. Procedural analysis was conducted and 6 groups of stakeholders were identified as follows:

1. Staff
2. Customers / Consumers
3. Business partners / partners
4. Investors
5. Community and Society
6. Regulators

The company has a sustainable development goal. and sustainability strategy Details appear in Section 1.3, Section 3.5, Sustainability Report, page 25.

3.2 Management of Effects on Stakeholders in Value Chain

- Actions with stakeholders

The Company has studied and analyzed the effects of the Company on the stakeholders and the effects of the stakeholders on the Company by considering and analyzing each group of stakeholders in order to recognize the expectations of the stakeholders which can be summarized summarized, details appear in Section 1.3, Section 3.5, Sustainability Report, page 28, subsection 4. Expectations.

3.3 Social Sustainability management, social and environmental policy and practices

The Company has identified different issues and performed materiality assessment such as Product and Service Development, Company Performance, Customer Relationship Management, Food Safety, Raw Material Sourcing and Legal Compliance. These important issues were then presented to the Board of Directors. The business goals and plans consist of 8 issues By bringing the aforementioned 8 issues to be formulated as a sustainable development policy as follows:

Sustainable Development Policy

Zen Corporation Group Public Company Limited and its subsidiaries are committed to doing business with a determination in continuous development for stable and sustainable growth. The Group operates and manages with responsibility, honesty, integrity, transparency and fairness in accordance with codes of conduct and good corporate governance based on principles and guidelines for conducting business with responsibility for the economy, society and the environment aiming to the best interests of all stakeholders and related parties as follows.

1. Corporate Governance and Compliance with Laws

- There are organizational guidelines to assure the stakeholders that the Company's business operations are based on corporate governance and code of conduct with transparency in accordance with the anti-corruption policy. There is good corporate governance and effective risk management in order to reduce the Company's business risks, including clear monitoring processes and indicators.
- There is a guideline for all departments to strictly comply with relevant laws/notifications such as the Public Law Act, the law on the Securities and Exchange Commission, the Stock Exchange of Thailand, the Revenue Department, the Excise Department, district offices, Labor and Human Rights Law, Laws on Trademarks, Patents, Copyrights, Intellectual Property, Consumer Protection Law, Personal Data Protection Act and other related laws.
- Providing knowledge and understanding to all departments and related parties to operate under fair and good treatment to employees according to human rights principles. There is fair competition or fair treatment for both competitors and partners in order for all sectors to operation operate with integrity and in accordance with anti-corruption and corruption policies in all forms.

2. Human Resource Management

- There is a fair and equitable treatment of individuals, employees, both inside and outside the organization under the principles of human rights without discrimination on race, gender, age, as well as creating an environment, enhancing quality of life and providing appropriate compensation and welfare.
- Personnel development to improve and provide employees of all levels with comprehensive knowledge, understanding, expertise in the operations. The objectives are to able employees to learn and adapt to situations by using the necessary and appropriate skills to enhance their capacity. It is the main factor contributing to efficient business operations.

- Adequate staff are recruited for effective business operation in different situations through various recruiting channels.

3. Customer Relationship Management

- There are tools to conduct marketing activities to maintain customer base and communicate with customers returning to use the product or service, listen to the opinions of customers and employees in the organization reflecting their satisfaction with products and services, including offering new products and services that meet their needs.
- Collecting consumption behavior data to develop and enhance customer satisfaction. The data is used in improving products, marketing activities, services, of communication channels with customers, and solving customer problems to meet their needs.
- Improving decision-making d to provide the Customer Care Department with enough information for decision-making and providing the best that customers need without conflicting with the policies and marketing guidelines set by the Company.

4. Product and Service Development

- Continuous product development to meet changing consumer behavior;
- Developing the potential of employees to have knowledge in their work and improve service quality;
- Area management to increase the efficiency of the sales area.

5. Food Safety and Hygiene

- Selecting manufacturers and suppliers that meet the safety and hygienic standards, including having periodic monitoring systems to ensure and traceability at every stage of production and continuous improvement of safety standards;
- Monitoring of operations of branches/related departments to ensure food safety in every step and that relevant departments effectively comply with safety measures;
- Optimizing resource utilization and taking actions to reduce food waste.

6. Raw Material Sourcing

- Establish standards for the procurement of key raw materials used in accordance with safety standards;
- Traceable selection of the main raw material sources from potential partners and standardized sources in accordance with applicable laws and regulations;

- Support and promote careers in the communities by purchasing their products to provide communities and co-operatives with income and to promote the national economy.

7. Environmental Management

- Environmental quality management is in place to reduce negative impacts on the environment;
- Create a culture and raise awareness among personnel in the organization to be responsible to the community, society and environment;
- Perform other operations in accordance with the environmental policy (separate policy from this policy).

8. Technology and Innovation

- Encourage the introduction of technology to increase efficiency and competitiveness;
- Use new technologies and innovations to meet consumer needs and increase consumer satisfaction;
- Encourage the use of technology in operations in order to increase the effectiveness and efficiency of operations for maximum benefit.

The Company's social and environmental policies and practices consist of

1. Corporate Social Responsibility Policy;
2. Environmental Policy;
3. Human Rights Policy

Corporate Social Responsibility Policy

The Company has a social responsibility policy to conduct business by taking into account stakeholders, economy, society and environment. In addition, the Company has also established good corporate governance as a guideline for the Company and its subsidiaries to operate their businesses with honesty, transparency, fairness based on ethics and good governance principles, and recognize the negative impact on the economy, society, natural resources and environment. This is in order to build confidence among shareholders, employees, employees, customers, stakeholders And all parties involved. The details of the policy are as follows:

1. Fair Business Operation

The Company and its subsidiaries are aware of honest and fair business operations in accordance with the competition rules under the relevant laws and regulations, taking into account the benefits and impacts of the operations of the Company and its subsidiaries on the stakeholders such as shareholder, employees, workers, customers, trade partners, investors, creditors and the surrounding communities the Company and its subsidiaries, etc. The Company has established the following guidelines:

- (a) Operate the business in a manner that strictly complies with applicable laws, regulations and rules, as well as cooperate with government officials;
- (b) The Company and its subsidiaries have a policy not to cooperate or support any person or organization that conducts illegal business or threatens the society and national security;
- (c) Encourage employees and workers to realize the importance of legal compliance and fair competition.

2. Anti-corruption

The Company and its subsidiaries have an anti-corruption policy focusing on promoting morality, ethics, transparency in business operation in accordance with the code of conduct of the Company and its subsidiaries, as well as operating the business with efficient, transparent, auditable management system. The Company promotes and provide training courses and raises awareness among employees and workers to be aware of possible corruption and supervise the anti-corruption practices with specific anti-corruption policy and and guidelines. The Company has been certified as a member of the Coalition Against Corruption (CAC) in October 2018.

3. Respect for Human Rights

The Company and its subsidiaries operate their businesses taking into account human rights by promoting and protecting rights and freedoms as well as equal treatment within and outside the organization, which is the foundation of human resource management and development. The Company and its subsidiaries do not have a policy to discriminate against individuals of different races, women and children.

4. Fair treatment of employees

The Company and its subsidiaries believe that people are the key to sustainable development. We therefore pay attention to the quality of life of employees and workers by providing a good work environment and a human resource management system based on fairness. In addition, the Company promotes the development and progress of personnel by providing training and action learning

according to the needs and suitability of each person. This is in order to increase performance and create opportunities for career advancement.

5. Responsibility towards consumers and customers

The Company and its subsidiaries attach great attention to the production and development of quality products to meet the needs and satisfaction of consumers, starting from selecting quality raw materials through production processes with modern, standardized, clean and safe technology.

6. Environmental Maintenance

The Company and its subsidiaries strictly comply with the laws and regulations on environmental management and have established preventive and corrective measures in the event of environmental impacts resulting from the operations of the Company and its subsidiaries, including efficient and effective use of resources. The Company has a waste treatment system through a quality and standardized manufacturing process and evaluation of an environmental management system.

7. Development and building of good interactions with the community, society and environment

The Company and its subsidiaries recognize the importance of participation in corporate social responsibility and therefore have established continuous assistance and social development projects, as well as supporting and promoting education and training for employees and workers to raise awareness of responsibility towards the community, environment and society among employees and workers at all levels. The Company also encourages employees and workers to participate in activities organized by the Company and its subsidiaries.

The Company and its subsidiaries have a corporate social & responsibility policy for public interest, preservation of the environment and community development, as well as creative projects to promote and support the well-being in the communities where the Company is located.

The Company and its subsidiaries have organized campaigns and raise awareness of conservation and smart and efficient use of resources and energy among employees and workers.

8. Selection of Partners

The Company and its subsidiaries have established criteria for the selection of trade partners. The Company provides detailed information to all traders without discouraging one of them from participating in business competitions, and has established a management and monitoring system to ensure complete performance of contract and on-time payment process to partners according to the agreed payment terms. In addition, there are an annual assessment for partners and report of assessment results with suggestions for the partners to continuously improve the quality of products and services, while providing trade partners the opportunities to raise complaints.

The Company and its subsidiaries prohibit the executives, employees and workers from accepting items or other benefits from other persons whose duties or businesses are related to the Group, except in traditional occasions or festivals when people commonly should treat each other.

9. Treatment for Business Partners and Creditors

The Company and its subsidiaries strictly comply with the agreements or conditions that they have agreed upon. In the event that the Company and its subsidiaries cannot comply with any of the conditions or causes of default of debt repayment, the creditors must be promptly notified without hiding the facts. This is to consider and find the solutions based on reasonableness. The Company and its subsidiaries are committed to maintaining a lasting relationship with creditors and to trust each other.

The Company and its subsidiaries are committed to managing capital in an optimal structure to support the Company's business operations and to maintain confidence in creditors.

Environmental Policy

Zen Corporation Group Public Company Limited, the "Company" and its subsidiaries are aware of the importance of the environment and are therefore committed to taking action to reduce the environmental impact caused by the Company and its subsidiaries' operations in all dimensions. The Board of Directors has formulated an environmental policy for effective the environmental management within the organization and reduction of the environmental impact by all means. This is to achieve the goals and business intention to develop the organization for stable and sustainable growth in accordance with the guidelines for environmentally responsible operations as follows.

1. Source raw materials and create an environmentally friendly product development process;
2. Cooperate and have guidelines for solving greenhouse gas problems and reducing impacts from the Company's and its subsidiaries' business operations;
3. Solve waste management problems in a systematic way by promoting education on total waste reduction in the facility, reusing and building and effective waste segregation system at the source to reduce volume and costs in management;
4. Create a culture and raise awareness in the organization in maintenance and responsibility for nature and the environment, develop personnel, communicate within the organization to create an understanding of importance of conservation of energy and natural resources, environmental management, as well as ongoing evaluation of policy implementation;
5. Strictly comply with laws or regulations related to the environment.

Human Rights Policy

Zen Corporation Group Public Company Limited and its subsidiaries (the “Company”) have a policy to conduct business with integrity by adhering to social responsibility and responsibility to all groups of stakeholders in accordance with Good Corporate Governance and Code of Conduct of the Company. The Company also attaches great importance to “Human Rights”. Therefore, the Company has set up a human rights policy as a guideline for action and clear operations for sustainable success of the Company. The details are as follows.

1. Definition

“Human rights” are rights inherent to all human beings, regardless of their differences in physical, mental, ethnic, nationality, national origin, ethnicity, religion, sex, language, age, color, education, social status, culture, custom or any other status. Human rights include the right to life and liberty, freedom from slavery and torture, freedom of opinion and expression, the right to work and education, etc. All human beings have these rights equally without discrimination.

2. Objectives

In order to protect human rights, the Company strictly abides by international law and principles. In particular, support and compliance with the Universal Declaration of Human Rights (UDHR), United Nations Global Compact (UNGC), United Nations Guiding Principles on Business and Human Rights (UNGPs) and the International Labor Organization Declaration on Fundamental Principles and Rights at Work (ILO).

3. Scope of Policy Compliance

- 1.1 This human rights policy applies to all directors, executives and employees, including contract employees for a specified period (collectively referred to as “employees”) of the Company.
- 1.2 The Company expects its agencies and other business intermediaries acting on behalf of the Company and including those involved in business operations along the business value chain such as suppliers, contractors, business partners and joint ventures to comply with this policy.

4. Duties and Responsibilities

- 4.1 The Board of Directors has assigned the Audit and Corporate Governance Committee to oversee this policy to ensure that all directors, executives and employees have adhered to and complied with this policy.
- 4.2 The Board of Directors has the primary responsibility of implementing this policy by working with the Risk Management Committee to identify risks of human rights violations and to determine the affected groups or individuals, develop a plan and formulate solutions to correct and prevent human rights violations that may arise from the Company’s business operations in every aspect.

- 4.3 The Board of Directors is responsible for communicating this policy to agents and other business intermediaries acting on behalf of the Company and those involved in business operations throughout the business value chain such as suppliers, contractors, as well as business partners and joint venture. The Company has various management and management guidelines to prevent in processes that may involve human rights violations.
- 4.4 All executives are responsible for ensuring that their subordinates are aware of and understand the details of this Policy through adequate and consistent training.
- 4.5 Employees must adhere to and comply with this policy. In case of doubt, employees should ask their supervisor and if employees become aware of a violation of this policy, they must report it to the supervisor or through the reporting channels set out in accordance with the whistle blower policy.

5. Guidelines for Policy Compliance

- 5.1 The Company recognizes and respects the human rights of employees and other stakeholders related to the Company's business operations in terms of concepts and perspectives on various issues such as race, color, religion, sex, nationality, age, disability, or any other status without discrimination. Human rights practices shall be incorporated into all aspects of business operations throughout the business value chain.
- 5.2 The Company complies with all applicable laws relating to human rights in Thailand and other countries where agents and other business intermediaries acting on behalf of the Company and those involved in business operations throughout the business value chain such as suppliers, contractors, business partners and joint ventures.
- 5.3 The Company has a zero tolerance policy towards human rights violation, especially forced labor, illegal migrant labor, child labor and human trafficking.
- 5.4 The Company treat its employees in a humane manner free from violence, sexual harassment, physical or mental intimidation, verbal abuse and to ensure high standards of hygiene, safety at work and operating environment.
- 5.5 The Company supports and encourages those involved in the business operations of the companies that have transactions with the Company, both directly and indirectly, to comply with the laws and respect for human rights.
- 5.6 The Company undertakes human rights activities in accordance with the human rights operation process by assigning the Executive Committee to perform the following action

- (a) Audit the Company's internal and external activities in all aspects of the business value chain to identify human rights due diligence processes;
- (b) Formulate a problem solving management plan for issues of human rights violations, including establishing measures to mitigate the damage and follow-up;
- (c) Plan a prevention of potential human rights violations, whether directly or indirectly, to ensure that the Company's business operations are regularly assessed for human rights risks in all activities. The Executive Committee is responsible for reporting to the Risk Management Committee and disclosing such report in an annual report.

6. Human Resource Management

- 6.1 The Company shall use this policy as part of the Company's personnel management in terms of recruitment, employment, personnel development, performance appraisal and rewards, consideration of employee position adjustments and annual income as well as all other employee-related processes.
- 6.2 The Human Resources Department, together with the Board of Directors, shall provide employees with the necessary guidance and training to ensure that every employee in the organization effectively complies with this policy.

7. Communication

- 7.1 In internal communication to ensure that employees are aware of and understand the Company's human rights policy, the Board of Directors will include the updated policy and revised information on the Company's website. The Executive Committee will notify employees of any changes in important information.
- 7.2 For external communications to agents, business intermediaries, suppliers, contractors, business partners and joint ventures, the Executive Committee will communicate, disseminate and provide any other support to stakeholders involved in business operations, including suppliers, contractors, business partners, and joint ventures. This is to improve participation in business operation with integrity, respect and treat everyone in accordance with the principles of human rights in this policy from the beginning of the business relationship and thereafter, where appropriate, by upholding standards of accountability to society as well as the Company.

8. In Case of Doubt

If any employee has doubts that any action may be considered a violation of human rights related to the Company or in case of questions or doubts, employees should immediately consult with their supervisors.

9. Reporting of Human Rights Violations

If employees have questions or have evidence that any employees or persons acting on behalf of the Company have been involved in human rights violations related to the Company, they must immediately report them to their supervisors or report through the reporting channels under whistle blower policy. Once the report has been received, the Company will proceed with the steps set forth.

10. Employee Protection

The Company reassures employees that no employee will be demoted, punished or suffer any consequences of filing a complaint about abuse, discrimination, infringement of rights or victimization of others. Employees have the right to file a complaint in accordance with the reporting procedures and channels specified in the Whistle Blower Policy of the Company or the Human Resources Department.

11. Policy Violations

11.1 The Company will take disciplinary action against employees who violate this policy, including their direct supervisors who either ignored the violation or acknowledged the violation but did not take proper action, subject to disciplinary action up to dismissal. Failure to be aware of this policy and/or applicable laws cannot be an excuse for non-compliance.

11.2 Agents, business intermediaries, suppliers, contractors as well as business partners and joint ventures who violate the rules under this policy or acknowledged actions that are contrary to this policy, but do not report to the Company's management or provide inaccurate information when the Company's officers ask for information about actions that may be contrary to this policy may be terminated its contract.

12. Supervision and Review

12.1 The Executive Committee shall review this policy on an annual basis and submit to the Board of Directors for approval if there is any change.

12.2 The Internal Audit Department shall regularly audit the internal control system and processes to ensure that the internal control system is effective in carrying out business activities in accordance with human rights principles. The results of the audit shall be discussed with relevant parties to find appropriate solutions and report to the Audit and Governance Committee for further acknowledgment.

3.4 Social Sustainability Management

Social Responsibility

In 2021, Zen Corporation Group Public Company Limited is committed to conducting business along with good corporate governance with responsibility towards society, community and environment. The Group aims at creating a good impact for social change in a way that promotes, supports and empowers the potential for the development towards quality and sustainable growth by paying attention to various aspects.

Social performance in relation to social management which includes respect for human rights, fair treatment of labor, responsible production and services to customers, participation in community and social development, the details are shown in Part 1.3, Section 3.5 Sustainability Report, Item 5 Sustainability Actions on page 33.

Society

The Company is aware of the importance of reduced inequality in society and the country. It is well known that Thailand faces inequality problems in many dimensions such as income, wealth, access to public welfare, infrastructure, access to necessary funding and resources, and access to justice. The problem of inequality is one of the major obstacles to the development of a country, especially in the current world economy with rapid change in world economy due to technological advances and innovations. As a result, the problem of inequality becomes more evident.

The Company employs people with disabilities into the system, promotes capacity and careers for people with disabilities and provides supports for Jaidee Farm and Kobfakwang Project with a slogan “Building People, Building Careers and Building Communities”.

Jaidee Farm Project

The Company realizes the potential of disabled people, therefore continually donates money to support “Jaidee Farm” since 2020. This is in order to develop “Jaidee Farm” as a tool to improve the quality of life of the disabled and to create income and job opportunities for these people. This project also promotes and improves the quality of life of the disabled to be recognized by people in the community and contributes to self-esteem of the disabled.

For the 2021 action plan, due to the COVID-19 pandemic, the Foundation for Empowerment of Persons with Disabilities has coordinated with ZEN Corporation Group to employ of people with disabilities and support organic farming projects for community in Chainat Province aiming to to strengthen the people with disabilities and their families to be self-reliant. This is achieved through a systematic organic farming occupation including marketing management to generate income for people with disabilities and their families. It is a good example for the community and society in Hankha District, Chainat Province where the government, business, private and community acting as the driving mechanism. Its purpose is to enable people with disabilities to live in society with dignity and equality with the general public.

This organic food source is created from farmers with disabilities teaming up with non-disabled farmers to create small community custard farms together to create mass products of quality, quantity. and continuity. It can be an alternative market for health-conscious people at the community level and can be expanded to other markets. It also integrates the use of existing resources from the working base of people with disabilities that have been supported by past projects through modification and further development of work processes. With the selection and collection of products produced by people with disabilities and networks to sell and generate income for the group members, it will be another channel helping these people to survive and go through the crisis under the COVID-19 pandemic.

Production of Organic Fertilizers for Community Distribution



Jaidee Farm produces Jaidee Ferment Liquid Fertilizer from high quality fermented fish head project which can be further developed through designing prepackaged products for use on the farm and for sale in online and community markets.



In addition, the group also raise organic chickens as a source of food for members and for sale in response to the situation of COVID-19 pandemic, which greatly affects the well-being of the members. This can be used as a food source for members and can be sold in online and community markets. This is achieved through a support and knowledge on cultivating and processing for sale provided by the Betong Chicken Farming Community Enterprise Network, Yala Province.



Members of Jaidee Farm are supported and encouraged to plant ornamental plants to sell online and community markets.



Cultivation of grey oyster mushroom for sale in the community markets. Currently, the group is able to produce their own mushroom substrate and is in the process of making their own mushroom substrate using straw, a readily available and cheap material in the area.



Growing organic vegetables for sale in Bangkok through monthly subscriptions with a delivery system through Jaidee Tour Thai application.



Kobfakwang Project

An occupational group of parents of children with disabilities, autism and ADHD with the objective to produce fabric products such as cloth bags, aprons or other products according to customer needs in order to generate income while taking care of their disabled children.

The Company has continuously supported the project since 2020. A new building was built as a single-storey building with open spaces to be used as a workplace of the Kobfakwang Sewing Group. Construction has been complete and the space can be accessed and used in 2021.

Due to the COVID-19 pandemic, the project has innovated and developed new products that are in demand in the market, such as tumbler holders, foldable eco-friendly bags and fashionable clothes. The project also produce the products that meet the needs of customers during this period, such as face masks.



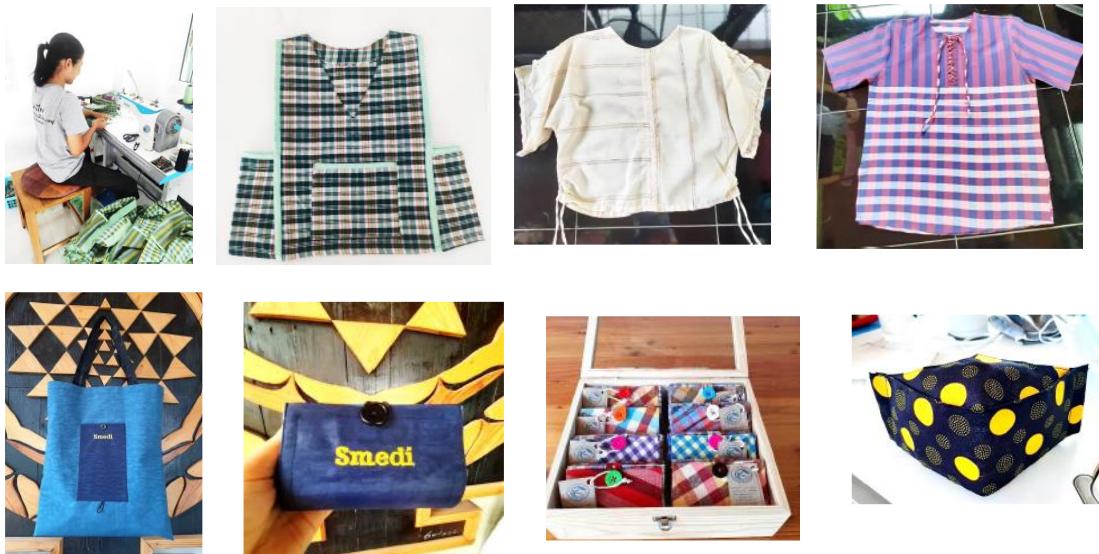
Demolish an old building that was dilapidated and unfit of use



The new sewing building is available in 2021



Implementation of Kobfakwang Project



In 2021, the Company has a policy to promote the quality of life for society in a sustainable manner by using knowledge and experiences related to food to create a better quality of life for people in society through the FOOD FOR GOOD Project. This project aims to promote knowledge of cooking to teachers in provincial schools in order to provide children with complete nutrition, including donating solar powered refrigerators for children in remote areas. This is more than just donating meals, but building a sustainability mechanism based on the 4 GOOD principle.

**GOOD FOOD**

เราช่วย... ะดับทรัพยากรเพื่อโภชนาการที่ครบถ้วน

เพื่อให้เด็กในพื้นที่ห่างไกล
ได้รับประทานอาหารที่มีสารอาหารครบถ้วน
หลากหลาย ปริมาณเพียงพอ ต่อการเจริญเติบโต
และมีภาวะโภชนาการที่ดี

**GOOD KNOWLEDGE**

เราเสริม... ความรู้โภชนาการให้รอบด้าน

ดำเนินการให้ความรู้ด้านโภชนาการอาหาร
และโภชนาการในโรงเรียนได้อย่างถูกต้อง
พร้อมทั้งสามารถส่งต่อความรู้ไปสู่ผู้สนใจต่อไป
รวมถึงช่องทางการเรียนรู้ที่ปรึกษา
จากนักโภชนาการโดยตรง

**GOOD FARM**

เราสนับสนุน... แหล่งอาหารที่ปลอดภัย

เพื่อสร้างความยั่งยืนของแหล่งอาหาร เช่น
การปลูกผักปลอดยาพิษเพื่อป้อนสู่ร้านอาหาร
โรงเรียน เลี้ยงไก่ เลี้ยงปลา เป็นต้น
และส่งเสริมให้เด็กท่องเที่ยวชมสวน
ฟาร์มเพื่อเรียนรู้ เพื่อให้เกิดความมั่นคง
ทางอาหารที่ดำเนินการในระยะยาว

**GOOD HEALTH**

เราติดตาม... ภาวะโภชนาการเด็กอย่างใกล้ชิด

ด้วยการดูแล ภาวะโภชนาการเด็กทั้งโรงเรียน
และทำจากนั้ใกล้ชิดกับกลุ่มเด็กที่มี
“ภาวะทุพโภชนาการ” และเฝ้าระวังกลุ่มเสี่ยง
พร้อม ทั้งทำตามแผนฯ กับมาตรฐานสุขในพื้นที่

Raise awareness of good nutrition as the foundation of life by inviting the general public give donation for building a foundation of good nutrition for poor children in remote areas by co-designing and producing a set menu (with good nutrition). Part of the proceeds is donated to the FOOD FOR GOOD Project.



Provide Food and Encouragement to Medical Personnel

During the COVID-19 pandemic in 2021, the Company has provided support to healthcare workers and staff who sacrifice their physical and mental strength in taking caring of patients as well as acting as an important force in treating patients suffering from COVID-19 virus. As a leader in restaurant business, the Company has delivered lunch boxes from Zen Japanese, Aka, On the Table, Khiang, and other restaurants under “ZEN Group” to

- | | |
|--|--|
| - Thai Red Cross Society | 1,000 boxes |
| - Chulalongkorn Hospital, Thai Red Cross Society | 7 days, 650 boxes |
| - Field Hospital at International Convention and Exhibition Center
Chaloem Phrakiat, Chiang Mai | 50 boxes |
| - Siriraj Hospital | 200 boxes |
| - Vachira Phuket Hospital | 150 boxes |
| - Thammasat University Hospital | 500 boxes and
120 jars of chili paste |
| - Vaccination Center at Central World | 200 boxes |
| - delivered via Future Park Rangsit Center | 300 boxes |
| - Vaccination Center at Index Living Mall Bangna | 100 boxes |
| - Vaccination Center at Cental Plaza Bangna | 30 boxes |
| - Vaccination Center at The Mall Bang Kapi | 150 boxes |
| - Vaccination Center at Central Plaza Chonburi | 90 boxes |



On February 22, 2021, Zen Corporation Group Public Company Limited or “ZEN Group” donated 1,000 boxes of snacks to support the blood donation in “Filled Stomach, Full Heart” Project organized by the Thai Red Cross Society.



On April 28, 2021, Kiang and De Tummour Restaurant Gaysorn Village Branch join to support 160 boxes of rice boxes to doctors, nurses, Chulalongkorn Hospital, Thai Red Cross Society to thank and support medical personnel.



On April 30, 2021, “Kiang” and “Torung by Kiang” restaurants under the management of Zen Corporation Group Public Company Limited, donated lunch boxes to the physicians, nurses and staff of Ramathibodi Hospital.



On May 27, 2021, ZEN Group donated food to the hospital medical team of Thammasat Field Hospital.



On June 17, 2021 Zen Corporation Group Public Company Limited provided food and encouragement to the healthcare workers in providing COVID-19 vaccination services to the insured under Section 33 at Vaccination Ceter at Index Living Mall Bangna.



On June 22, 2021, Zen Corporation Group Public Company Limited provided food and encouragement to the healthcare workers in providing COVID-19 vaccination services at Vaccination Center at Central Plaza Bangna.



On July 8, 2021, Zen Corporation Group Public Company Limited provided food and encouragement to the healthcare workers in providing COVID-19 vaccination services at Vaccination Center at Bangkok-Thai Chamber of Commerce, The Mall Bang Kapi and Nopparat Ratchathani Hospital.

Education

The Group has established “ZEN Scholarships for Employees’ Children” project providing scholarships to employees’ children of Zen Group and its affiliates for those who have good academic performance and strong study intention. The Group also aims to provide continuing scholarships to employees’ children until they complete their bachelor degree. This project was established to promote the education of employees’ children as well as to help alleviate the employee’s expenses. ZEN Group and its affiliates are pleased to accept employees’ children for internships during the semester break and are pleased to accept the graduated employees’ children to work for ZEN Group and its affiliates. This is in order to further their education and provide them the job opportunities after graduation, which is one of the projects for sustainable improvement of quality of life of all employees of ZEN Group.



The Company and its subsidiaries have no significant violations of laws or social regulations.

Environment and Resource efficiency

The Company has a policy to reduce the city's negative impact on the environment per capita by paying special attention to air quality and municipal waste management through the management of food production waste such as segregation of plastic bottles and stretch film to reach a transition to circular economy. In addition, the largest proportion of food waste in the restaurants is managed and used as food. This is to reduce the waste generated and entered the landfills through cooperation with various authorities, This can be achieved through, for example, switching to eco-friendly packaging. The details can be found in Part 1.3, Section 3.5 Sustainability Report, Subsection 5.3.9 Environmental Actions on page 66.

The Company and its subsidiaries have no significant violations of environmental laws or regulations.

Employee Education and Training on Environmental Issues:

1. Providing housekeepers at the Headquarters On Nut with knowledge and understanding on sorting waste into 8 categories for the ease and convenience of waste sorting.
2. In restaurants and branches of the brands, employees will be provided with knowledge and understanding effective and efficient use of chemicals. For example, mixing chemicals at the right ratio, using the machines to control the amount of chemicals, washing or cleaning several pieces of items at a time, chemical consumption quotas in relation to actual sales and immediate identification of the cause in case of abnormal use is observed.

The details of Safety , Occupational Health and Working Environment Practices are provided in Part 1.3, Section 3.5 Sustainability Report, Subsection 5.1.7 Safety, Occupational Health and Working Environment Practices on page 40.

The Company has a policy on safety, occupational health and working environment which is disclosed on the Company's website at <https://www.zengroup.co.th>

3.5 Sustainability Report

Zen Corporation Group Public Company Limited presents its first Sustainability Report Year 2021.

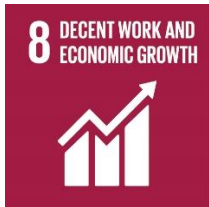

The purpose of this report is to communicate the importance of business and corporate sustainability development to stakeholders, covering three key areas: environmental, social and economic, which play an important role in today's sustainable business operations.



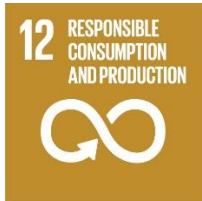

1. Scope

This Sustainability Report 2021 contains the performance from January 1 to December 31, 2021 covering the restaurant businesses under the ZEN Group: ZEN Japanese Restaurant, On the Table, AKA, Din's, Sushi Cyu & Carnival Yakiniku, Tetsu, Tummour, LaoYuan and Khiang as well as the head office.

2. Sustainability Strategies

ZEN Group promotes good quality of life of consumers and stakeholders through food and services in order to contribute to sustainable and comprehensive economic prosperity by taking into account natural resources and environment under ZEN CARE concept.

Sustainable Development Goals	Sustainable Development Goals	Performance of the year 2021
PROSPERITY  	1) Employee commitment to the organization 2) Employee potential development 3) Procurement of local raw materials, communities and SMEs	1) 74.5% (Employee Engagement Goal 2021 = 70%) 2) There is an average of 10.6 hours of training time per year. 3) 11% of the purchase of raw materials in the company come from the community and SME

Sustainable Development Goals	Sustainable Development Goals	Performance of the year 2021
<p>PEOPLE</p>  	<p>1) Employment of staff with disabilities and project support</p> <p>2) Giving scholarships to employees' children</p>	<p>1) Two rates of employment came into the system and support for disabled people projects, Jaidee Farms and broad horizons.</p> <p>2) A total of 51 scholarships were awarded. amount 255,000 baht</p>
<p>PLANE</p>  	<p>1) Product and Service Quality Standards</p> <p>2) Optimization per sales area and employee efficiency per hour</p> <p>3) Documents specifying standards for raw materials legal reference and safety standards</p> <p>4) Modification of plastic packaging to paper packaging</p> <p>5) The amount of waste that is recycled, does not go to the landfill.</p>	<p>1) Quality Service and Cleanliness (QSC) = 83% Net Promoter Score (NPS) = 61% Mystery Shopping (MS) = 87%</p> <p>2) Productivity 500 baht per hour per person</p> <p>3) 100% complete</p> <p>4) The proportion of use of alternative paper packaging in 2021 is 48.11% from 43.5% in 2020.</p> <p>5) 90.65 tons and E-Waste 1.65 tons.</p>

3. Value Chain

The Group operates food-related businesses with the main focus on restaurants. This is to deliver quality and standard food and service to customers. In addition, the Group also engages in other businesses such as franchise, retail and the ever-growing delivery businesses.

In each process in the supply chain from procurement, production, distribution, marketing to sales, the Group has taken into account the importance of stakeholders in these processes from upstream to downstream. The Group therefore needs to understand and meet the expectations of those stakeholders on a regular basis and conduct annual surveys to create a balance between the Company and stakeholders.



3.1 Core Activities

3.1.1 Input Management

The Group attaches importance to the selection of suppliers with safety, standards and certification from government authorities in the production of raw materials in order to give customers confidence in the standards of the Group. Inspection of the production from upstream to downstream is carried out on a regular basis. In addition to quality, the Group also takes into account the business partners who pay attention to social, environmental and governance issues, including an efficient and transparent procurement process. Moreover, the Group also promotes the use of raw materials for communities or small SMEs in various areas as the Group realizes the importance of building a strong economy for sustainable income for the community and society.

3.1.2 Operations

The Group pays close attention to delivering excellent food and service to its customers. The Group has therefore continually developed products to meet the consumer trend and always taken into account health and environmental issues, loss reduction, resource efficiency, food safety considerations and nutrition. The aim is to provide customers with a standardized experience set by each brand. In addition, the Group also attach great importance to food inspection system and ongoing operations according to international standards to build customer confidence. Customer satisfaction surveys, interactions and feedback through social media, email and mobile applications are also used to continuously improve the standards of service.

3.1.3 Distribution of Goods and Services

The Group has business alliances with international standards in storage and distribution. WMS (Warehouse Management System) is used for inventory management. The Group also has a quality control system to control the receipt, storage, and the delivery of goods, including a traceability system. As for the transportation management system, a standardized system capable of real-time monitoring of the transportation status is adopted using GPS system, and the temperature of the goods on the vehicle is kept at a standard level throughout the route with traceability. The Group has discussed with partners to gain mutual understanding and to improve the effectiveness of warehousing and transportation management in order to support the business growth of the Group in the future.

3.1.4 Marketing and Sales

The Group conducts its marketing activities with a focus on creating the best customer experience through various brands under ZEN Group, including ZEN Japanese Restaurant, On the Table, AKA, Dins, Tummour, LaoYuan and Kiang. This is achieved through creating the menus of excellence in taste and quality, introducing new menus and services, including promotions and attentive service at every step.

In addition, the Group uses omnichannel strategy to provide customers with access to products and services through a variety of channels, both online (digital e-commerce) and offline. For example, the service at the restaurant or takeout, delivery channel 1376 and various food applications, social media and e-marketplace including creating ZEN Group Sookciety, a CRM system used for analysing customer big data and used of new technologies. This is to offer products and promotions that are most relevant to customers and to ensure the best customer experience across all ZEN Group brands.

3.1.5 After-Sales Service

The Group attaches great importance to customer satisfaction and is ready to listen to customers' opinions and feedback in order to improve its products and services. Customer satisfaction is measured through the NPS (Net Promoter Score) system to ensure service standards and to maintain customer satisfaction levels. In addition, the Group has also opened channels for customers' feedback through social media and call center facilitating and solving problems for customers in a timely manner.

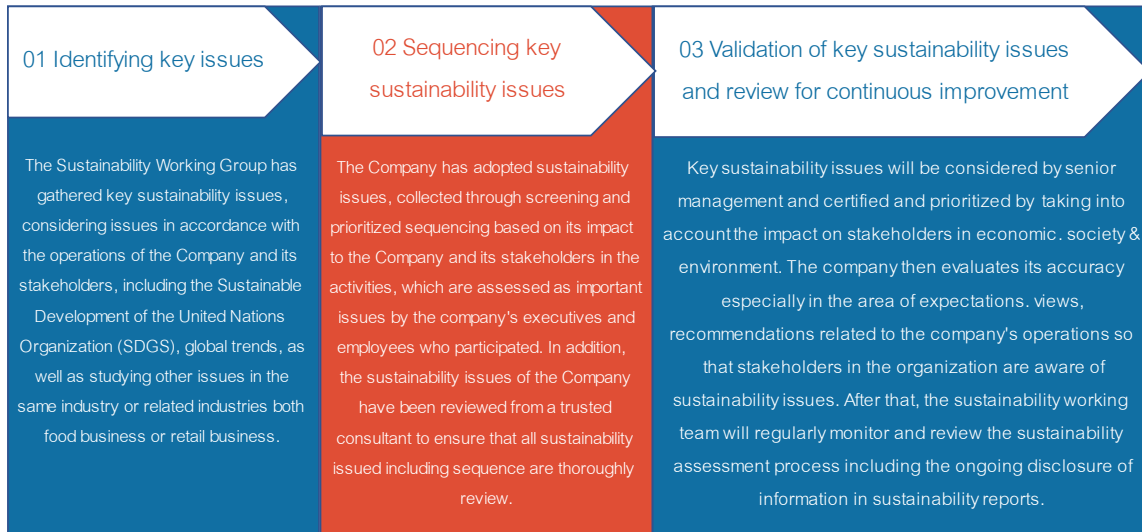
4. Stakeholder Expectations

Stakeholders	Stakeholders' Expectations	Fulfilling Stakeholders' Expectations
Employees	<ul style="list-style-type: none"> - Appropriate compensation and benefits - Job security & career advancement - Safety and hygiene - Employee engagement - Promoting learning and developing employee potential - Respect for human rights and fair treatment 	<ul style="list-style-type: none"> - A comparative study of income and welfare of companies in similar businesses - Organizing employee relations activities such as tea time with the CEO to provide all employees with the opportunity to exchange ideas with executives - Communicating activities, policies and news related to the Company to employees through various channels, both online and offline - Set up internal channels for employee complaints - Conducting job satisfaction and happiness surveys - Providing training courses for skill development through online teaching materials - Formulating human rights policy and conducting a comprehensive human rights audit and monitoring
Customers/Consumers	<ul style="list-style-type: none"> - Standards, quality and safety of goods and services - Raw materials/sources of raw materials - Fair and reasonable prices of goods and services - Responsibility to customers/consumers - Business operations with transparency and social and environmental responsibility 	<ul style="list-style-type: none"> - Using interaction, feedback and survey results to improve service standards - Applying the results of market research on raw materials and sources of raw materials used to deliver quality products and products to customers/consumers - Conducting customer satisfaction surveys and using the results to review the management of promotional programs and selling prices on a regular basis

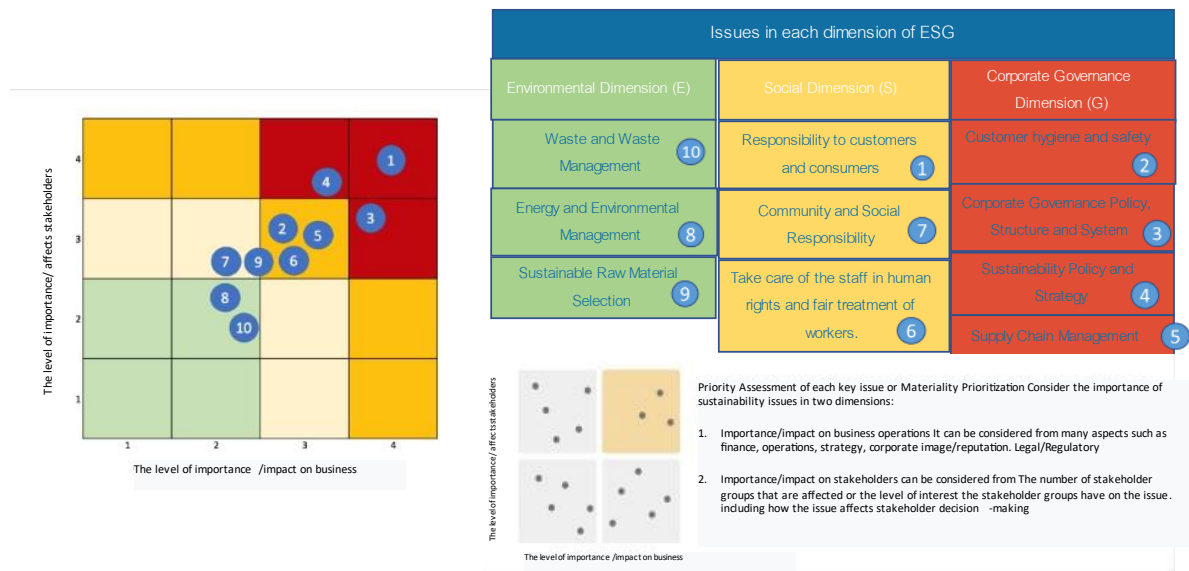
Stakeholders	Stakeholders' Expectations	Fulfilling Stakeholders' Expectations
		<ul style="list-style-type: none"> - Responding to service errors and follow up on the results of the solution to reach customer satisfaction - Management under the 3R - Reuse Reduce Recycle concept
Business Partners/ Partners	<ul style="list-style-type: none"> - Fair and equal treatment of business partners - Fair and transparent procurement process - Code of Conduct, strategic leadership and long-term business partnerships - Creating values and mutual business benefits - Anti-corruption 	<ul style="list-style-type: none"> - Organizing an annual supplier meeting and build good relationships with partners and listen to comments and suggestions from all partners in order to improve the working process - Determining procurement policy and defining principles and practices of selection of suppliers based on a transparent, unbiased and verifiable selection process - Communicating business plans with business partners every year to define guidelines for business growth and development of continuous and sustainable supply chain management - Promoting knowledge sharing and joint development - Thai Private Sector Collective Action Against Corruption (CAC) - Announcing the anti-corruption policy and communicating to partners via the Company's website and annual partner meeting, as well as providing training courses on anti-corruption measures for the employees
Investors	<ul style="list-style-type: none"> - Good performance and a good return on investment - Good Corporate Governance 	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders - Participating in the Opportunity Day event of the Stock Exchange of Thailand and quarterly analyst meeting - Reporting the performance to the Stock Exchange of Thailand on a quarterly basis

Stakeholders	Stakeholders' Expectations	Fulfilling Stakeholders' Expectations
	<ul style="list-style-type: none"> - Taking into account environmental, social and governance issues in strategic plans and operations - Good risk management and crisis management - Transparency of business information and timely, accurate disclosure of information - Opportunity for shareholders and investors to participate and express their opinions on the Company's business performance 	<ul style="list-style-type: none"> - Regular notification of news to shareholders through the Company's website and e-mail
Community and Society	<ul style="list-style-type: none"> - Creating jobs and promoting careers for the community - Promoting the quality of life and good hygiene for the community - Sustainable economic development for the community - Promoting and preserving the environment for the community 	<ul style="list-style-type: none"> - Involvement with the community through employment, raw material procurement and other community development activities - Engaging with government and private organizations for better social and environmental promotion - Promoting the production potential of SME products to be standardized and competitive
Supervisory Authorities	<ul style="list-style-type: none"> - Respect for human rights, labor welfare and safety - Food quality and safety - Legal and ethical advertising and merchandising - Providing support and complying with government measures or activities at both local and national levels 	<ul style="list-style-type: none"> - Preparing annual reports, correctand complete public announcements, policies, regulations, and practices that comply with the laws - Attending meetings, trainings, seminars, and participating in activities of regulatory agencies on a regular basis - Organizing activities related to education and development of personnel to comply with the established rules, notifications and regulations - Control, supervisionand operation to ensure fully compliance with the rules, regulations and notifications of regulatory bodies

Identifying key Issues



Materiality Assessment



5. Corporate Sustainability

Based on the United Nations Sustainable Development Goals (SDGs), the Sustainable Development Goals is used by the Company as a key point in its sustainability strategy in order to achieve a balance in society economy and environment aspects through 3 core goals and 6 SDGs as follow.

GOVERNANCE (PROSPERITY): Sustainable and inclusive economic prosperity such as decent work and economic growth and sustainable cities and communities.

SOCIAL (PEOPLE): Quality of life of people such as zero hunger and reduced inequalities.

ENVIRONMENT (PLANET): Natural resources and the environment such as responsible consumption and production and climate action

5.1 Sustainable and inclusive economic prosperity

Balancing income generation and distribution to society is a constant concern of the Company. In order to generate good income, the Company must also be responsible to consumers, society and the environment.

The most important in-house business success factor is our 2000+ employees, both at the operational level and in the management of affiliated companies, as employees are the key driving force of the food and service business. The Group attaches great importance to its employees in terms of human rights, basic equality, including appropriate compensation and benefits, and a good and safe working environment. There is also personnel development, enhancing employees at all levels to have knowledge, understanding, and expertise in working extensively and consistently. This is to build capacity as the main factor that supports efficient business operations.

5.1.1 Human Rights

The Group has a policy to operate its business with integrity and responsibility to society and all groups of stakeholders in accordance with the principles of Good Governance and the Company's Code of Conduct. The Company attaches great importance to respect for human rights in accordance with the United Nations Guiding Principles on Business and Human Rights (UNGP), the UN Global Compact (UNGC) and the International Labor Organization Declaration on Fundamental Principles and Rights at Work (ILO), which are the foundation of the Company's sustainable business operations. In addition, internal communication is carried out to ensure that employees understand their rights under the Company's Human Rights Policy. The Executive Committee will include Human Rights Policy on the Company's website for communication to outsiders, suppliers, contractors, business partners and joint ventures to participate in business operation with respect for

and treat everyone in accordance with human rights principles by adhering to social responsibility standards as the Company does.

The Group attached great importance to employment. The Company has formulated a policy on employment and labor management in accordance with guidelines and human rights standards such as International Declaration of Human Rights (UNDHR), the United Nations Universal Declaration of Human Rights (UNDHR) and the International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work, including the labor laws of the countries in which the Company running its business accordance with criteria of international standards and the Company's management policy and the Company's Code of Conduct. This is to promote a good quality of life and employee engagement with the Company based on fair treatment and mutual respect as follow.

1. **Child Labor:** The Company comply with the the laws on minimum age for employment and will not allow young workers to perform work harmful to their health and development and affects compulsory education.
2. **Forced Labor:** The Company will not engage in or encourage the use of forced labor in any form and will not collect or retain any employee identification documents unless it is not not contrary to the laws.
3. **Non-discrimination:** The Company respect for differences and treat employees equally without favoring or depriving employees' rights unfairly on the grounds of race, nationality, ethnicity, color, family, religion, social status, sex, age, disability, political views as well as marital status. In addition, preventive measures and solutions for sexual harassment is established. The Company will provide support to the community by employing people in the community, including those underprivileged people in society.
4. **Remuneration:** The Company pays wages, remuneration including living expenses and benefits in various forms in accordance with labor law. The Company adheres to the concept of equal compensation for males and females.
5. **Working hours:** The Company sets normal working hours not exceeding those required by law and ensure that employees' overtime hours are in accordance with the law.
6. **Freedom of association and collective bargaining:** The Company respects the right of its employees to form association in any form that is not contrary to the law, including participating in the negotiating process in accordance with the law.
7. **Safety, Occupational Health, Environment and Facilities:** The Company continually promotes, supports, maintains and improves a safe working environment to prevent adverse health effects on employees and related persons.

8. **Protection of Pregnant Women:** The Company will provide pregnant women workers with safe and non-hazardous work for their pregnancy or their unborn child.
9. **Disciplinary and Punishment:** The Company will not use inappropriate verbal or physical punishment.

5.1.2 Promoting Diversity and Equality in Employment

The Group has a policy of fair and equitable employment without discrimination. It also provides opportunities for people with equal and transparent knowledge. The guidelines are as follows:

In accordance with the employee employment regulations, the Group offers equal employment opportunities based on knowledge, competence and qualifications in accordance with the employee's qualifications. The Group has a transparent selection process consisting of announcement of recruitment and consideration of qualifications, knowledge, abilities, determination and a good attitude. The Human Resources Department and Recruitment and Employment Department, as well as the supervisors of the units work together in consideration of the recruitment and selection.

The Company's recruitment for positions respects for human rights and provides equal opportunities for genders in applying for jobs. In addition, the Company has announced the recruitment of special positions for people with disabilities focusing on promoting and improving the quality of life of people with disabilities and also has the guidelines for promoting quality of life of people with disabilities life in various manners such as employment, providing financial support, career development and other assistance, including subsidy as required by law.

5.1.3 Treatment of Labor

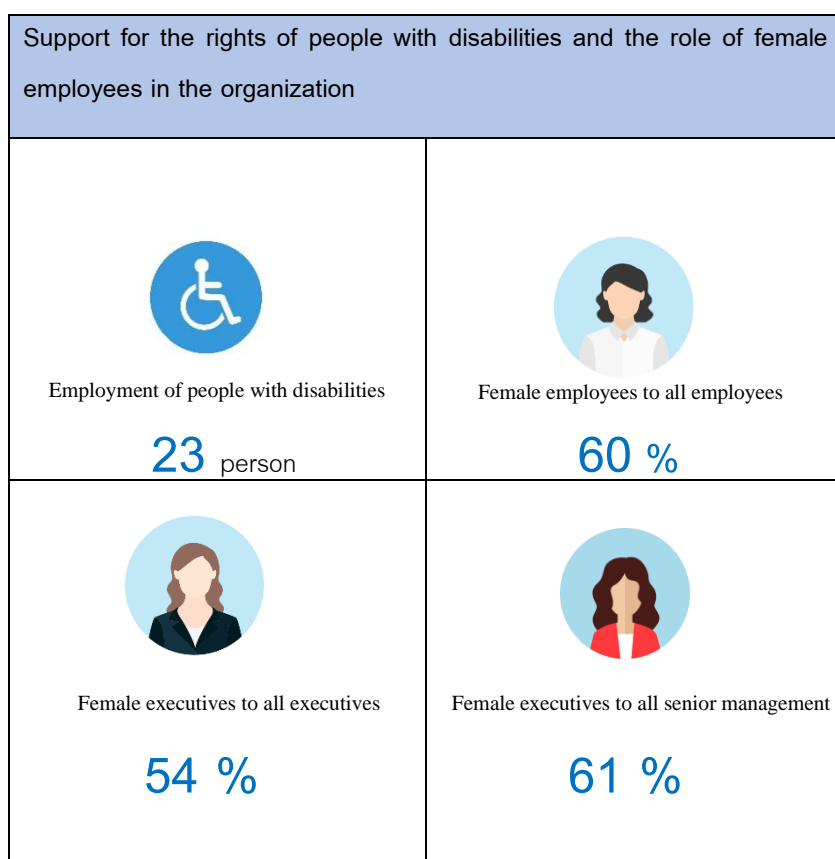
The Group aims to operate its business with respect to the labor rights of employees and adheres to labor standards in order to achieve excellence in human resource management. In addition, freedom of expression and expression of opinions and concerns are provided through the Company's public hearing channels, while aiming to create fairness and suitability in employment, wages, working hours and break time. This includes creating a good environment and social welfare. The Company has allocated welfare and benefits with fairness and appropriateness to employees as shown in the table below.

Welfare benefit	Legal rights	Rights given by the company to employees
Childcare days for female employees	98 days	98 days
Traditional holiday	not less than 13 days per year	14-16 days
Annual vacation	not less than 7 days per year	7-15 days
Business leave	3 days	3 days

In addition, other economic benefits are also allocated to employees, such as welfare loans from financial institutions with special interest rates, subsidies in case of working abroad/upcountry, etc. Employees are also entitled to life security privileges such as provident funds, life insurance, disaster relief, etc.

5.1.4 Respect for Diversity

The Group is committed to respecting the diversity of employees by striving to treat all employees equally without discrimination of race, nationality, color, religion, sex, sexual preference, age and disability, and also respect for basic human rights. In the past year, the Company has implemented projects to support fair practices and organized events suitable for people with disabilities. People with disabilities are able to work at home according to the Company's determination to create jobs and careers for people with disabilities. This contributes to the distribution of income to the residential community. In 2021, the Company has implemented projects to support 23 employment with disabilities. The Company respects and supports the equality of female employees in the organization for equality with male employees through creating opportunities for equal career advancement, mutual respect and non-discrimination, as well as listening to different perspectives on gender diversity in driving business progress.



5.1.5 Recruitment

The workforce planning is carried out as a short-term and long-term workforce management plan that is flexible and in line with the business situation and turnover rate. This is achieved through the creation of a workforce management plan in accordance with the strategic goals and needs of functions. Monthly and quarterly recruiting plans are created bas on the job description such as office jobs (head office staff) and operation (branch staff). The manpower rate is determined based on strategic challenges, directions and goals according to the business expansion plan and the needs of the organization's workforce based on the annual manpower survey plan. Nominations must be reviewed by the Nomination and Remuneration Committee and approved by the Board of Directors. In defining recruitment channels, the Company has established a proactive recruitment strategy with an emphasis on coverage in "all channels, opportunities and situations". This is to support the needs of the functions and job applicants, both full-time employees, operating staff and internship students through various and effective channels such as online media, applying at branches nationwide and the friend referral program allowing employees to introduce their acquaintances. In addition, there are

recruitment by the Human Resource Department in each area, MOUs with educational institutions, as well as other recruitment channels such as job fairs, recruiter networking events, community-based job interviews, etc.

In 2021, despite the ongoing COVID-19 pandemic, the Group continues to recruit external personnel to join the Company and to achieve sufficient manpower rate for serving customers. The Company has cooperated with several colleges in all regions of Thailand including the Northeastern region, Bangkok Metropolis and vicinities to support the needs of manpower of the branches. The Company employs more than 300 students from different colleges for different brands and branches.



For students who have worked with the Company for a specified period of time, the Company considers hiring these students as employees of the Group. The Group recognizes the importance of creating jobs and careers for the new generation who need income to support themselves and their families. In 2021, the Group hired graduated students as full-time or part-time employees as shown in the following table.

Brand	Regular	Part-time-hourly	Student Internship Round 2	Total
ZEN and Spicy Company Limited	5	12	12	29
ZEN Restaurant Holding Company Limited	6	54	44	104
Tokyo Concept Company Limited	9	15	34	58
Gyu Grill Group Company Limited	5			5
AKA Interfood Company Limited	12	27	59	98
Total (person)	37	108	149	294

5.1.6 Employee Care

The Group attaches great importance on the well-being and safety of its employees while striving to ensure the safety of those involved in all operations. The Group believes that employees are more productive in a happy workplace with a relaxed mind. The Group has therefore improved the working environment that promotes the relaxation of employees, both physical, emotional and hygienic for employees, as well as quality of life at work and to prepare for the COVID-19 pandemic. Due to the situation of the COVID-19 pandemic, the Group realizes the importance of the well-being of employees and their families and is ready to provides assistance in every situation that employees face in order to make employees feel confident and safe.

In 2021, the Group has made its best efforts to monitor and deal with the situation of COVID-19 pandemic that may affect the safety, occupational health and welfare of employees. The Company has the following management guidelines.

1) Work from home

The Group focuses on flexible work including working from home approach with the belief that this approach will increase productivity, morale, agility and collaboration across departments and business segments. health of all employees. The Group supports working from home by providing self-improvement through e-learning and meetings and consultations through Microsoft Teams for efficient management of team and individual employee. For the safety and welfare of employees, Zen Group has implemented a work from home policy in the midst of unfavorable and dangerous situations for the health and safety of employees to ensure safety and

2) Employee Care

Due to the ongoing situation of the COVID-19 pandemic, ZEN Group realizes the importance of safety and health of employees by taking the following actions.

- **Health Check-up** - The Group provides annual health check-up according to gender and age for both head office employees and branch operators.
- **Prevention** - The Group provides vaccinations to prevent the spread of COVID-19 during June and August 2021, as well as arranges employees to undergo ATK examinations every time they work at the head office.
- **Treatment** - The Group provides provide outpatient medical expenses for employees in addition to social security contributions paid by the Company by law.

- **Emergency Care** - The Human Resource Department acts as a center responsible for coordinating hospitals and beds for infected employees, as well as providing food and medication for home isolation.

5.1.7 Policies related to Safety, Occupational Health and Work Environment

The Company attaches great attention to safety, occupational health and work environment for its employees, thus establishing policies and practices as guidelines for performing tasks. The Company has planned and established an effective and adequate security and alarm system in offices and establishments to prevent and control the risks that may cause losses due to occupational accidents, injuries or illnesses, losses or damages of property, improper operations, and other potential errors.

- Encourage employees to work in a safe work environment. Safety is the responsibility of every employee. This includes the safety of life, property of the Group's employees and those involved.
- All employees of the Group are required to strictly comply with the laws, regulations, acts or announcements of government agencies, regulations of the Group on safety, occupational health, and work environment.
- The Group will promote and support improvements of work environment, development for work security, including providing adequate safety-related equipment. The Group is also committed to creating knowledge and understanding among employees to be aware of importance and potential dangers including causes, preventive measures and training.
- The Group will develop a clean and hygienic environment in the workplace and the area around the office for the good quality of life.
- Promote and support activities for safety and activities for improvement of working conditions for the benefit of all employees.
- The Group will regularly review and assess the safety and work environment for further improvement.
- Supervisors must be a good role model for employees. Assessment should be conducted in accordance with the policy for maximum efficiency and effectiveness. Employees must pay attention to accidents and incidents affecting health and safety of life and property, as well as providing timely assistance with full effort to the affected people, identifying causes and preventing recurrence.
- The Company may punish employees who violate the relevant regulations and measures according to the Group's regulations.

The Group aims at creating a culture and raising awareness of safety in the organization to make the personnel at all levels pay attention and be aware of their responsibilities in operating with caution and comply with safety regulations. The Company has organized the safety activities as follows:

1. Providing employees with knowledge and advice on safety;
2. Training;
3. Public relations of occupational safety news via E-mail.

In 2021, the Group has organized the training courses on safety, such as basic fire fighting and fire drills courses by notifying communities around the Company. In addition, the persons in charge have regularly inspected all equipment to ensure they are available and ready for use at all times. In 2020, there were 43 accidents and injuries occurred to employees and third parties due to the operations in restaurants/branches, accounting for 1.86 % of the total workforce, and there were no cases of serious injuries or deaths.

5.1.8 Employee Welfare & Benefits

The Group has established guidelines for the management of employee welfare and benefits, focusing on coverage and suitability according to the level of position, including providing comprehensive benefits as required by law, such as vacations, leave and additional benefits as shown in the table below.

Health Welfare	Economic Welfare	Life security Welfare
Medical expenses (OPD) Medical expenses in excess from OPD	Oversea travel allowance	Funeral allowance for employee and family
Room and meals (IPD)	Upcountry allowance (travel, accommodation, allowances)	Accident insurance coverage
Get well soon gift basket (IPD)	Gas bill	Provident Fund
Sick leave according to labor law	Telephone bill	Social Security Fund
Vacation leave		Compensation Fund
Personal leave		

5.1.9 การจ่ายค่าตอบแทนพนักงาน

For the payment of remuneration to the employees, the Group considers the appropriate remuneration based on the position and job description of the employees, and also provides appropriate welfare and benefits. The Company has a variety of benefits to meet the needs of employees. In addition, the Company also considers the annual salary increase based on the performance of employees to promote work motivation, employee stronger commitment and retention of competent personnel.

5.1.10 Employee Performance Appraisal

The Group has a performance management system, which is a systematic and continuous process for driving employees' performance to achieve the goals set by organizations, departments and individuals, which are:

1. The planning of performance measures, goals and evaluation criteria must be clear and consistent with the Company's strategic direction. Key performance indicators (KPIs) are used as a tool in setting employee performance goals through mutual agreement between supervisors and operators. This process emphasizes the involvement between supervisors and operators in driving higher productivity.
2. Performance monitoring, operational guidance and coaching enable supervisors to monitor subordinates' performance, progress and approach to goals based on KPIs.
3. Performance is measured by the success of the job in relation to the set goals.
4. Use the evaluation results to determine compensation in order to increase commitment of high-performing employees.

In 2021, the Group has a total of 20,262 employees which can be classified by gender, type of employment and employee level as follows:

Information	Percentage of total employees	
	2020	2021
Performance appraisal		
Employees assessed to all employees	100%	100%
By gender		
Male	100%	100%
Female	100%	100%
Classified by employee level		
Group of employees	100%	100%
Management group	100%	100%

Staff details	2020		2021	
	Male	Female	Male	Female
Number of employees classified by type of employment contract				
Full time employee (person)	764	1,014	722	1,016
Part-time employee (person)	292	445	191	375
Number of employees classified by level of work				
Senior management (person)	7	8	5	5
Executives at the level of director (person)	6	9	4	9
Management level executive (person)	87	87	81	91
Chief Executive Officer (person)	113	187	105	180
operator	844	1,169	718	1,106
Number of employees by age				
Age <30	679	866	581	819
Age 30-50	358	529	333	499
Age >50	19	64	12	60
Total number of employees (person)	1,056	1,459	913	1,391
	2,515		2,304	

5.1.11 Employee Engagement

The Group focuses on creating commitment between employees and the Company, therefore employee engagement survey is conducted once a year using Google Form for all employees at the same time throughout the Company. Employees can take surveys anytime, anywhere, even when they are away from the workplace through their smart devices. This provides the Company with information on the work expectations of employees and the level of employee engagement with the Company. The Company has continuously surveyed employee engagement for 4 years and found that employee engagement scores have improved every year.



In 2021, in order to enhance its employee engagement operations, the Company arranged for representatives from all departments of the Company to jointly apply the results of the survey to enhance the commitment and engagement of different functions in a concrete way. This includes creation a culture of appreciation through the Company's public relations media, including:

“Service Hero” a special scoop features an interview with outstanding employees in applying ZEN CARE corporate culture to their work. Techniques are published and exchanged for ZEN Group employees with the purposes of education and appreciation, as well as communicating with employees through pictures of important events such as employee vaccination, new uniforms, etc. A communication channel is also established through Town Hall Meeting, where top executives discuss and communicate the situation of the Company to employees on a regular and continuous basis. At the same time, the Company has created a variety of communication channels to encourage employee engagement and opinion expression for better relationships at both employee and management levels. In 2021, 98% of employees participated in the survey, and the overall engagement score was 74.50%. In 2022, Zen Group aims to increase its employee engagement score to 80%.



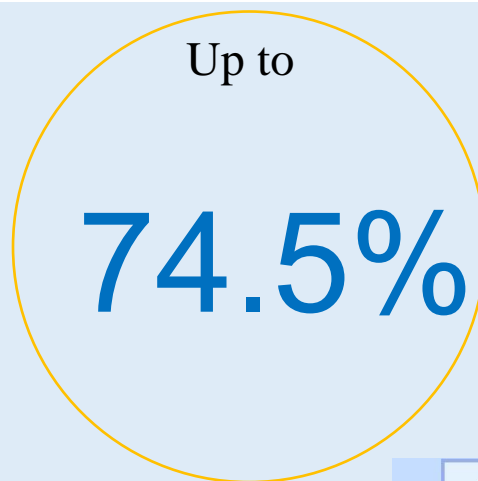
In 2021

There are employees to cooperate
in answering surveys.

Up to 98%

There is a survey of commitment
commitment. In general, the bank is
equal to

2020score is 66%



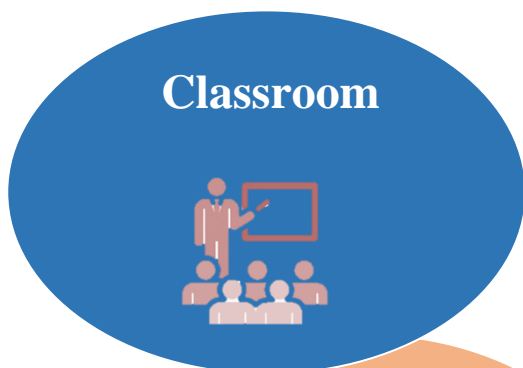
5.1.12 Personnel Development

Employees are the key driving force for the business of Zen Corporation Group Public Company Limited. The Group therefore aims to develop employees' potential with the objectives to able employees to adapt with the organization to cope with the competition in the food business and rapid changes in today's business. Zen Group places an emphasis on customer-centric strategy which is a part of its corporate culture integrated in the recruitment process; development of skills, knowledge, competence and the evaluation process of employees, including the preparation of knowledge development of talented employee. It aims to provide employees with career advancement and preparation for higher positions, as well as to develop a line of successors in order to reduce the shortage of employees in senior management and corporate key positions.

5.1.13 Work Culture of the Group



The Group believes that the development of employees' potential through a work culture based on real life experiences, learning through coaching from supervisors and training will promote sustainable development of employees' potential. In 2020, the Group provided 3 learning channels for all employees as follows.



1. Classroom learning focuses on the exchange of knowledge and experiences in the classroom, emphasizing participation, understanding and applying of knowledge in a variety of dimensions.

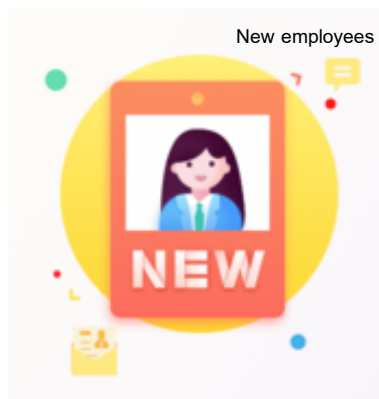


2. Online learning is a self-paced learning, in which employees can learn anytime, anywhere. The courses are determined by taking into account the suitability of employees at each level aiming to develop unlimited knowledge.



3. Virtual classroom moves a real life classroom to the Internet. Employees from different locations can learn together through Microsoft Teams.

Training courses for employees of each level in 2021

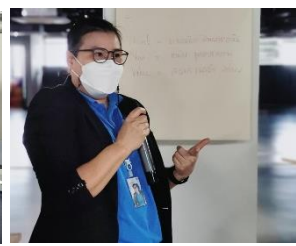


The Group's New Employees Course is a classroom training on topics needed for new employees in order to create a conceptual understanding of the Zen Group's organizational operations. It contains an overview of the Group's business operations, ZEN CARE work culture, work policies, employee rights and obligations, and other beneficial policies that employees should be aware of. For example, practices that affect the organization and team.

In 2022, Zen Group will organize a systematic operation and raise new employee development standards in the On Boarding Program for confidence and self-development of employees according to the program provided by the Company both in terms of performance during the probationary period, setting common goals with supervisors and engaging with the team culture.



The Human Resource Department has organized an innovation thinking skills development course to create innovations in creative work and to enhance work efficiency. This course focuses on managers from departments to promote participation and mutual exchange in design thinking and finding new alternatives to work. Its purpose is to enhance the work processes and procedures and to efficiently add value to the products and services of the organization/team.



General Employees



In 2021, there is a Microsoft Excel skills development course to develop employee skills of all levels. Employees attending the training are required to take a Microsoft Excel skill level test. The results of the level test are the used to organize suitable training groups for employees.

We believe that with better Microsoft Excel skills, employees will be able to reduce their work time and allow them to use the information for analysis, planning and improvements to contribute to better work productivity.



Branch staff



The Human Resource Department provides courses that focus on more proficient branch operations and customer service in accordance with sanitary safety standards. For example, training courses for food handlers and operators and courses on ordering and calculating costs. These courses focus on developing knowledge for employees and branch operations managers to understand the principles and effective methods of inventory management. In addition, On the Job Training is provided to employees. We realize the importance of learning our employees, so we are constantly promoting the knowledge and skills necessary to enhance our products and services.

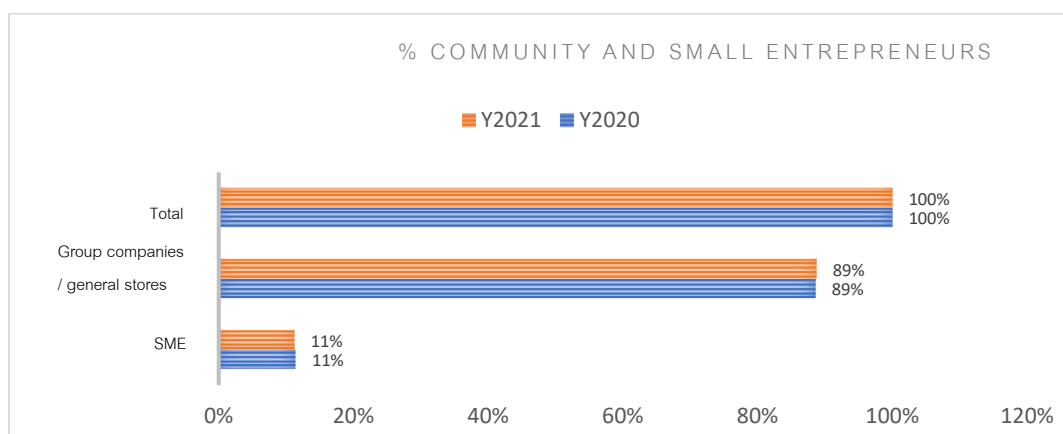
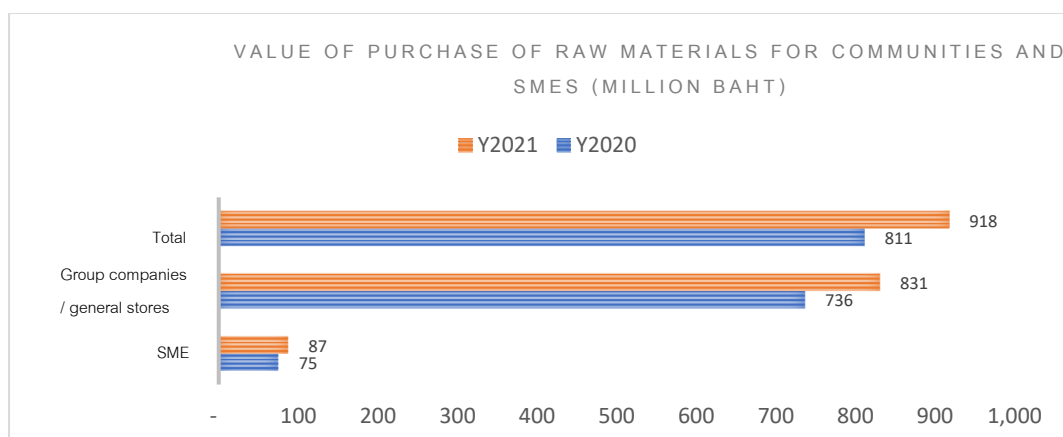


In 2021 staff training hours

On average 10.6 hours/person/year
divided into males, 9.5 hours
and females at 11.7 hours

5.1.14 Balancing Income Generation and Distribution to Society

Supporting employment in the community and supporting small entrepreneurs, promoting occupations for the community provides them with stable income and contributes to better distribution of income for the country's economy. The Company intends and attaches great importance to this principle and realizes the role of the Company in creating sustainable income from growth of income and vendors. In addition, the Company believes that the commitment in using the products from the community that meet the standards and are of good quality will greatly contribute to customer satisfaction.



In 2021, the company has taken action to distribute income to society. by supporting employment in the community Support small entrepreneurs and promote careers for the community as follows:

1) Zen and Kosum Interfoods Company Limited

The Company entered into a joint venture with the former shareholders of K.S.F. Foods Products Company Limited, a major manufacturer and distributor of seasonings and fermented fish sauce in Maha Sarakham Province, to establish a joint venture company, ZEN and Kosum Interfoods Complay Limited. This is in order to acquire the entire business of K.S.F. Foods Products Company Limited. The Company holds 51 % of shares through Zen & Spicy Company Limited, its subsidiary and the former shareholders of K.S.F. Foods Products Company Limited holds 49% of shares.

K.S.F. Foods Products Company Limited is a seasoning manufacturer with more than 20 years of experience in the production of seasonings and fermented fish sauce, with products under “Pha-Thong” brand. This Company also engages in contract production for other brands according to the international production standards such as GMP, HACCP, etc. In addition, this Company has obtained a license to export seasonings to foreign markets. At present, fermented fish sauce has been exported to neighboring countries.

The Company is confident that the joint venture will be able to support the restaurant business in the group with reduced production costs, thereby contributes to the advantages, better cost management and competitiveness of SMEs, including increasing income for the community.



2) Pracharath Rak Samakkee Khon Kaen Company Limited (Social Enterprise)

Low-uric chicken or gout-free chicken is a result of research by Khon Kaen University, which has spent more than 7 years in breeding chickens with low uric and low fat content from both native and normal chickens using bio-technology to breed.

For raising process of KKKU1 low-uric chicken, small-scale farmers have raised them in open-field system from just 1 day of age. The chickens are allowed to forage naturally under the shade of trees and are

raised without crowding at a density of 8 birds/square meter. After about 35 days, these chickens can be used to produce fresh chicken meat in clean, standard packs.

Stress-Free Chicken: Chicken are raised in a net coop without fans but with good ventilation, open air, high roof. No hormone injections and antibiotics are used. This results good quality, firm, tender and juicy chicken meat.

Good for Consumer Health: Many people are concerned about the health problems associated with gout, but 3 Low Chicken is low in uric, cholesterol and fat, so it's suitable for all ages.

Support Farmers: Currently, there are over 100 families of farmers in 2 districts, Muang and Ubonrat districts who raise KCU1 chicken developed by Khon Kaen University. Farmers will earn from raising chickens after deducting expenses (chicken, food) about 5,000-7,000 baht per family.



The Company has used this low-uric chicken in the preparation of Rim Khong Chicken Soup and Spicy & Sour Soup with Chicken and Young Tamarind Leaf at every branch of Tummour brand across Thailand, which have received a good customer feedback.

Year	Low-Uric Chicken (800-1000 g/body) Carton	Menu (at)	(Baht)
2020	297	5,940	1,663,200
2021	252	5,040	1,411,200

3) Lao Rat Pattana Farm Community Enterprise Group (Wapi Pathum District, Maha Sarakham Province)

Thaistick cannabis leaf is a product of a group of farmers in the area. Lao Rat Pattana Farm Community Enterprise Group, Wapi Pathum District, Maha Sarakham Province, is cultivating legal cannabis fields in order to generate additional income for members of the group. Cannabis leaves are mixed in Tummour fermented fish sauce in a 400 ml bottle size, available for sale through distribution channels. We are the first brand to create new products from cannabis. In order to create wider awareness, Tummour has also created different dishes from cannabis to meet consumer needs.



Menu	Spicy salad	Yum Um Lum	Yum Pair Xiao	Total	Mixed
Serve (EQ)	1,451	240	484	2,175	Tc = 8.5%
Serve (FC)	3,229	394	884	4,507	Tc = 5.5%
			Total	<u>6,682</u>	
Sales (EQ)	170,535	64,440	141,360	376,335	Sale = 3.6%
Sales (FC)	377,445	115,200	235,780	728,425	Sales = 1.38%

4) Khun Lamduan Curry Paste

Starting with a mortar and pestle combined with over 20 years of experience, at present, this production facility produces and sells more than 1000 kg of curry paste per day, employs more than 25 people and generates income for the local people.

Khiang Kaeng Tai restaurant has ordered and used ingredients, curry paste, shrimp paste and chili paste from Khun Lamduan Curry Paste Limited Partnership as raw materials and ingredients of the dishes. This is to promote and generate income for Thai SME businesses.



5) Rice of Ban Samran Village, Roi Et Province

Ban Samran village is a settlement of people who migrated from Wapi Pathum District, Maha Sarakham Province. There are 122 households with a population of approximately 355 people. The main income of the community is agriculture such as farming, sustainable agriculture, animal husbandry and handicrafts.

Khiang brand has carried out a pilot project to purchase 30 kilograms of jasmine rice per month from Bab Samran Village, Roi Et Province, for use at its branch at PTT Gas Station Kaset-Nawamin



5.2 Human Resources and Society

In addition to internal employees, the Company believes that social responsibility is another important, unneglectable mission. In order to promote society and bring it into the Company's supply chain, the Company employs people with disabilities, provides supports for disabilities projects, distributes income to communities and promotes occupations to create sustainable economic, social and environmental prosperity.

5.2.1 Education

The Group aims to support and extend the education for the children of the employees. The Group has established "ZEN Scholarships for Employees' Children" project providing scholarships to employees' children of Zen Group and its affiliates for those who have good academic performance and strong study intention. In 2021, the Company provided 51 scholarships of 5,000 baht each. In addition to promoting education for employees' children, it also alleviates the burden of employees' expenses.



5.2.2 Employment of People with Disabilities

In 2021, the Group employed people with disabilities in the ratio prescribed by law, consisting of hiring disabled people to work at the head office and employment and career promotion for people with disabilities through differen projects as follows.

Jaidee Farm Project The Company has continuously provided support for 3 year for groups of people with disabilities working as farmers growing pesticide residue free Yubari King melon in Chainat and Nakhon Sawan provinces. Due to the COVID-19 pandemic, Jaidee Farm has switches to growing organic vegetables and grey oyster mushroom. The Company plans to announce its intention to use cage-free eggs. Therefore, the

Company considers that raising eggs can promote and generate sustainable income for people with disabilities. At present, the Company supports raising layer hens and is expected to start using cage-free eggs in 2022.

Kobfakwang Sewing Project The Company has collaborated with the Kobfakwang Foundation, Khon Kaen Province in order to support and increase income for youth and parents of children with special needs by offering sewing courses. The objective of these courses is to produce fabric products such as loincloth apron for employees in more than 100 Tummour branches. However, due to the COVID-10 pandemic, the Company hired the Kobfakwang Sewing Group to sew face masks and cloth bags as gifts for the customers who spend at less 500 baht. In this regard, the Company has provided initial capital to Kobfakwang Sewing Group. This is to maintain their career and ability to support themselves and their families.

In the year 2022, the company will expand the project to enable the disabled to have a career. In the wide horizon furniture project so that people with disabilities can earn income from making furniture and self-reliant.



5.3 Environment for Sustainable Consumption and Production

The Company originally considered that product and service standards were critical in the restaurant business, but may not be sufficient for today's world. Creating customer satisfaction and maximizing efficiency and productivity through innovation or continuous development in order to obtain the cost-effective use of human or natural resources can create sustainability to the economy for the Company and Thailand.

5.3.1 Product and Service Development

The Group operates its restaurant business with the utmost commitment to deliver quality, delicious, clean, hygienic and standard food, coupled with quality restaurant service in order to create the highest customer satisfaction.

Each brand under the Company has its Product Research and Development Department responsible for the development of new food menus on a regular basis, such as seasonal special dishes, promotional menus to boost sales and main menus. This is to enable the Company to compete with the market and the changes in consumer behavior in a timely manner. In addition to the development of new menus, recipes are also continually improved in order to maintain the uniqueness of each brand, as well as innovation and improvement of production process effectiveness, cost reduction, training on basic cooking, random inspection of the quality and taste of every restaurant brand. This is to ensure that the food served to customers is of high quality and

taste that meets the required standards and today's lifestyles. The Company focuses on the creation of delivery menus that can generate good sales and switching to eco-friendly packaging to reduce the environmental impact as much as possible.



5.3.2 Research and Development on Performance Improvement

In addition, the Group has also carried out developments in information technology, including process reengineering, in order to reduce the steps in the workflow and increase the efficiency of the branch in the long term in a sustainable manner.

The Company has regularly developed the governance process at the head office and branches, for example, the management of meetings of directors and management meetings, whether online or offline meetings. This is in order to develop more effective meeting management in every process.

5.3.3 Development of New Restaurant Model and Sales Territory Optimization

The Group has developed a full service restaurant model using an area of 100 - 150 square meters from the original 200 square meters to achieve maximum efficiency. This includes the development of small restaurant models such as Kiang to accommodate the current customer behavior that emphasizes convenience and cost-effectiveness. In addition to sales, sales per square meter is calculated to ensure maximum efficiency of space utilization and cost-effectiveness.

For the development of restaurant design guidelines, including kitchen area, approximately 90% of equipment used are standard models compatible with all brands, except for special equipment such as AKA brand grills. As for the service area, the Company decided that the seating arrangements that customers can touch and have access to, such as a sushi bar, a beverage and dessert bar, and a papaya salad bar, should be placed in the same area as the customer's seating area. This allows customers to see the food meticulously prepared, the attention of the staff, and gives customers confidence in cleanliness and standards. In addition, most of the furniture used is loose furniture that can be removed and installed later. These furniture are ordered

from manufacturing plants, helping to reduce costs per square meter. This results in a significant decrease of current construction cost per square meter and rent.

Prior to any investment, the Company evaluates the investment and sales amount and calculate the appropriate service area and kitchen, the cost of goods and services, including rent before making a decision. Once open, restaurant management optimizes the restaurant management to deliver standardized food and service, and drive sales in line with the Company's goals.

5.3.4 Employee potential development for improving working knowledge and service quality affects the sustainable development of services and increases customer engagement with the organization.

In addition to effective floor management, measurement of labor productivity are also used to optimize efficiency. This is done through the comparison of sales and the number of employees, as well as determining of work schedule based on expected daily sales for preparation and delivery good service without affecting customers, reducing complaints and gaining appreciation from customers.

In addition to measuring labor productivity, to improve service quality, the MS (mystery shopper) analytical tool is also used to collect anonymous customer reviews. The Company's representatives are sent to use the service without notifying the branches. The data were collected and analyzed in various aspects of service such as store cleanliness, service availability and the accuracy and cleanliness of the food. The results are used to further improvement of the service. As part of continuous brand development, NPS (Net Promoter Score) was used as a tool to measure customer satisfaction and engagement with the organization. This tool is a simple survey and customer responses are used in the calculation of NPS value. NPS is a measure of customer loyalty.

5.3.5 Raw Material Standards of the Group

The Group procures raw materials that are safe for consumers by selecting raw materials from sources that meet the Company's standards, with documented quality standards, comply with the law and traceability to the manufacturer, quality and safety control from storage, transportation and distribution. This is to maintain product quality and safety in line with international standards such as ISO 22000, BRC and GMP/HACCP, and to reassure consumers that food ingredients offered by restaurants under Zen Corporation Group Public Company Limited are of high standards and are safe.

5.3.6 Selection of Raw Material Sources

The Group has standards for selection of raw material sources, suppliers, recruiting and selecting potential partners and complying with relevant laws and regulations. In addition, the Group has guidelines for promoting, supporting and developing the potential of suppliers under responsible procurement processes and supply chain management, sustainability risk audits throughout the procurement process, from new partner registration, supplier selection to supplier audits. This is to meet the ever-changing needs and expectations of our customers. Sustainability risks are categorized into three dimensions according to international principles: environment, society and governance, covering a wide range of sustainability aspects such as water resource management, human rights, business ethics.

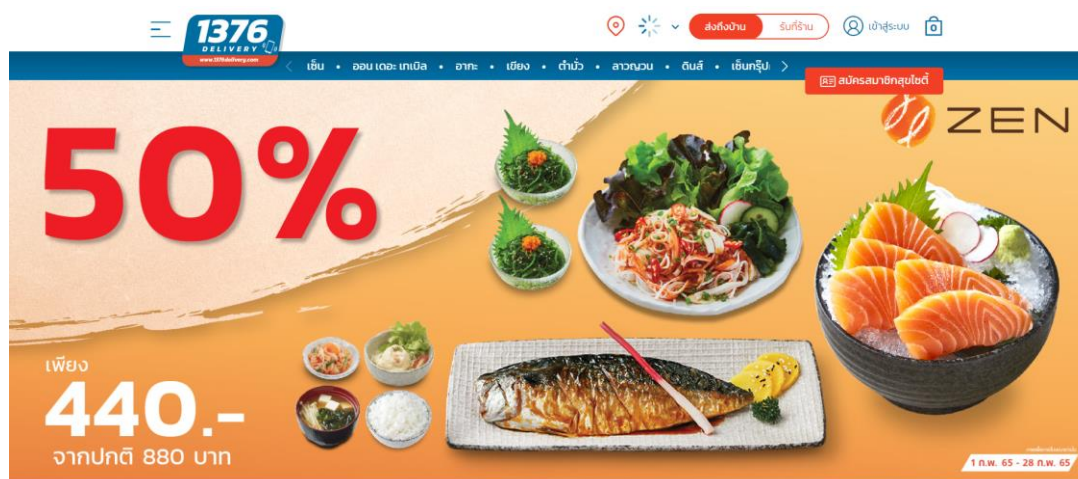
5.3.7 Customer Relationship Management

In order to create highest customer satisfaction, the Company realizes the importance of promoting marketing to meet customers' needs from changing consumer behavior. For example, ordering food delivery via mobile phone, using mobile phone in daily life to shop through the application, using Internet Banking instead of cash. The Company sees this as important and convenient channels that can generate income and communicate with customers besides dine-in.

In addition, the Group recognizes the importance of keeping current loyalty customers as long as possible and to draw customers back to use products and services by listening to opinions of customers which reflect their satisfaction with the products and services (NPS Score) including offering new products and services that meet the needs of customers. In order to maintain customer satisfaction, the Company also uses various information to optimize business decision-making strategies from customer information to create an impression that exceeds expectations without contradicting the policies and marketing guidelines set by the Company.

5.3.7.1 Food delivery

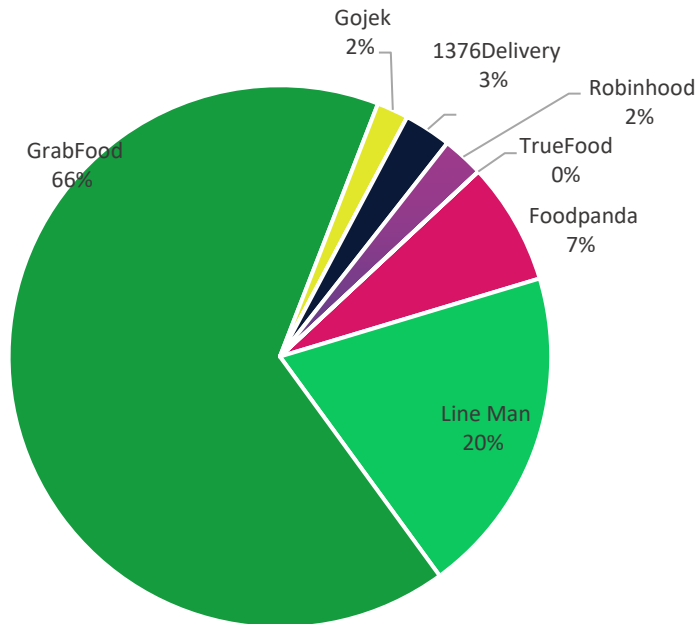
The Group provides food delivery services through food ordering channels such as GrabFood, Lineman, Food Panda and Robinhood. This allows consumers to order food from any restaurant branch. The Group also offers simple and convenient food ordering channels through a call center at 1376 and www.1376delivery.com. These channels enable pre-orders in order to accommodate large orders for seminars with features for issuing tax invoices, as well as ordering small meals for everyday life to meet the needs of all types of customers. In addition, the Group also offers catering services for events such as corporate parties and birthday parties. Our catering service model is also a food delivery service.



Due to the changing lifestyles of consumers and the advances of technology that makes online food ordering easier and more convenient, the food delivery service market has grown exponentially and continuously. At present, the Group has increased the convenience of customers in ordering food through online channel. This is achieved through online food ordering service intermediaries to increase the capability of the Group's branches in expanding their customer base to nearby offices and residences. In 2020, the Group planned to invest in developing an online food ordering channel through a mobile application on mobile networks with the aim to provide customers with the convenience of online food ordering by expanding branches that only offer food delivery services. In the first phase, it will start with the expansion of branches to cover all areas in Bangkok, including introducing new menus along with promotions to encourage continuous ordering through this channel. In addition, the Group also attaches great importance to food indelivery innovation by developing the best-selling menu items of each restaurant brand. The packagings are specially designed to be beautiful and attractive with the pattern and design specific to the brand, as well as the convenience of delivery and eating for better customer satisfaction. In terms of the delivery process, the Group will develop the efficient, faster delivery using the same temperature and food quality preservation equipment as eating at the Company's restaurants.

Overall, proportion of sales of food delivery service business through applications are as follows.

Sales Ratio by App 2021



The purposes of target marketing are

- (1) To increase market share in new customers by increasing brand awareness;
- (2) To maintain existing customer base by building brand loyalty. Last May, Zen Group Sookciety Application was released with the aims to build a stronger customer base and collect useful information;



(3) To increase the service usage rate of the Company's customers through marketing activities, such as inventing new food menus, promoting brand engagement through social network and creating awareness through traditional marketing, including placing advertising boards in shopping centers, retail stores, community malls or near the location of restaurants, etc.

Recently, an omnichannel has been launched which connects customers both online and offline through Sookciety Application for collecting information and promoting brand engagement. There are also a website as a service point for food ordering and Line OA for communication with customers. All of these communication channels can be used to invite customers to dine at the restaurant or use a food ordering service.

			
ROLES	Zen group delivery platform Drive sales	CRM application Build loyalty	Social communication platform Connect customers to other platforms.
BRAND			
BENEFITS	<ul style="list-style-type: none"> - Give the best promotion - Discount code - Free delivery fee when order more than 500 THB - Both delivery and pick-up 	<ul style="list-style-type: none"> - Collect point - Point redemption - Burn point - Welcome Gift - Birthday Gift - Exclusive promotion for members 	<ul style="list-style-type: none"> - Updated promotion - Exclusive promotion only Line OA - Check promotion and connect to delivery AGGT - Check store location - Connect to Sookciety (4 Oct)
	https://www.1376delivery.com/ Call Center : 1376	Download via app stores and pay store	@Zengrouph

5.3.8 Technology and Innovation

The rapid changes in technology and consumer behavior make it necessary for business operations to adopt technology that is suitable for business operations in the development of business practices in accordance with the changes. This can be achieved through the introduction of good technology and innovations suitable for business operations to keep up with the changes so that the organization can develop and cope with the rapidly changing situation.

The Company attaches great importance to the adoption of appropriate technology and the development of innovations in information technology to meet the needs of consumers and employees by focusing on the maximum benefit and supporting the use of applications in operations to increase efficiency in management in each step.

To achieve sustainable business operations, information technology has been applied based on the principles of economic viability, innovation and environment impact. Therefore, the Company has formulated a policy on information technology and innovation with the goal of becoming an organization with modern

information technology systems suitable for the changing situation in today's world. Electronic equipment or electronic waste used in the Company must be recycled.

1. Promote the management and selection of appropriate information technology to be use in the organization by reducing the generation of electronic waste through recycling in order to increase efficiency and business competitiveness. This approach is used to meet the needs of consumers in a timely manner and to increase the level of consumer satisfaction.
2. Promote the use of information technology in operations and develop information-related processes to increase efficiency and effectiveness of operations with a focus on maximizing benefits.
3. Promote knowledge, understanding, communicate policies or measures on technology management and realize the importance of developing and applying information technology information for safety and use as a guideline for work without contrary to corporate and legal requirements
4. Provide resources in terms of human resources, budget and training for effective technology operation leading to sustainable development.

Processes, Practices and Results

The Group has continually developed its potential in information technology, both internal process management system and personnel development by providing basic knowledge to employees as follows.

1. Develop information system projects that enable efficient and effective operations. These projects aim at joint planning and approving actions to achieve the best benefits for the organization and deliver a good experience for consumers. The interesting projects are as follows.
 - 1.) ZEN Group Member Sookciety (<https://www.zengroup.co.th/sookciety>) is a project to develop an application for members of ZEN Corporation Public Company Limited. This application can be used for collecting points at every branch of ZEN Japanese Restaurant, On the Table, AKA and Din's restaurants. Every 25 baht spending earns 1 reward point. The points in this application can be used to enhance the membership privileges.



Zen Group Sookciety offers a wide range of privileges, such as collecting points from in-store services that can be redeemed for discounts or free instant discount coupons on subscription, birthday discounts and other benefits for early membership.

2.) Online Food Ordering System 1376Delivery and Call Center

1376Delivery.com A website offering food delivery service of leading restaurants from more than 12 brands under Zen Group. For more than 3.0 years in service, we have the



intention and commitment to serve our customers with the experience of food expertise with quality menus from over 240 branches of well-known brands.

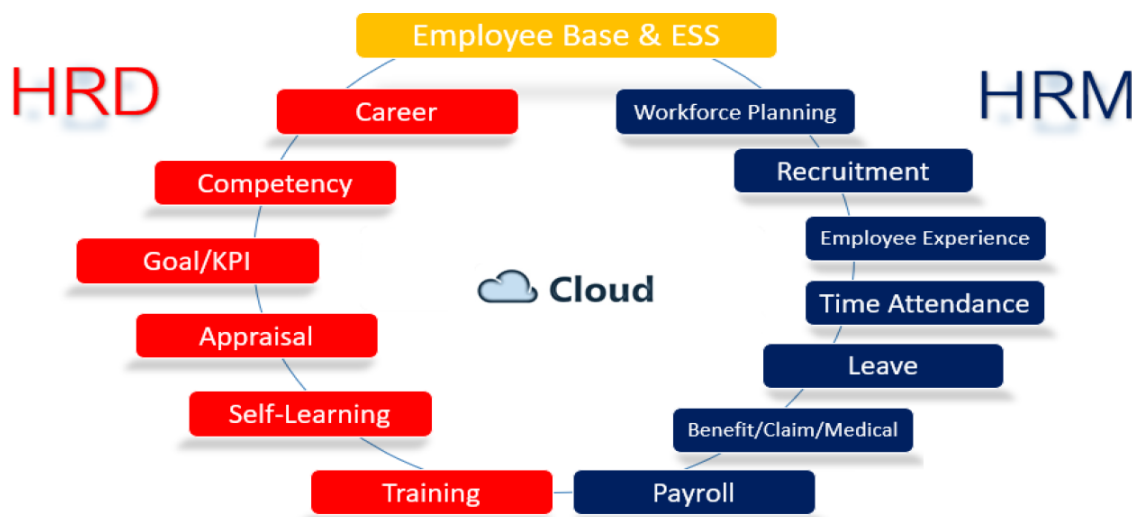
The website also provides management functions for the Call Center system. When consumers are contacted by telephone, employees are able to use the website as a tool to help take orders and deliver order information to stores near the delivery point. In addition, customers can pick up their food at the branch by themselves.

1376Delivery.com has a function available with Line Official (LineOA) as another way to order food. All functions can be linked to information such as product information, order information, discount information and discount coupons for the convenience of customers in ordering food to eat at home. It is a system suitable for the current situation of COVID-19 pandemic.

3.) HRIS Project is a project that transforms an organization's Human Resource Information System (HRIS) management program. Due to the growth of the organization and diverse needs, including the evaluation of the original personal information management system program, the Company therefore deems it appropriate to modify the system to suit and support the operations.

The development of the project started from 2020 and is operational in April 2021. The personal information management system, in addition to the standard functions of the general system, will

add more functions that focus on providing assistance in managing employee information from the old system and have functions supporting the operations from various sources called Cloud Base System.



- 4.) **Asset Inventory Management System** The objective of the project is to purchase and procure a system to be used in the management of assets because the branches under the Company scatter across Thailand, resulting in difficulty and problems in management.

The implementation guidelines must be able to develop the organization's asset management process with QR Code system that is easy to use and convenient. This system can notify the transfer, count and support the notification of equipment maintenance. In addition, assets can be registered and recorded in the system, simplifying the management process from the original, whether manual or automatic system.

The project has made improvements and changes to the management methods of the entire system in order to optimize and correct existing problems. The modified process ranges from the acquisition of assets to the property registration, QR Code preparation and re-installation of all branches managed by the Company and its head office. Improving the process of adding assets, fixing, transferring, counting, and maintaining repairs, amortization and destruction, and various reports that are used in the next planning can help facilitate the use of the program. It can be used with current smart phones

In addition to the above-mentioned projects, the Information Technology Department also develops other projects upon request and authorization for user actions, such as the Robot Process Automation Project (RPA), Point of Sale Project (POS) for Japanese brands, etc. The Information Technology Department focuses on developing the organization to keep up with changes all the time.

2. Develop knowledge and competence in the management of internal personnel from the operational level to the management level from the first day of work through training courses and introduction of information systems related to each unit.

The Information Technology Administration has a training plan for employees or those who are interested to provide them with better understanding of the relevant technology systems of each department.

3. Manage the procurement process of standardized technology equipment to be used within the organization to meet operational objectives and create an electronic waste management project for recycle for benefits of the organization or delivery to other agencies or properly disposal.

In addition to the process of procurement process of necessary technology equipment to assist in operations, electronic waste management problem is inevitable and has become one of the major problems. Since the organization has to imported technology equipment to meet the needs and help develop the business, Zen Corporation Group has brought in a large number of technology products, resulting in higher volumes of electronic waste.

The implement of this project will be extended throughout the organization, both in the head office and in the restaurant branches through continual awareness raising among employees to segregate waste in order to lead to an efficient management process. In addition, the campaign has been extended to promote employee participation in the maintenance of the working environment and integration of cooperation in environment management. This is in line with the principles of sustainable living.

5.3.9 Environmental Initiatives

5.3.9.1 Cost-Effective Use of Resources

The Company has a policy to reduce the city's negative impact on the environment per capita by paying special attention to air quality and municipal waste management through the management of food production waste such as segregation of plastic bottles and stretch film to reach a transition to circular economy. In addition, the largest proportion of food waste in the restaurants is managed and used as food. This is to reduce the waste generated and entered the landfills through cooperation with various authorities, This can be achieved through, for example, switching to eco-friendly packaging.

5.3.9.2 Environmental Care

The Company has a policy to segregate waste throughout the organization both in the head office and in the restaurant branches through continual awareness raising among employees to properly segregate waste in order to lead to an effective management processes.

5.3.9.3 Waste Management

Recycling waste is segregated both in the head office and in the restaurant branches for proper management and disposal of waste, and reuse according to the circular economy principle. As a result, the Company is able to segregate waste generated up to 16,151 kilograms from a total of 59 branches nationwide under 6 brands and 480 kilograms from offices through the cooperation of all employees.



Segregating stretch film waste in the head office and restaurants with the Won project organized by TPBI, a packaging operator.



Join TRBN's Plastic Takeout Project to segregate plastic waste in the store to drop points the shopping centers to send plastic waste back to their sources.



Segregating paper waste at the head office and forwarding them to SCG's PAPERX project, which is an exchange of old paper for new paper projects, to collect the Company's paper scraps and forward them to SCG for recycling.



เซ็นทรัลทำ

CENTRAL PATTANA

Application for waste management with information that ZEN has used to monitor waste management in the head office and restaurant branches.

Segregating plastic water bottles to reduce waste with the Central Project with restaurants in the CPN shopping center chain.

Collaborated with CPN Shopping Center Waste Dee Project in segregating plastic and paper boxes waste. Proceeds will be used to support the study of the COVID-19 vaccine.



Storefront Waste Segregation

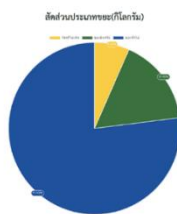


รายงานข้อมูลขยะตั้งแต่วันที่ 01-01-2021 ถึงวันที่ 31-12-2021

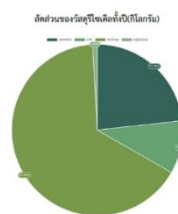
ZEN Corporation Group

สาขา สำนักงานใหญ่

ปริมาณวัสดุรีไซเคิล รวมขยะอินทรีย์ ที่นำไปทำปุ๋ยหมักต่อ (Kg.)	สัดส่วนการรีไซเคิล(%)	ปริมาณก๊าซเรือนกระจกที่ลดได้(kgCO ₂ e)	มูลค่าเงินจากการขายวัสดุรีไซเคิล(บาท)
1,681.46	22.98	4,087.82	492.10



ประเภทขยะ	น้ำหนัก(กิโลกรัม)	สัดส่วน(เปอร์เซ็นต์)
วัสดุรีไซเคิล	479.84	6.56
ขยะอินทรีย์	1,291.62	16.42
ขยะทั่วไป	5,635.04	77.02



ประเภทขยะ	น้ำหนัก(กิโลกรัม)	สัดส่วน(เปอร์เซ็นต์)
พลาสติก	111.62	23.26
กระดาษ	46	10.00
กระดาษ	316.12	65.88
พลาสติก	4.10	0.85

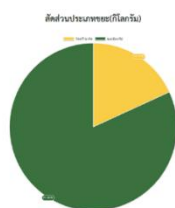


รายงานข้อมูลขยะตั้งแต่วันที่ 01-01-2021 ถึงวันที่ 31-12-2021

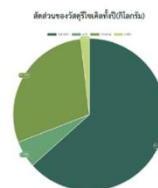
ZEN Corporation Group

สาขา เครื่องสำอาง

ปริมาณวัสดุรีไซเคิล รวมขยะอินทรีย์ ที่นำไปทำปุ๋ยหมักต่อ (Kg.)	สัดส่วนการรีไซเคิล(%)	ปริมาณก๊าซเรือนกระจกที่ลดได้(kgCO ₂ e)	มูลค่าเงินจากการขายวัสดุรีไซเคิล(บาท)
88,968.14	100	241,609.32	4,454.03



ประเภทขยะ	น้ำหนัก(กิโลกรัม)	สัดส่วน(เปอร์เซ็นต์)
วัสดุรีไซเคิล	16,153.50	18.15
ขยะอินทรีย์	72,814.64	81.85

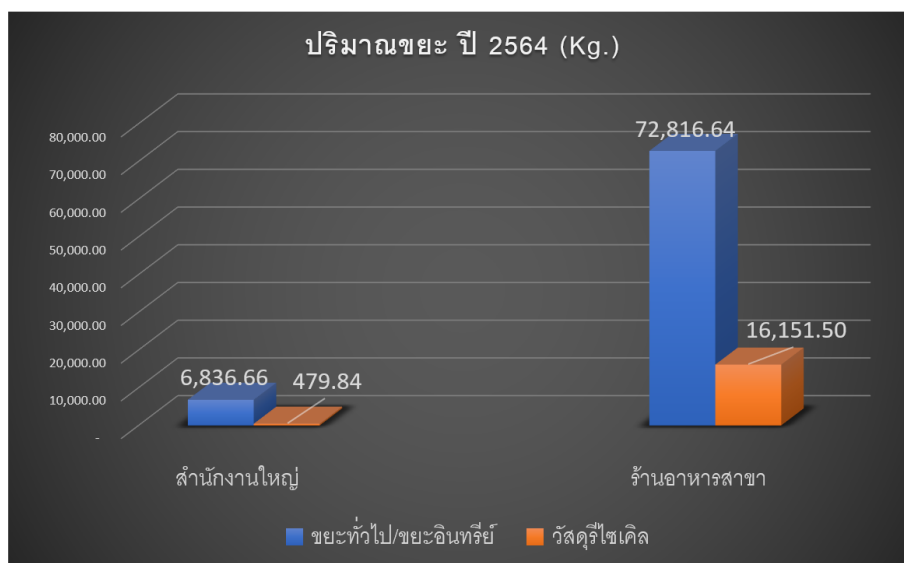


ประเภทขยะ	น้ำหนัก(กิโลกรัม)	สัดส่วน(เปอร์เซ็นต์)
พลาสติก	10,236.89	63.39
กระดาษ	926.67	5.76
กระดาษ	4,700.00	29.10
พลาสติก	291.54	1.81



การบริหารจัดการขยะ

การจัดแยกประเภทขยะทั้งภายในสำนักงานใหญ่และหน้าสาขา เพื่อบริหารจัดการขยะให้ถูกนำไป
กำจัดอย่างถูกวิธี และ ขยะรีไซเคิล สามารถนำกลับมาใช้ให้เป็นประโยชน์ตามแนวทางเศรษฐกิจหมุนเวียน

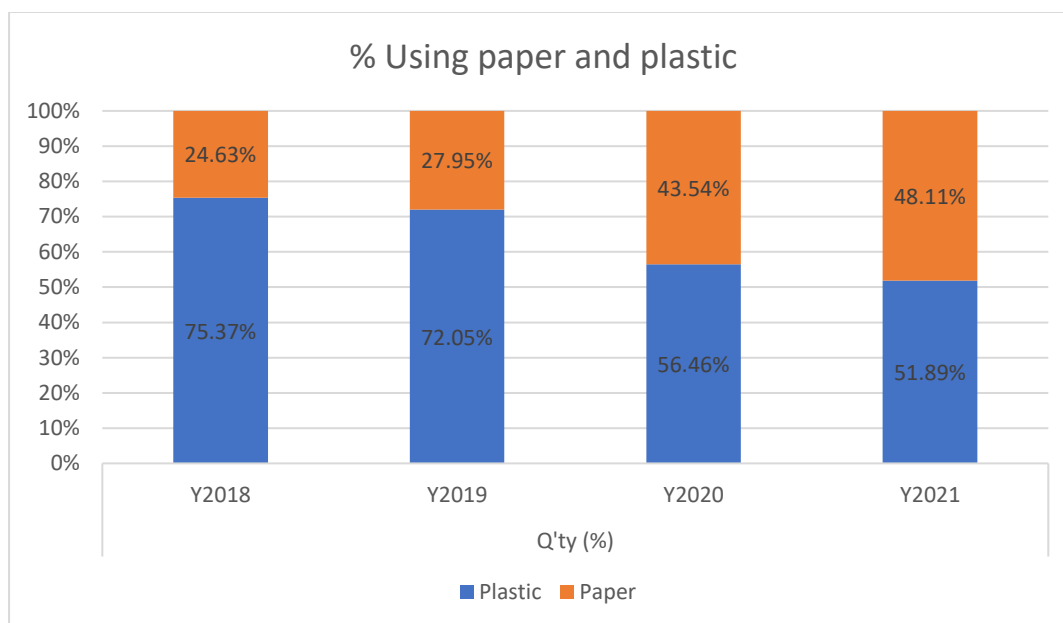


Comparison of the performance of “Disposable Electronic Equipment Waste Management Program” in 2020 and 2021.

comparative summary	Year 2020	Year 2021
Quantity / Quantity (item)	2,576.00	5,670.00
Gross weight (kg)	918.00	1,656.14
Revenue from sales (Baht)	64,000	126,750.00

5.3.9.4 Reducing and Eliminating Plastic waste and Changing the Type of Packaging

The Group focuses on providing safe and eco-friendly packaging to meet the needs of consumers, keeping and maintaining the quality of food until the customer's hands. The Group is committed to reducing the use of single-use plastics by switching to paper packaging in order to reduce the impact on the environment and the planet as much as possible. Since 2018, the amount of plastic use continues to decline until 2021. Despite the COVID-19 pandemic where the use of delivery packaging has multiplied, the Company is still striving to achieve the proportion of plastic packaging use less than 50% of all packaging.



Volume of plastic and paper products used each year (Unit: Tons.)

Description	Q'ty (Tons.)				% (Y2021)
	Y2018	Y2019	Y2020	Y2021	
Plastic	118.92	121.60	131.07	171.61	51.89%
Paper	38.85	47.18	101.10	159.09	48.11%
Grand Total	157.77	168.79	232.17	330.70	100.00%

Tummour brand uses food containers made from 100% natural plant pulp without plastic coating to assure the consumers that the food they order is clean and safe. Moreover, these containers are 100% biodegradable, reducing the burden and expense of the government in disposing of waste without damaging the environment.



Our Japanese restaurant brands switch to use more paper food containers and continues to increase its proportion, including reducing the use of single-use plastic straws.



5.3.9.5 Greenhouse Gas Emissions Reduction

The Company realizes the importance of reporting carbon footprint of organization and therefore has joined the project to estimate the quantities of greenhouse gas emissions of the organization and find effective ways to reduce greenhouse gas emissions that will contribute to sustainable development of the Company and its personnel.

Fiscal Year 2020 is set as the base year for estimating greenhouse gas emissions. The data from January 1 to December 31, 2020 were used as it was the year with complete data and the first year that the emissions and greenhouse gas emissions reabsorption estimation began, including verification of the accuracy of greenhouse gas emissions reabsorption estimation

Effective energy management and risk management of the activities arising from greenhouse gas emissions and social responsibility through carbon offsetting activities contribute to the country's greenhouse gas reduction and climate change operations. The Group has cooperated with the Greenhouse Gas Project in the Head Office, ZEN Central Ladprao, Tummour Branch Samyan Mitrtown and carbon emissions have been offset to become carbon neutral.



สรุปการประเมินคาร์บอนฟุตพริ้นท์ขององค์กร ทั้ง 3 ส่วน

องค์กร	การปล่อยก๊าซเรือนกระจกขององค์กร (TonCO ₂ e)
บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน) สำนักงานใหญ่	781
บริษัท เซ็นเรสเดอรัลโฮลดิ้ง จำกัด ร้านอาหารญี่ปุ่นเซ็น สาขาเซ็นทรัลพลาซา ลาดพร้าว	267
บริษัท เซ็น แอนด์ สไปซี่ จำกัด ร้านอาหารตำมั่ว สาขาสามย่าน มิตรทาวน์	149
รวม	1197

การชดเชยคาร์บอนขององค์กร

จากกิจกรรมการปล่อยคาร์บอนฟุตพริ้นท์ขององค์กร จำนวน 1,197 ตัน ทางองค์กรชดเชยโดยการซื้อคาร์บอนเครดิต จากโครงการผลิตพลังงานชีวมวล มิตรผล (ด่านช้าง) - ส่วนที่ 2 (Mitr Phol Bio - Power (Danchang) - Block 2) ซึ่งบริษัท มิตรผล ไบโอพาวเวอร์ (ด่านช้าง) จำกัด เป็นผู้พัฒนาโครงการ ก่อสร้างขึ้นโดยมีวัตถุประสงค์เพื่อผลิตพลังงานไฟฟ้าชีวมวลจากขาน้อยเป็นหลัก ซึ่งส่วนใหญ่มาจากโรงงานน้ำตาลมิตรผลและเชื้อเพลิงชีวมวลอื่น ๆ โดยจะดำเนินการก่อสร้างระบบผลิตพลังงานความร้อนใหม่ด้วยหม้อไอน้ำขนาด 170 ตัน/ชั่วโมง จำนวน 1 ชุด เครื่องกำเนิดไฟฟ้าขนาด 31.93 เมกะวัตต์ จำนวน 1 ชุด พลังงานความร้อนจากหม้อไอน้ำของ Block2 จะจ่ายให้แก่โรงงานน้ำตาลมิตรผล โรงงานเอทานอลเทโทรกรีน และนำไปผลิตพลังงานไฟฟ้า พลังงานไฟฟ้าที่ผลิตได้จากโครงการ จะจ่ายให้แก่โรงงานน้ำตาลมิตรผล และขายให้แก่การไฟฟ้าฝ่ายผลิตแห่งประเทศไทย (กฟผ.)

การประเมินคาร์บอนฟุตพริ้นท์ขององค์กร

บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
สำนักงานใหญ่



สถานที่ติดต่อ	662 ซอยขอนแก่น 17 แขวงสวนหลวง เขตสวนหลวง กทม. 10250
วันที่ขอขึ้นทะเบียน	25 มิถุนายน 2564

ข้อมูลองค์กร

กลุ่มธุรกิจชั้นนำด้านอาหารญี่ปุ่นคุณภาพสูงของประเทศไทย

มีร้านอาหารในเครือทั้งหมด 13 แบรินด์ 240 สาขา ทั้งในและต่างประเทศ

จำนวนบุคลากรเฉลี่ยทั้งหมด 408 คน

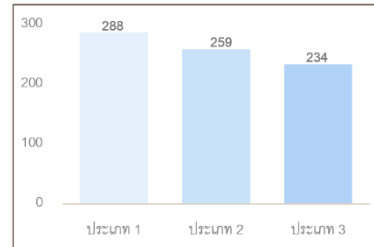
พื้นที่การใช้ประโยชน์ 8,952.45 ตารางเมตร รวม 8 ชั้น

การประเมินคาร์บอนฟุตพริ้นท์ขององค์กร

zen
GROUP

บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
สำนักงานใหญ่

ขอบเขต*	การปล่อยก๊าซเรือนกระจกขององค์กร (TonCO ₂ e)	% สัดส่วน
ประเภท 1	288	36.88 %
ประเภท 2	259	33.16 %
ประเภท 3	234	29.96 %
รวม	781	100 %



ระยะเวลาเก็บข้อมูล 1 มกราคม - 31 ธันวาคม 2563

* ขอบเขตขององค์กร

ประเภทที่ 1 ปริมาณการใช้ น้ำมันดีเซลจากรถยนต์ส่วนบุคคล (fleet card), น้ำมันแก๊สโซลีนจากรถยนต์พนักงาน (รวมอยู่ในเงินเดือน), น้ำมันดีเซลและน้ำมันแก๊สโซลีนจากรถยนต์พนักงาน (เบิกจ่าย), การเผาไหม้แก๊สหุงต้ม (LPG) จากการซื้อดับเพลิง, ปริมาณสารทำความเย็นของเครื่องปรับอากาศตู้เย็น, เครื่องปรับอากาศ Split type และปริมาณการเกิดมีเทนจาก Septic tank
ประเภทที่ 2 การใช้พลังงานไฟฟ้า
ประเภทที่ 3 การกำจัดขยะ, การใช้น้ำประปา, การใช้กระดาษ, การเดินทางโดยเครื่องบิน, การพักแรม, การเผาไหม้ CNG จากการให้บริการแท็กซี่ (เบิกจ่าย), เครื่องแบบพนักงาน

การประเมินคาร์บอนฟุตพริ้นท์ขององค์กร

zen
GROUP

บริษัท เซ็นเรสเตอร์รองโฮลดิ้ง จำกัด
ร้านอาหารญี่ปุ่นเซ็น สาขาเซ็นทรัลพลาซา ลาดพร้าว



สถานที่ติดต่อ	เลขที่ 1697 อาคารเซ็นทรัลพลาซาลาดพร้าว ชั้น 1 ห้องเลขที่ 117-118 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กทม 10900
วันที่ขอขึ้นทะเบียน	25 มิถุนายน 2564

ข้อมูลองค์กร

จำนวนบุคลากรทั้งหมด 30 คน

พื้นที่ของร้าน 284.04 ตารางเมตร

ลูกค้าเฉลี่ยต่อเดือน 8,000 - 9,000 คน

การประเมินคาร์บอนฟุตพริ้นท์ขององค์กร

zen
GROUP

บริษัท เซ็น แอนด์ สไปซี่ จำกัด
ร้านอาหารตำมั่ว สาขาสามย่าน มิตรทาวน์



สถานที่ติดต่อ	ศูนย์การค้าสามย่านมิตรทาวน์ ห้องเลขที่ 4U012 ชั้น 4 เลขที่ 944/1 ถนนพระราม 4 แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330
วันที่ขอขึ้นทะเบียน	23 พฤษภาคม 2564

ข้อมูลองค์กร

จำนวนบุคลากรทั้งหมด 11 คน

พื้นที่ของร้าน 94.20 ตารางเมตร

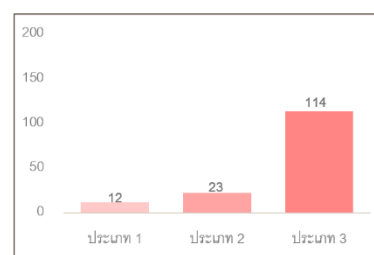
ลูกค้าเฉลี่ยต่อเดือน 3,000 - 4,000 คน

การประเมินคาร์บอนฟุตพริ้นท์ขององค์กร

zen
GROUP

บริษัท เซ็น แอนด์ สไปซี่ จำกัด
ร้านอาหารตำมั่ว สาขาสามย่าน มิตรทาวน์

ขอบเขต*	การปล่อยก๊าซเรือนกระจกขององค์กร (TonCO ₂ e)	% สัดส่วน
ประเภท 1	12	8.05 %
ประเภท 2	23	15.44 %
ประเภท 3	114	76.51 %
รวม	149	100 %



ระยะเวลาเก็บข้อมูล 1 มกราคม - 31 ธันวาคม 2563

* ขอบเขตขององค์กร

ประเภทที่ 1 ปริมาณการใช้ LPG ในการปรุงอาหาร, ปริมาณการใช้แอลกอฮอล์แข็งสำหรับค็อกเทล, ปริมาณสารทำความเย็นของตู้แช่แข็ง ชนิด R-134a, ปริมาณสารทำความเย็นของตู้แช่แข็ง ชนิด R-404A และปริมาณการเกิดมีเทนจาก Septic tank

ประเภทที่ 2 การใช้พลังงานไฟฟ้า

ประเภทที่ 3 ปริมาณการใช้น้ำประปา, ปริมาณการใช้กระดาษ, ปริมาณการใช้น้ำมันจากการขนส่งวัตถุดิบ, การได้มาของวัตถุดิบประกอบอาหารและของใช้ (Inventory)

5.3.9.6 Efficient use of resources

Efficient use of resources

1. Energy saving in the Headquarters building

- The elevator service opens at 6:00 AM and closes at 6:30 PM, and only one service elevator is used. Some employees must walk up the stairs instead of using an elevator.
- Air-conditioners and electricity are to be turned on at the start of work at 8:00 AM and turned off at 6:30 PM or when there are no employees working in that area for a long time.
- Turn off electricity in the parking lot as needed.
- Disable all elevators during COVID-19 pandemic and adopt Work from Home (WFH) approach.
- Refrain from using an elevator between floors.

Electricity expenses of the Headquarters On Nut
during June - December 2019 was 2,789,696.94 Baht
during June - December 2020 was 1,899,376.98 Baht
during June - December 2021 was 1,525,063.68 Baht
which decreased by 374,313.30 Baht or 19.7%.

2. Water management and management head office building

The company has guidelines for the cost-effective use of water resources. and campaigns to save water use

water usage costs of the head office on Nut by

During Jan. - Dec. 2019, the cost is 137,664.37 baht.

During Jan. - Dec. 2020, the cost is 42,361.65 baht.

During Jan. - Dec. 2021, the cost is 31,463.74 baht.

The expenses were reduced by 10,897.91 baht or accounted for 25.7%.



3. Efficient and efficient use of office supplies such as paper, stationary, other supplies; use paper sparingly; refrain from distributing documents at the meeting unless necessary; a campaign for copying/printing on both side of paper or using damaged paper in printing or copying. Some supplies does not used by the departments such as files can be returned for subsequent used by other departments.

A4 paper expenses in	2020:	2,413 reams	amount: 209,931 Baht
	2021:	1,150 reams	amount: 100,050 Baht
decreased by	1,263 reams 52 % (109,881 Baht)		

4. Management Discussion and Analysis : MD&A

4.1 Management Discussion and Analysis and Financial Performance

Business Overview

As the COVID-19 epidemic situation has continued to improve, which has led to the easing of the Government's restriction measures and the re-opening of the country for foreign tourism since 1 November 2021, the Thai economy in the 4th quarter of 2021, as a result, recovered from the previous quarter. The overall Thai economic activities have picked up, in line with the Consumer Confidence Index trend, which has been improved from 40.6 in the 3rd quarter to 45.0 in the 4th quarter of 2021. The Thai economy in 2021 expanded at 1.6 percent.

The Company's business operations in the 4th quarter of 2021 improved in the same direction as the Thai economy. The Company's sales improved by more than double compared to the previous quarter and by 16% compared to the same period last year. This was the result of the gradual lifting of the lockdown measures by the government, together with, the Company's efforts in promotions to increase dine-in traffics and the continuing focus on maximizing delivery and retail sales figures. These company actions, along with the careful management of all costs and expenses, resulted in the Company making a net profit, by turning from the continuous net loss in the 2nd and 3rd quarters to a net profit, of THB 10 Mn in the 4th quarter of 2021. However, when compared to the same period of the previous year, the net profit decreased by 35% due to the Company's one-time assets impairment loss with the amount of THB 18.1 Mn. If excluding such the item, in the 4th quarter of 2021, the Company would have made a net profit of THB 28.5 Mn from normal operations.

The severe COVID-19 outbreak (Delta Strain) during the 2nd and 3rd quarters of the year was the major cause of the Company's losing revenue from the restaurant business in 2021. Due to a temporary ban of dine-in services, leaving only takeaway and delivery, and the subsequent 100% closing of the shopping malls, the overall business performance of the Company was slightly lower than that of 2020. The Company's revenue decreased by 3% and resulted in a net loss of THB 88.5 Mn baht. (If excluding one-time assets impairment loss with the amount of THB 13.3 Mn, in 2021, the Company would have made a net loss of THB 74.9 Mn from normal operations.)





Important Events during 2021

- To expand the retail business, established a joint venture company, Zen & Kosoom Interfoods Co., Ltd. (ZKC), with a major seasoning manufacturer from Maha Sarakham Province on 25 March 2021.
- Launched new application, "Zen Group Sookciety" in May 2021.
- All restaurant brands under the group are "SHA" standard certified.
- Received 3 awards from "Thailand Franchise Award 2021" from the Department of Business Development, Ministry of Commerce. Kiang brand won "Franchise Shining Star 2021" award. Tummour won "Best Large Franchise" and "Best Food Franchise" awards.
- Selected to be included in Thailand Sustainability Investment Index 2021 from the Stock Exchange of Thailand from the determination to develop business operations for the sustainable growth.

Experience Beyond Food

Business Strategy

The year of 2022 will be another challenging year for the company due to the risk factor of the COVID-19 outbreak that is still happening throughout the country. The new strain of the "Omicron" virus that has been spreading in many countries may hurt the Thai recovery. The rising of raw material and transportation costs due to global inflation threats is also another challenging factor. To be prepared and able to overcome such challenges, the company has set up the core business strategies, the 5 Pillars of Business Operations: ZEN Group, for coping with the current situation, creating future business growth, and profiting sustainably in the 2022 year and the following years to come:

5 pillars of business operations' ZEN Group	Restaurant Business 	<p>The situation of the COVID-19 epidemic in the past two years has severely affected the economic and social standing, made everyone's lives having to change to the New Normal and directly affected the restaurant business. During the period, the company has continuously strengthened the restaurant business, which is the primary source of revenue for the company, by doing as follows:</p> <ul style="list-style-type: none"> ▪ Increasing dine-in traffic via more effective marketing to meet the specific needs of the consumers. ▪ Focusing on improving branch operations and creating a sound internal audit system to ensure food safety, costs reductions and redundant work eliminations. ▪ Expanding new branches carefully, corresponding to the purchasing power and economic condition of the specific location. The focus is on the smaller store format outside a shopping center, in a densely populated location that can be accessed easily by the consumers. ▪ Turning around ZEN brand, one of the core brands of the Group, by expanding to new target customer segments. ▪ Selectively closing unprofitable branches.
	Franchise Business 	<p>Franchise business is one of the company's main strategies in expanding customer base to cover all customer segments and diversifying risks in business operations. With the minimum risk in company's investment, branches expansion can be easy and fast. The company has strengthened the franchise business as follows:</p> <ul style="list-style-type: none"> ▪ Continuously developing quality standards for management of the franchise business system; hence, increasing franchisees' confidence in opening franchise restaurants with the company. ▪ Developing new franchise store models and new brands as alternative for franchisees. ▪ Providing continuous support and care for the franchisees with various training courses and marketing activities to generate more revenues and profits for the franchisees.
	Delivery/ E-Commerce Business 	<p>From the rapid changes in consumer behavior, intense competitions, and the impact of temporary branch closures, the Company has also put an emphasis on making sales through online channels and using new technology to support the business operations. The customers can order foods via online platforms both through food delivery service providers (3rd parties' platforms) and the Company's own platforms via Call Center 1376, www.1376delivery.com, application "Zen Group Sookciety" and Line Official Account. The Company continues to strengthen food delivery business / E-Commerce to contribute for the revenue growth of the Company as described below:</p> <ul style="list-style-type: none"> ▪ Keep developing and improving online platforms for the easy, convenient, and quick uses by the consumers ▪ Expanding branches that only serve food delivery in the form of Cloud Kitchen to be able to serve customers in more areas. ▪ Keep launching new menus along with providing delivery promotions for all brands in the group to encourage more orders through this channel. ▪ Continue in developing delivery innovation to enhance better customers satisfaction, such as new packaging design that not only is beautiful, environmentally friendly, easy to open, but can also maintain food temperature and quality the same as dining-in our restaurants.
	Retail Business 	<p>Being a manufacturer and distributor of food products under the Company's own brand, the retail food business helps to diversify risks in business operations. The Company has strengthened the retail food business to contribute for more revenue and net profit margin to Zen Group, as follows:</p> <ul style="list-style-type: none"> ▪ Continuously developing and launching new products into the market ▪ Selling through partners and major distributors to facilitate distribution of products to consumers. ▪ Expanding sales through various e-commerce channels

New
Business

To create an exponential growth and be open for more business opportunities, the company has continuously been exploring for potential mergers/joint business partners with either restaurant or restaurant related businesses.

Concurrently, on the other hand, the company has always been in planning, closely controlling and being very careful about the company's cash position to be able to cope with any sudden adjustment in business plans in every changing situation

Performance

Statement of comprehensive income	4th Quarter				2020	2021	Change	
	2020	2021	Change					
Unit : Million Baht								
Revenue from sales of goods and services (Main Revenue)	659	765	106	16%	2,284	2,209	(75)	(3%)
Other income	13	15	3	20%	49	47	(3)	(6%)
Total revenues	672	781	109	16%	2,333	2,255	(78)	(3%)
Costs of sales of goods and services	333	399	66	20%	1,229	1,243	14	1%
Selling expenses	192	226	34	18%	733	687	(47)	(6%)
Administrative expenses	116	131	15	12%	421	398	(22)	(5%)
Total expenses	642	756	115	18%	2,383	2,328	(55)	(2%)
Profit (loss) from operating activities	30	24	(6)	(18%)	(50)	(73)	(23)	46%
Finance costs	7	9	2	40%	34	38	4	12%
Share of loss of associate accounted for using equity method	(1)	0	0	(33%)	(1)	(2)	(1)	45%
Profit (loss) before income tax expense	22	14	(8)	(35%)	(84)	(112)	(28)	32%
Tax expense (income)	6	4	(2)	(30%)	(21)	(23)	(2)	12%
Profit (loss) for the year	16	10	(6)	(37%)	(64)	(89)	(25)	39%

In 2021, the Company opened 43 new restaurants, 6 of which are owned by the Company and 37 of which are franchised branches, mostly with Khiang-brand. At the end of 2021, the Company's total restaurants reached 349 branches, of which 141 are equity-owned branches (40% of total) and 208 are franchise branches (60% of total).

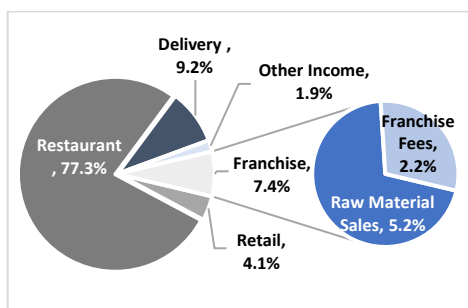
Branch Expansion	4th Quarter		2020	2021
	2020	2021		
Number of New Equity Branches Opened during period	1	2	6	6
Number of Equity Branches at Period End	148	141	148	141
Number of New Franchise Branches Opened during period	15	5	50	37
Number of Franchise Branches at Period End (Branch)	198	208	198	208
Total number of New branches Opened during period	16	7	56	43
Total number of branches at the end of the period	346	349	346	349
Same Store Sales Growth: SSSG (%) (1)	-21.5%	+18.5%	-30.4%	+0.8%

Remark: (1) Calculated based on total revenue from sales of food and beverages per total operating days of the same branch

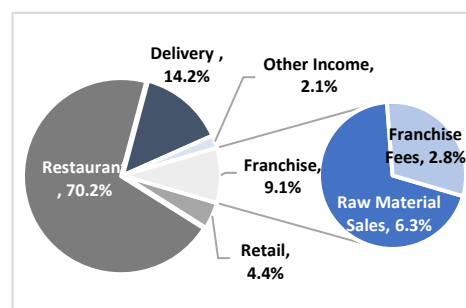
Company's Income Statement

Total Revenue

Total Revenue Structure 4Q2021



Total Revenue Structure 2021



Remark: Percentage of Total Revenue

Revenues Unit : Million Baht	4th Quarter				2020	2021	Change	
	2020	2021	Change					
Revenue from sales of goods	639	748	110	17%	2,214	2,146	(68)	(3%)
▪ Revenue from Restaurant Business	536	603	70	13%	1,822	1,582	(240)	(13%)
▪ Revenue from Sales of Raw Material	38	41	3	9%	130	143	13	10%
▪ Revenue from Food Delivery & Catering	52	72	21	40%	212	321	109	51%
▪ Revenue from Retail Commercial	14	32	18	127%	50	100	50	100%
Franchise Fee Income	21	17	(3)	(15%)	70	63	(7)	(10%)
Revenue from sales of goods and services (Main Revenue)	659	765	106	16%	2,284	2,209	(75)	(3%)
Other Income	13	15	3	21%	49	47	(3)	(6%)
Total Revenue	672	781	109	16%	2,333	2,255	(78)	(3%)

4Q2021 VS 4Q2020

In the 4th quarter of 2021, the company's total revenue was THB 781 Mn, an increase of THB 109 Mn or 16% from the same period of 2020, and SSSG for the 4th quarter of 2021 was +18.5%. This was due to the change in revenue from various business operations as follows:

- **Revenue from Restaurant Business** increased by THB 70 Mn or 13% from promotional campaigns to boost dine-in traffic, especially buffet promotion from ZEN brand, which was well accepted since first launch in February 2021.
- **Revenue from Sales of Raw Material** increased by THB 3 Mn or 9% due to franchise branches also had higher revenue after the relaxation of pandemic control measures.

2021 VS 2020

For the full-year 2021, the Company's total revenue was THB 2,255 Mn, a decrease of THB 78 Mn or 3% from the same period of 2020, but SSSG for the year 2021 was +0.8%. This was due to the change in revenue from various business operations as follows:

- **Revenue from Restaurant Business** decreased by THB 240 Mn or 13% due to government's various pandemic control measures of COVID-19 during the 2nd and 3rd quarter. The company was unable to provide dine-in, take-away and delivery services to customers.
- **Revenue from Sales of Raw Material** increased by THB 13 Mn or 10% due to an increase in franchise branches.
- **Revenue from Food Delivery & Catering** increased by THB 109 Mn or 51% from driving

- **Revenue from Food Delivery & Catering** increased by THB 21 Mn or 40% from food delivery channels both through food delivery service providers and through the "Zen Group Sookciety" application, which consolidates all brands promotions/offers under the group companies together at a single place.
- **Revenue from Retail Merchandise** increased by THB 18 Mn or 127% from the investment in Zen & Kosum Inter Foods Co., Ltd. and the launching of new products and selling through both modern trade and online channels.
- **Franchise Fee Income** decreased by THB 3 Mn or 15%. This decrease was mainly due to the company having a lower initial membership fee from a lower number of new franchise branches, 10 less compared to the same period of the previous year. However, in the 4th quarter of 2021, the company had higher net royalty & marketing fee income collected from franchise branches and renewal income compared to the same period of the previous year.
- **Other Income** increased by THB 3 Mn or 21% due to receiving compensation from the social security office on the exceptional basis.

more sales through food delivery channels. This greatly reduced the impact of the reduction in income from dine-in.

- **Revenue from Retail Merchandise** increased by THB 50 Mn or 100% from the investment in Zen & Kosum Inter Foods Co., Ltd., and the launching of new products and selling through both modern trade and online channels.
- **Franchise Fee Income** decreased by THB 7 Mn or 10%. This was mainly due to the lower net royalty and marketing fee income collection from the franchisees, who were also impacted by the COVID-19 epidemic situation. In addition, the Company received a lower initial membership fee income due to fewer new franchise branches opened when compared to the last year of 13 branches.
- **Other Income** decreased by THB 3 Mn or 6%. This decrease was mainly due to (1) lower revenue from setting up the system for franchisees and (2) lower amortized of membership fee income.

Costs of Sales and Service

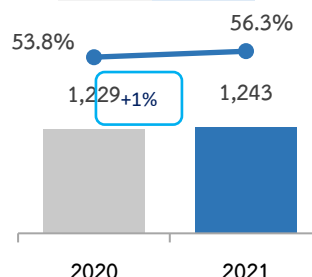
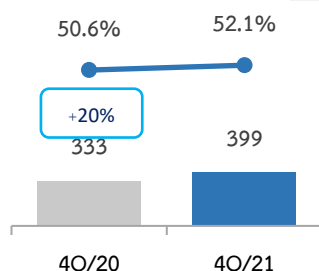
Unit : Million Baht

Revenue from sales of goods and services

Costs of Sales and Service

Gross Profit

4th Quarter				2020	2021	Change	
2020	2021	Change					
659	765	106	16%	2,284	2,209	(75)	(3%)
333	399	66	20%	1,229	1,243	14	1%
326	366	40	12%	1,055	966	(89)	(8%)



4Q2021 VS 4Q2020

services was THB 399 Mn, an increase of THB 66 Mn or 20% from the same period of 2020, which was mainly due to

- an increase in food cost varied to higher revenue from the restaurant business, especially from the ZEN brand buffet campaign, recently launched in 2021, coupled with the rising in raw material prices.
- an increase in staff cost (kitchen area) due to higher revenue.
- an increase in rental, service fees and utilities (kitchen area) as rental rates gradually returned to normal, varying to higher revenue.

2021 VS 2020

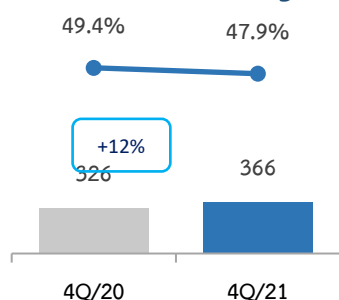
was THB 1,243 Mn, a slight increase of THB 14 Mn or 1% from the same period of 2020, which was mainly due to

- an increase in food cost 7% from the ZEN brand buffet campaign to drive sales, recently launched in 2021, coupled with the rising in raw material prices.

However, when offset with the lower cost of sales of employees and rent, total costs of sales and service rose slightly at 1%:

- a decrease in staff cost (kitchen area) due to lower headcount from temporary branches closures in malls during July and August 2021.
- a decrease in rental, service fees and utilities (kitchen area) as the company negotiated for rental discounts from the landlords due to temporary branches closure.

Gross Profit and Gross Profit Margin

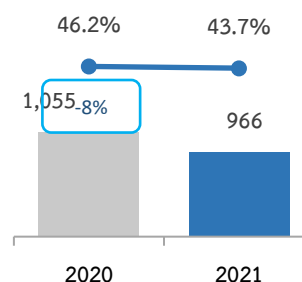


4Q2021 VS 4Q2020

In the 4th quarter of 2021, the gross profit was THB 366 Mn, an increase of THB 40 Mn or 12% from the same period of 2020. The main reason was

- the recovery of revenue from various business operations, especially revenue from the restaurant business

However, the gross profit margin decreased from 49.4% in the 4th quarter of 2020 to 47.9% in the 4th quarter of 2021, mainly due to a higher revenue mix from buffet sales compared to the same period last year.



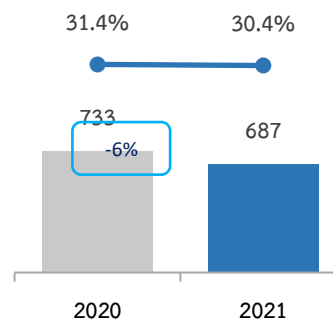
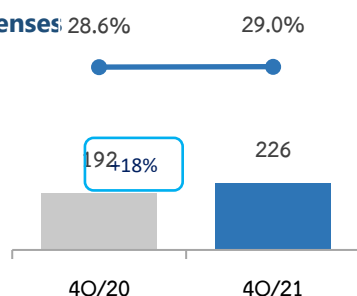
2021 VS 2020

For the full-year 2021, the gross profit was THB 966 Mn, a decrease of THB 89 Mn or 8% from the same period of 2020. The main reasons were

- the loss of revenue from the restaurant business, which was affected by the epidemic of COVID-19 during the 2nd and 3rd quarters
- an increase in packaging costs from more sales via delivery channel.
- buffets promotion campaign in 2021, resulting in lower gross profit.

The gross profit margin decreased from 46.2% in 2020 to 43.7% in 2021.

Selling Expenses



4Q2021 VS 4Q2020

In the 4th quarter of 2021, selling expenses were THB 226 Mn, an increase of THB 34 Mn or 18% from the same period of 2020. This decrease was mainly due to

- an increase in staff expense (dine-in area) due to higher revenue.
- an increase in rental, service fees and utilities as rental rates gradually returned to normal, varying to higher revenue.

As a percent of the total revenue, in the 4th quarter of 2020 and 2021 selling expenses were about the same at 28.6% and 29.0%, respectively.

2021 VS 2020

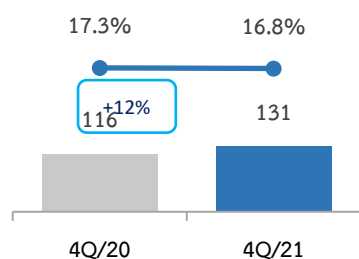
For the full year of 2021, selling expenses were THB 687 Mn, a decrease of THB 47 Mn or 6% from the same period of 2020. This decrease was mainly due to

- a decrease in staff expense (dine-in area) due to lower headcount from temporary branches closures in malls during July and August 2021.
- a decrease in rental, service fees and utilities as the company negotiated for rental discounts with the landlords due to the operating restriction and the temporary branches closure.

However, marketing expenses and commission expenses paid to delivery operators (Grab, Lineman, Food Panda and Gojek) were higher which were the consequence of the increase in delivery sales.

In overall, the company had been more efficient in selling expenses management. As a percent of total revenue, selling expenses decreased from 31.4% in 2020 to 30.4% in the same period of 2021.

Administrative Expenses

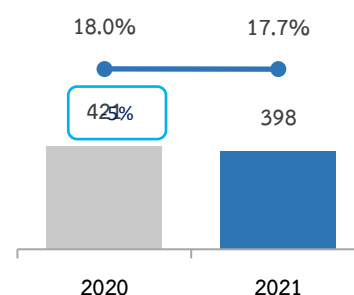


4Q2021 VS 4Q2020

In the 4th quarter of 2021, administration costs were THB 131 Mn, an increase of THB 14 Mn or 12% from the same period of 2020. This increase was mainly due to

- an increase in allowance for asset impairment. (in the 4th quarter of 2021 the company set impairment provision for low-performing assets)

However, as a percentage of the total revenue, administrative expenses decreased from 17.3% in the 4th quarter of 2020 to 16.8% in the same period of 2021 due to a recovery in restaurant business revenue.



2021 VS 2020

For the full-year of 2021, administration costs were THB 398 Mn, a decrease of THB 22 Mn or 5% from the same period of 2020. This decrease was mainly due to

- a decrease in staff expenses related to the Legal Severance Pay and Employee Benefit.
- a decrease in Loss from asset write-off (in 2020 the company had written-off of 11 branches closure and sold 2 branches of Khiang brand to franchisee).
- a decrease of various expenses from cost control measures such as a lower head office rental from negotiating with the landlord, cancellation of warehouse rent and WFH policy for head office staffs to save utility expenses.
- a decrease in bank fees from lower dine-in services.

In overall, as a percentage of the total revenue, administrative expenses decreased from 18.0% in 2020 to 17.7% in 2021.

Finance Expenses



4Q2021 VS 4Q2020

In the 4th quarter of 2021, finance expenses were THB 9 Mn, an increase of THB 2 Mn or 40% from the same period of 2020. This was due to the Company recognized higher finance expenses on the lease liabilities relating to the Thai Financial Reporting Standard No. 16 "Leases" (TFRS 16).

2021 VS 2020

For the full-year of 2021, finance expenses were THB 38 Mn, an increase of THB 4 Mn or 12% from the same period of 2020. This was due to the Company recognized higher finance expenses on the lease liabilities relating to the Thai Financial Reporting Standard No. 16 "Leases" (TFRS 16).

Net Profit (Loss) and Net Profit (Loss) Margin



4Q2021 VS 4Q2020

In the 4th quarter of 2020 and 2021, the net profit decreased from THB 16 Mn to THB 10 Mn respectively, a decrease of THB 6 Mn or 37%. This is mainly due to

- an increase in allowance for asset impairment. (in the 4th quarter of 2021 the company had one-time assets impairment loss with the amount of 18.1 Mn. If excluding such the item, in the 4th quarter of 2021, the Company would have made a net profit of THB 28.5 Mn from normal operations)

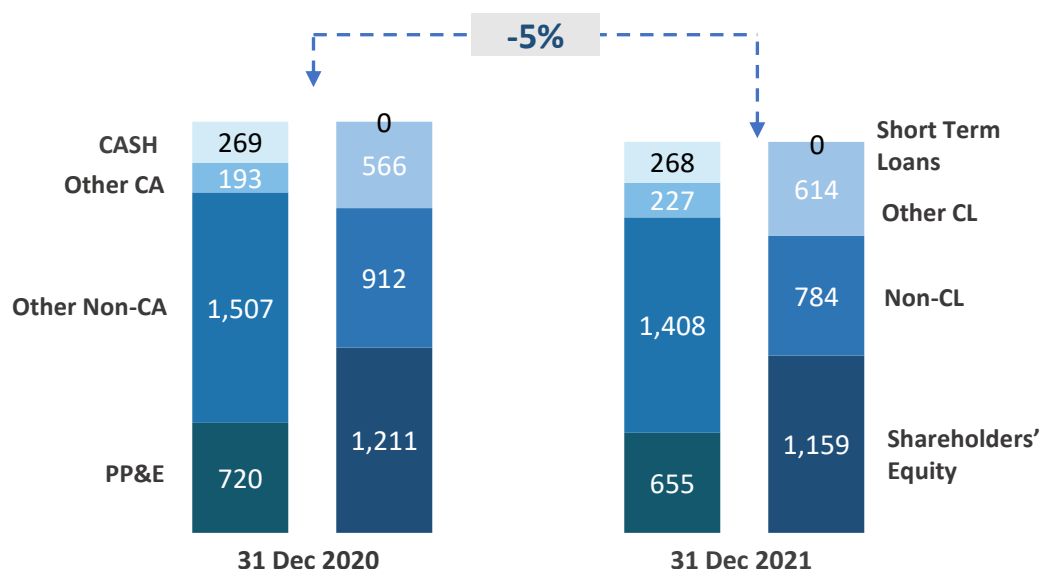
Net profit margin dropped from 2.4% in the 4th quarter of 2020 to 1.3% in the 4th quarter of 2021.

2021 VS 2020

In overall, for the full-year 2021, the Company had a net loss of 89 million, mainly due to

- the loss of revenue from the restaurant business, which was affected by the more severe and prolonged COVID-19 outbreak.
- an increase in allowance for asset impairment. (in 2021, the company had one-time assets impairment loss with the amount of 13.3 Mn. If excluding such the item, in 2021, the Company would have made a net loss of THB 74.9 Mn from normal operations)

The net loss margin rate increased from -2.7% in the 4th 2020 to -3.9% in 2021.

Financial Position Analysis**Assets**

As of 31 December 2020, and 31 December 2021, the company had total assets of THB 2,689 Mn and THB 2,557 Mn respectively, a decrease of THB 132 Mn or 5%. The assets decreased mainly from right of use assets.

Liabilities

As of 31 December 2020, and 31 December 2021, the company had total liabilities of THB 1,478 Mn and THB 1,398 Mn respectively, a decrease of THB 80 Mn or 5%. The main factor for the decrease was from the reduction in liabilities under leases according to the Thai Financial Reporting Standard No. 16 (IFRS 16)

Shareholder Equity

As of 31 December 2020, and 31 December 2021, the company had shareholders' equity of THB 1,211 Mn and THB 1,159 Mn respectively, a decrease of THB 52 Mn or 4%. This decrease in shareholders' equity was mainly derived from (1) total loss during the period THB -86 Mn and (2) Acquisition of non-controlling interests from the acquisition of a subsidiary THB 34 Mn.

Liquidity and Capital Structure

As of 31 December 2021, the company had a current ratio of 0.80, decreased from 0.82 at end of 2020. This was mainly due to an increase in trade and other current payables.

The debt-to-equity ratio slightly decreased to 1.20 as of 31 December 2021 compared to 1.22 at the end of 2020.

4.2 Financial Highlights

Investors should consider the financial statements and notes to the statements for the fiscal year ended December 31, 2019, 2020 and 2021, attached to this document. In addition, the total values shown in the table may not correspond to the sum calculated from the numbers in the table attributable to rounding.

Important financial ratios, if not otherwise specified, are calculated according to the formula for calculating the financial ratio of companies in the industrial and service sectors as specified in annual information forms 56-1 and 69-1 prepared by the SEC.

Financial Highlights

	Consolidated Financial Statements		
Balance Sheet and Financial Performance (Million Baht)	2019	2020	2021
Total assets	2,044.1	2,689.0	2,557.2
Total liabilities	610.0	1,477.8	1,397.8
Total shareholders' equity	1,434.1	1,211.1	1,159.4
Revenues from sales and services	3,102.5	2,284.0	2,208.8
Total revenues	3,144.1	2,333.4	2,255.3
Gross profit	1,481.2	1,054.8	965.8
Profit before finance cost and tax expense	131.3	(49.8)	(72.7)
Net profit	106.2	(63.7)	(88.6)

	Consolidated Financial Statements		
Financial Ratio	2019	2020	2021
Net profit margin (%)	3.4	(2.7)	(3.9)
Return on assets (%)	5.9	(2.7)	(3.4)
Current ratio (Times)	1.2	0.8	0.8
Debt to equity ratio (Times)	0.4	1.2	1.2

4.2.1 Summary of Audit Report

4.2.1.1 Auditors for separate financial statements and consolidated financial statements of the Company

Auditors for the Company's financial statements are as follows:

Financial Statements	Name of Certified Public Accountant	Registration Number	Audit Company
The Company's and its subsidiaries' consolidated financial statements and the Company's separate financial statements for the fiscal years ended December 31, 2019	Mr. Apichat Sayasit	4229	Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd.
The Company's and its subsidiaries' consolidated financial statements and the Company's separate financial statements for the fiscal year ended December 31, 2020, 2021	Mr. Thanit Osathalert	5155	KPMG Phoomchai Audit Co., Ltd.

4.2.1.2 Summary of Audit Report

Financial Statements	Auditor's Opinion
The Company's and its subsidiaries' consolidated financial statements and the Company's separate financial statements for the fiscal years ended December 31, 2019, 2020, 2021	The auditors opine that the Company's and its subsidiaries' consolidated financial statements show consolidated financial position as of December 31, 2019, 2020 and 2021, consolidated operating results and total cash flows for the fiscal year ended as of the same date of the Company and its subsidiaries, and only of the Company, containing correct material statements according to the Financial Reporting Standards.

4.2.2 Summary of the consolidated financial statements for the year ended December 31, 2019, 2020 and 2021

4.2.2.1 Statement of Financial Position

Statement of Financial Position	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2563		2564	
	THB Mn	THB Mn	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
ASSETS						
<u>CURRENT ASSETS</u>						
Cash and cash equivalents	363.3	17.8	268.5	10.0	267.5	10.5
Trade and other current receivables	106.5	5.2	71.9	2.7	61.3	2.4
Inventories - net	94.9	4.6	87.1	3.2	123.8	4.8
Current tax asset	13.5	0.6	8.0	0.3	10.9	0.4
Other current assets	19.6	1.0	26.1	1.0	31.2	1.2
<u>Total Current Assets</u>	597.8	29.2	461.6	17.2	494.7	19.3
<u>NON-CURRENT ASSETS</u>						
Investments in Associated	-	-	2.5	0.1	3.9	0.2
Property, plant and equipment - net	884.3	43.3	720.2	26.8	654.7	25.6
Goodwill	182.0	8.9	180.0	6.7	194.8	7.6
Other intangible assets - net	89.7	4.4	85.7	3.2	95.3	3.7
Right-of-use assets (2019: Leasehold rights)	40.1	2.0	957.0	35.6	817.5	32.0
Deferred tax assets- net	33.3	1.6	65.9	2.5	86.1	3.4
Other non-current assets	216.9	10.6	216.1	8.0	210.2	8.2
<u>Total Non-Current Assets</u>	1,446.3	70.8	2,227.4	82.8	2,062.5	80.7

Statement of Financial Position	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2563		2564	
	THB Mn	THB Mn	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
TOTAL ASSETS	2,044.1	100.0	2,689.0	100.00	2,557.2	100.00

Note: ⁽¹⁾ Percent of total assets

Statement of Financial Position	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2653		2564	
	THB Mn	THB Mn	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
<u>LIABILITIES</u>						
<u>CURRENT LIABILITIES</u>						
Short-term borrowings from financial institutions - net	-	-	-	-	-	-
Trade and other current payables	295.1	14.4	251.9	9.4	318.5	12.4
Current portion of liabilities under finance lease contracts	0.6	0.1	202.6	7.5	202.5	7.9
Current income tax payable	7.1	0.3	0.8	0.0	1.9	0.1
Accrued expenses	106.8	5.2	42.0	1.6	44.4	1.7
Deferred income due within 1 year	22.1	1.1	17.2	0.6	12.4	0.5
Current provision for liabilities from loyalty programmes	4.5	0.2	4.6	0.2	7.5	0.3

Statement of Financial Position	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2653		2564	
	THB Mn	THB Mn	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
Retention payables	18.7	0.9	14.5	0.5	2.4	0.1
Other current liabilities	26.5	1.3	32.8	1.2	24.6	1.0
<u>Total Current Liabilities</u>	481.4	23.5	566.4	21.1	614.2	24.0
<u>NON-CURRENT LIABILITIES</u>						
Liabilities under finance lease contracts - net	0.2	0.0	778.0	28.9	650.5	25.4
Non-current provision for employee retirement benefit	16.7	0.8	17.7	0.7	24.7	1.0
Non-current provision for decommissioning costs	67.6	3.3	62.2	2.3	59.7	2.3
Deferred income	18.7	0.9	29.0	1.1	26.4	1.0
Other non-current liabilities	25.4	1.3	24.4	0.9	22.3	0.9
<u>Total Non-Current Liabilities</u>	128.6	6.3	911.5	33.9	783.6	30.6
Total Liabilities	610.0	29.8	1,477.9	55.0	1,397.8	54.7

Note: ⁽¹⁾ Percent of total assets

Statement of Financial Position	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2563		2564	
	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
SHAREHOLDERS' EQUITY						
Share capital						
Authorized share capital	300.0	14.7	300.0	11.1	300.0	11.7
Issued and paid share capital	300.0	14.7	300.0	11.1	300.0	11.7
Share premium on ordinary shares	960.0	47.0	960.0	35.7	960.0	37.5
Surplus on business combination under common control	147.8	7.2	148.3	5.5	149.1	5.8
Earnings (Deficit)retained						
Appropriated for legal reserve	30.0	1.5	30.0	1.1	30.0	1.2
Unappropriated (Deficit)	(3.7)	(0.2)	(227.2)	(8.4)	(316.7)	(12.4)
Equity Attributable to Owners of the Parent	1,434.1	70.2	1,211.1	45.0	1,122.4	43.9
Non-controlling interests	(0.0)	0.0	(0.0)	0.0	36.8	1.4
Total Shareholders' Equity	1,434.1	70.2	1,211.1	45.0	1,159.4	45.3
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	2,044.1	100.0	2,689.0	100.0	2,557.2	100.0

Note: ⁽¹⁾ Percent of total assets

4.2.2.2 Statement of Comprehensive Income

Statement of Comprehensive Income	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2563		2564	
	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
REVENUES						
Revenue from Sales and Service	3,102.4	98.7	2,284.0	97.9	2,208.7	97.9
Other income	41.7	1.3	49.4	2.1	46.6	2.1
<u>Total Revenues</u>	3,144.1	100.0	2,333.4	100.0	2,255.3	100.0
EXPENSES						
Costs of Sales and Service	1,621.3	51.6	1,229.2	52.6	1,242.9	55.1
Selling expenses	901.9	28.7	733.2	31.4	686.6	30.4
Administrative expenses	489.7	15.5	420.8	18.0	398.4	17.7
Finance costs	3.7	0.1	33.5	1.4	37.6	1.7
<u>Total Expenses</u>	3,016.6	95.9	2,416.7	103.5	2,365.5	104.9
Profit (loss) from operating activities	127.5	4.1	(83.3)	(3.6)	(110.2)	(4.9)
Share of loss of associate accounted for using equity method (net of tax)	(0.0)	0.0	(1.2)	(0.0)	(1.7)	(0.1)
Profit (loss) before Tax	127.5	4.1	(84.5)	(3.6)	(111.9)	(5.0)
Tax income (expense)	(21.3)	(0.7)	20.8	0.9	23.3	1.1
PROFIT (LOSS) FOR THE YEAR	106.2	3.4	(63.7)	(2.7)	(88.6)	(3.9)

Note: ⁽¹⁾ Percent of total Revenues

Statement of Comprehensive Income	The Group Consolidated Financial Statements					
	For the Year Ended As at December 31					
	2562		2563		2564	
	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾	THB Mn	% ⁽¹⁾
PROFIT (LOSS) FOR THE YEAR	106.2	3.4	(63.7)	(2.7)	(88.6)	106.2
<u>Other comprehensive income (expense) :</u>						
Item that will not be reclassified subsequently to profit or loss						
Actuarial gains(loss)	1.3	0.0	7.2	0.3	2.6	0.1
Income tax relating to other comprehensive income(loss)	(0.3)	(0.0)	(1.4)	(0.1)	(0.5)	0.0
Other comprehensive income (expense) for the year, net of tax	1.0	0.0	5.8	0.2	2.1	0.1
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	107.2	3.4	(57.9)	(2.5)	(86.5)	(3.8)
Owners of the parent	106.2	3.4	(63.7)	(2.7)	(91.6)	(4.0)
Non-controlling interests	(0.0)	0.0	(0.0)	0.0	3.0	0.1
Profit (loss) for the year	106.2	3.4	(63.7)	(2.7)	(88.6)	(3.9)
Owners of the parent	107.2	3.4	(57.9)	(2.5)	(89.5)	(3.9)
Non-controlling interests	(0.0)	0.0	(0.00)	0.0	3.0	0.1
Total comprehensive income (expense) for the year	107.2	3.4	(57.9)	(2.5)	(86.5)	(3.8)

Note: ⁽¹⁾ Percent of total Revenues

4.2.2.3 Statement of Cash Flows

Statement of Cash Flows	The Group Consolidated Financial Statements		
	For the Year Ended As at December 31		
	2562	2563	2564
	THB Mn	THB Mn	THB Mn
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit (loss) for the year	106.2	(63.7)	(88.6)
<u>Adjustments to reconcile profit for the year to net cash provided by (used in) operating activities:</u>			
Tax expense (income)	21.3	(20.8)	(23.3)
Finance costs	3.7	33.6	37.5
Depreciation and amortization	188.8	399.2	363.4
Reversal of provision for decommissioning costs	(2.6)	(4.0)	(1.8)
Provisions for employee benefits	7.1	8.4	7.4
Provision for liabilities from loyalty programmes	0.7	0.0	2.9
Share of loss of associate accounted for using equity method (net of tax)	-	1.7	1.9
Impairment losses of assets	8.7	9.3	13.3
impairment loss on receivables	1.0	4.6	4.4
(Reversal of)loss on inventories devaluation and deteriorate	2.2	(1.2)	(1.8)
Loss on disposal of property, plant and equipment and intangible assets	4.5	21.3	12.7
Gain on disposal of right-of-use assets	-	(7.3)	(9.1)
Differences on a granted concession	-	1.0	(87.0)
Recognition of deferred income	(14.4)	(87.3)	(73.6)
Interest income	(2.5)	(1.2)	(0.6)
Decrease (Increase) in Operating Assets			
Trade and other current receivables	(63.2)	30.0	6.2
Inventories	10.5	8.9	(34.9)
Other current assets	(5.9)	(6.4)	(5.1)
Other non-current assets	(34.5)	0.9	5.9
Increase (Decrease) in Operating Liabilities:			
Trade and other current payables	27.7	(43.2)	66.6
Retention payables	0.7	(4.2)	(12.0)

Statement of Cash Flows	The Group Consolidated Financial Statements		
	For the Year Ended As at December 31		
	2562	2563	2564
	THB Mn	THB Mn	THB Mn
Accrued expenses	39.3	(57.3)	2.5
Other current liabilities	0.1	6.3	(8.3)
Deferred income	27.2	92.7	66.3
Other non-current liabilities	19.1	0.4	(1.1)
Provisions for employee benefit paid	(1.3)	(0.1)	(0.3)
Cash refund from withholding income tax deducted at sources	0.7	-	-
Tax paid	(43.0)	(5.4)	(3.7)
Net Cash Provided by Operating Activities	302.1	316.2	239.8
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of a subsidiary, net of cash acquired	-	-	(40.1)
Acquisition of interest in associate	-	(4.1)	(3.4)
Proceeds from sale of property, plant and equipment	14.4	28.0	6.5
Acquisition of property, plant and equipment and intangible assets	(313.0)	(68.2)	(55.3)
Decommissioning costs paid	(0.8)	(2.7)	(1.8)
Interest received	2.5	1.2	0.6
Cash flows from investing activities	(296.9)	(45.7)	(93.5)
<u>Cash flows from financing activities</u>			
Proceeds from short-term borrowings from financial institutions	490.0	90.0	50.0
Repayment of short-term borrowings from financial institutions	(1,120.0)	(90.0)	(50.0)
Payment of lease liabilities (2019: Payment by a lessee for reduction of the outstanding liability relating to a finance lease)	(1.7)	(196.7)	(109.8)
Proceeds from issue of shares	952.0	-	-
Dividends paid	(101.3)	(135.0)	-
Interest paid	(3.6)	(33.6)	(37.5)
Net cash from (used in) financing activities	215.5	(365.3)	(147.3)
Net increase (decrease) in cash and cash equivalents	220.7	(94.8)	(1.0)
Cash and cash equivalents at 1 January	142.6	363.3	268.5
Cash and cash equivalents at 31 December	363.3	268.5	267.5

4.2.3 Important financial ratios

Financial ratios	The Group's Consolidated financial statements		
	For the fiscal year ended Dec 31,		
	2019	2020	2021
<u>Liquidity ratio</u>			
Liquidity ratio (times)	1.2	0.8	0.8
Quick ratio (times)	1.0	0.6	0.5
Cash flow ratio (times)	0.4	0.6	0.4
Accounts receivable turnover ratio (times)	40.1	24.8	32.2
Average collection period (days)	9.0	14.5	11.2
Inventory turnover ratio (2) (times)	16.0	13.5	11.8
Average sales period (days)	22.5	26.7	30.6
Payable turnover ratio (times)	6.1	4.5	4.4
Payment period (days)	59.1	80.1	82.6
Cash cycle (days)	(27.6)	(38.9)	(40.9)
<u>Profitability ratio</u>			
Gross profit margin ratio (percent) (3)	47.7	46.2	43.7
Operating profit margin ratio (percentage)	3.0	(4.5)	(5.6)
Other profit margin ratio (percent)	1.3	2.1	2.1
Cash to income ratio (percentage)	337.1	(318.9)	(201.1)
Net profit margin (percentage)	3.4	(2.7)	(3.9)
Return on equity ratio (%)	11.2	(4.8)	(7.5)
<u>Operating efficiency ratio</u>			
Return on assets ratio (%)	5.9	(2.7)	(3.4)
Return on fixed assets ratio (%)	21.2	17.7	12.4
Asset turnover ratio (times)	1.7	1.0	0.9
<u>Financial Policy Ratio</u>			
Debt to equity ratio (times)	0.4	1.2	1.2
Interest bearing debt to equity ratio (times)	0.0	0.8	0.7
Interest coverage ratio (times)	88.3	9.8	6.8
Cash basis (times)	0.2	0.7	1.0
Dividend payout ratio (percent)	95.3	(212.1)	0.0

Note: ⁽¹⁾ Calculated by the annualization

⁽²⁾ Calculated from total inventories (raw materials, beverages, and consumables)

⁽³⁾ Calculated from revenue from sales and services, plus revenue from franchisees less cost of sales and services

4.3 The policy to determine credit term for each type of business partners or customers and the financial ratios associated with the actual average credit term (Circular Letter KorLorTor. JorTor-1 (Wor) 68/2563 on Request for Disclosure of Information Regarding the Credit Term Policy, dated 11 November 2020)

The Risk Management Committee established a credit policy to analyze the creditworthiness of each new customer before the Group offers the term and standard terms of payment and delivery. The Group annually reviews financial statements, sales limit for each customer, and the sales that exceed that limit shall be approved by the Risk Management Committee.

5. General Information and other significant information**5.1 General Information**

The Company name (Thai)	: บริษัท เซ็น คอร์ปอเรชั่น กรุ๊ป จำกัด (มหาชน)
The Company name (English)	: Zen Corporation Group Public Company Limited
Type of Business	: holding company which invested in companies operating restaurant business and other related businesses
Main Business	: restaurant business and other related businesses
Core Company	: Zen Restaurant Holding Company Limited (“ZRH”)
Registered Capital	: 300,000,000 Baht (Three Hundred Million Baht Only)
Paid up Capital	: 300,000,000 Baht (Three Hundred Million Baht Only) Consisting of 300,000,000 ordinary shares with a par value of 1 baht per share
Head Office	: 662 Soi Onnut 17 Suanluang, Suanluang, Bangkok 10250
Company’s registration number	: 0107561000439
Home Page	: www.zengroup.co.th
Telephone	: 0-2019-5000
Facsimile	: 0-2030-5322

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 “Company Group Structure”

Other Party's Reference Information

Reference Party	Details
Auditor	<ul style="list-style-type: none">- KPMG Phoomchai Audit Limited. Head Office: Building Empire Tower 1 Floor 50 Road South Sathorn Yan Nawa Sathon Bangkok 10120- Telephone: 0-2677-2000- Facsimile : 0-2677-2222
Registrar	<ul style="list-style-type: none">- Thailand Securities Depository Company Limited Head Office: The Stock Exchange of Thailand's building 93 Ratchadaphisek Rd, Khwaeng Din Daeng, Khet Din Daeng, Bangkok 10400, Thailand- Telephone: 0-2009-9000- Facsimile: 0-2009-9991

5.2 Legal Dispute

As of 31 December 2021, the Company and its subsidiaries are not prosecuted as a defendant in any litigation or disputes, including any arbitration proceedings (1) that may have a negative impact on the assets of the Company or its subsidiaries that have higher than 5.0% of shareholders' equity (2) that affects the Company's business operations or its subsidiaries but unable to assess the impact in numbers and (3) that is not caused by the normal business operation of the Company or its subsidiaries. From time to time, however, the Company may be involved in legal or administrative proceedings in the ordinary course of business.

5.3 Secondary market

No secondary market and no debt instrument

Zen Corporation Group Public Company Limited

Section 2

Corporate Governance

6. Corporate Governance Policy

6.1 Corporate Governance Policy Overview

The Board of Directors established a corporate governance policy and the Code of Conduct for Zen Corporation Group Public Company Limited as a guideline in business conduct for the Company's directors, executives and employees. The Board of Directors regularly reviews and improves corporate governance principles. The Corporate Governance Committee is appointed to support performance of the Board of Directors corporate governance. The Corporate Governance Committee reviews and revises the good corporate governance policy to be suitable for any changes that may arise from business operations, environment, situations, including changing rules and regulations, as well as to monitor compliance with the Code of Conduct and good corporate governance. The Group discloses the corporate governance policy and the Code of Conduct on the Company's website under Investor Relations, sub-topic of Corporate Governance. It shall be the policy applied to the directors, executives and employees of the Company to acknowledge, understood and comply with on a regular basis, both in written practice and intention of integrity.

6.1.1 Policies and guidelines for the Board of Directors, shareholders and stakeholders

The details appear in Attachment 5.

The Company established an anti-corruption policy and developed operational guidelines, which have been approved by the Board of Directors disclosed on the Company's website <https://www.zengroup.co.th>. The Company also joins the Thai Private Sector Collective Action Against Corruption (CAC) and was certified by CAC.

6.2 Code of Conduct (if any)

The details appear in Appendix 5.

Employees' cooperation in Code of Conduct and corporate governance

ZEN Corporation Group Public Company Limited has a policy and encourages all employees to study and understand thoroughly and to adhere to the Company's code of conduct for individuals both inside and outside the organization, including the Group's anti-corruption policy. The Group has incorporated the code of conduct, good corporate governance policy and anti-corruption policy as part of the new employee orientation program. On the first day of work, these policies are clarified for employees to understand and adhere to. In addition, the code of conduct, good corporate governance policy and anti-corruption policy of the Group are communicated to all employees on an ongoing basis through all internal communication channels such as bulletin boards and electronic communication channels, etc. This is to promote and encourage all employees to strictly adhere to the code of conduct,

good corporate governance policy and anti-corruption policy of the Group. All employees are also encouraged to adhere to these principles and policies on an ongoing basis. In the past year, there were no cases of non-compliance or violation of the code of conduct, good corporate governance policy and anti-corruption policy of the Group by employees.

6.3 Significantly Changes and Developments of Policy, Practice and Corporate Governance System in the Past 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:

In order to increase efficiency and demonstrate that Company's corporate governance standards have been updated to be appropriate and consistent with the business operations in accordance with the good corporate governance principle, the corporate governance oversight which was previously under the supervision of the Marketing and Sustainable Development Committee and is transferred to the Audit Committee as it is related to corporate governance and internal control. The Audit Committee was changed to the Audit and Governance Committee. In addition, the charters of the Audit and Governance Committee and the Marketing and Sustainable Development Committee were revised. The good corporate governance policy was revised to be in line with the relocation of powers and duties. In addition, policies, guidelines and systems of corporate governance were also reviewed, including the charters of the board of director and sub-committees once in the past year

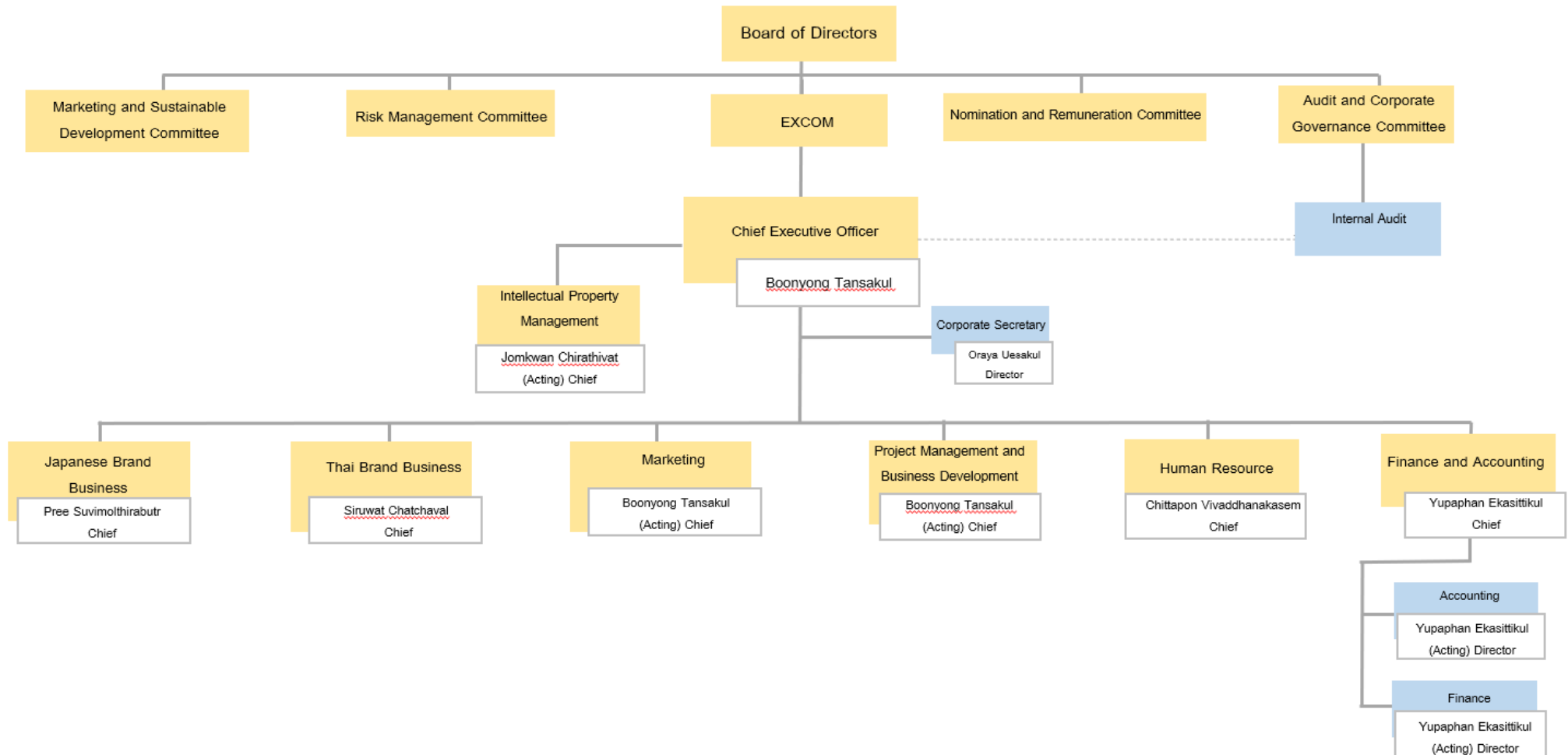
6.3.2 Other matters in accordance with good corporate governance principles

The Company complies with the good corporate governance principles to support the assessment of the Corporate Governance Report (CGR) and the shareholder meeting management quality assessment projects. In 2021, the Company had the following assessment results:

1. Corporate Governance Report (CGR) 2021 from the Thai Institute of Directors with an overall rating of 94% or an Excellent level (5 stars), which is higher than last year at 88%.
2. Annual General Meeting Checklist (AGM Checklist) 2021 from the Thai Investors Association with an assessment result of 100%, which is higher than last year at 99%.

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 2021



7.2 Information about Board of Directors

(1) Board of Directors

Board of Directors consist of 11 Directors shown below;

รายชื่อ	ตำแหน่ง
1. Mr. Paitoon Taveebhol	Chairman of the Board of Directors / Independent Director
2. Mr. Sakkanon Chirathivat	Vice Chairman of the Board of Directors/ Nomination and Remuneration Committee/ Risk Management Committee
3. Mr. Prawit Kijpaisalrattana	Independent Director/ Chairman of the Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee
4. Assoc.Prof.Dr. Wilert Puriwat	Independent Director/ Chairman of the Marketing and Sustainable Development Committee/ Nomination and Remuneration Committee
5. Mrs. Jotika Savanananda	Independent Director/ Audit and Corporate Governance Committee / Nomination and Remuneration Committee
6. Mr. Chavalit Chindavanig	Independent Director/ Audit and Corporate Governance Committee / Chairman of the Risk Management Committee
7. Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee/ Risk Management Committee / Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer/ (Acting) Chief Marketing Officer
8. Miss Jomkwan Chirathivat	Director / Executive Director / Marketing and Sustainable Development Committee / Executive Vice President, Intellectual Property Management Business Group (Acting)
9. Mr. Chittapon Vivaddhanakasem	Director / Risk Management / Executive Director / Chief People Officer
10. Mr. Steven David Halliday	Director / Risk Management
11. Mr. Siruwat Chatchaval	Director / Executive Director / Marketing and Sustainable Development Committee / Chief Commercial Officer Thai Brand

Miss Oraya Uesakul is Corporate Secretary who passed Corporate Secretary training from Thai Institute of Directors, class 36/2010

The authorized directors: (1) Mr. Sakkanon Chirathivat or Miss. Jomkwan Chirathivat signs together with Mr. . Chittapon Vivaddhanakasem or Mr. Steven David Halliday or Mr. Boonyong Tansakul,

or Mr. Siruwat Chatchawan totaling two persons, with the Company's seal affixed; or (2) filing tax returns or filing financial statements with the Ministry of Commerce, in addition to the authorized directors (1) acting on behalf of the Company, Mr.Sakkanon Chirathivat or Miss. Jomkwan Chirathivat or Mr. Chittapon Vivaddhanakasem or Mr. Steven David Halliday or Mr. Boonyong Tansakul or Mr. Siruwat Chatchawan , two of the six persons, sign with the Company's seal affixed.

Authority, Duties, and Responsibilities of the Board of Directors

The Board of Directors Meeting No. 6/2018 on August 14, 2018, approved the scope of authority, duties and responsibilities of the Board of Directors as follows:

- 1) To define visions, missions, policies, strategies and financial goals for the Company and its subsidiaries, as well as to consider and approve policies and operating directions proposed by the management and supervise the management to comply with the visions, missions, policies, strategies and financial goals in order to increase economic value to shareholders by taking into account all stakeholders involved;
- 2) To review the Board of Directors charter at least once a year;
- 3) To establish the structure and process of the Company and its subsidiaries to ensure compliance with rules and regulations of the Board of Directors' and shareholders meetings' resolutions with integrity and caution;
- 4) To establish the structure and process of the Company and its subsidiaries to have a risk management system, supervision and inspection, and appropriate internal control;
- 5) To follow up and assess the performance of the Company's management duties and its subsidiaries to achieve strategic plans under a budget approved by the Board of Directors;
- 6) To ensure accounting and maintenance of accounts and related documents, including disclosure of appropriate information to shareholders and the general public;
- 7) To inspect and act to ensure that the Company and its subsidiaries follow the Code of Conduct and anti-corruption policy set by the Board of Directors, as well as to determine the Company's and its subsidiaries' corporate governance (CG) and corporate social responsibility;
- 8) To appoint the Board of Directors and set remuneration for the sub-committees (not more than the total number approved by the shareholders)
- 9) To consider and approve operations of the Company and its subsidiaries in accordance with the regulations of each company, which cover the following matters:

- Visions, Missions, Policies and Strategic Plans (to be reviewed annually)
 - Annual business plans
 - Annual budgets
 - Financial statements for the quarters and annual financial statements
 - Interim dividend
 - Organizational structure changes at the group level and other significant changes in the organization
 - Acquisition, establishment, disposal, or freeze of any important assets or any business of the Company
 - Any change in power which the Board of Directors has assigned other persons to perform
- 10) To consider delegating certain powers from time to time to the sub-committees;
- 11) To supervise administration and performance of the Executive Committee, Chief Executive Officer, or any person assigned to perform the said duties in order to meet the visions, missions, goals, business objectives, business strategies, business plans, and annual budgets set by the Board of Directors;
- 12) To follow up on performance of the Company and its subsidiaries continuously in order to comply with business plans and the budgets of the Company, as well as to monitor sufficiency of financial liquidity and solvency of the Company;
- 13) To proceed for the Company and its subsidiary to apply an appropriate and efficient accounting system and an internal control system, and an adequate and effective internal audit system, as well as to regularly provide a process for assessing appropriateness of the Company's and its subsidiaries' internal control system;
- 14) To consider and appoint the Chief Executive Officer as specified by the Nomination and Remuneration Committee and to determine remuneration for consideration by the Board of Directors, as well as to assess performance and determine compensation of the Chief Executive Officer.
- 15) To consider and approve connected transactions between the Company, its subsidiaries, and the connected persons as stipulated in the Securities and Exchange Act B.E.2535 (1992) (including amendments) as well as related regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board, and to consider approving principles of trade agreements with general trade terms in entering into

transactions between the Company and its subsidiaries with directors, executives or related persons in order to establish a framework for the management to have the power to conduct such transactions within the framework and relevant laws and regulations;

- 16) To provide appropriate communication channels with each group of shareholders and supervise disclosure of information to ensure accuracy, clarity, transparency, reliability, and of the highest standards;
- 17) To appoint persons to hold positions as directors or executives of the subsidiaries and associates at least in proportion to their shareholding in such subsidiaries and associates, as well as to determine authority, duties, and responsibilities of the appointed directors and executives. This includes determination of power for exercising discretion in voting at the Board of Directors' meetings of the subsidiaries and associates on important matters that require a prior opinion from the Board of Directors. To ensure the management comply with the Company's policies and conduct transactions to be legal and disclosure of financial positions, performance, connected transactions, and acquisition or disposition of significant assets to be complete and accurate;
- 18) To ensure the business continuity of the Company and its subsidiaries in the long run, as well as to prepare an employee development plan and succession plan;
- 19) To supervise business operations of the Company and its subsidiaries to be effective and protect any interests concerning all stakeholders;
- 20) To assess performance of the Board of Directors with a self-assessment method by assessing the overall results of each group and individual in order to consider and review performance, problems, and obstacles each year to be able to apply the results of the assessment to develop and improve performance in various areas;
- 21) To supervise management and operations of the Company and its subsidiaries to comply with the Company's policies, securities laws, and relevant notifications, regulations, and rules of the Capital Market Supervisory Board, Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, such as connected transactions and acquisition or disposition of important assets as they are not contrary to or inconsistent with other laws, as well as to provide an adequate and appropriate internal control and internal audit system.

- 22) The Board of Directors may authorize and/or assign other persons to perform specific actions on their behalf with authorization or delegation within the scope of the authorization under power of attorney given and/or in accordance with the regulations, requirements, or orders set by the Board of Directors and/or the Company. However, delegation of authority, duties and responsibilities of the Board of Directors shall not constitute a delegation or sub-delegation of powers that enable the Board of Directors or the Board of Directors' attorney to approve a transaction that may or may not have a conflict of interest (according to the definition of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies), or benefit in any way, or that may be a conflict of interest with the Company and its subsidiaries, except for approval of transactions in accordance with a policy and criteria approved by the shareholders' meeting or the Board of Directors and for approval of transactions in accordance with ordinary course of business and normal trade conditions in accordance with Notification of the Securities and Exchange Commission and/or Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies.

7.3 Sub-committee

The Company's management structure consists of the Board of Directors and five sub-committees: (1) Audit and Corporate Governance Committee (2) Marketing and Sustainable Development Committee (3) Executive Committee (4) Nomination and Remuneration Committee and (5) Risk Management Committee. The details are as follows:

1. Audit and Corporate Governance Committee

Currently, the Audit and Corporate Governance Committee consists of 3 independent directors whose qualifications are met in accordance with Notification of the Capital Market Supervisory Board and related notifications of the SET. The details are as follows:

Name	Position
1. Mr. Prawit Kijpaisalrattana	Chairman of the Audit and Corporate Governance Committee
2. Mrs. Jotika Savanananda	Audit and Corporate Governance Committee
3. Mr. Chavalit Chindavanig	Audit and Corporate Governance Committee

Miss. Rungaroon Phongwilai is a Secretary of Audit and Corporate Governance Committee

Mr. Prawit Kitpaisarnrattana is a director with sufficient knowledge and experience to be able to perform the duties of reviewing the Company's financial statements.

Authority, Duties and Responsibilities of the Audit and Corporate Governance Committee

The Board of Directors Meeting No. 7/2021 on September 28, 2021 approved the scope of authority, duties and responsibilities of the Audit Committee as follows:

1. Internal control and risk management

- 1.1 To review to ensure that the Company and its subsidiaries have appropriate and effective internal control and internal audit systems in accordance with the Company's risk management policies and activities;
- 1.2 To review the internal processes for whistleblowing and receiving complaints;
- 1.3 To acknowledge internal audit reports relating to preventive, audit and corrective measures and in case of damage or may cause damage to the Company and its subsidiaries;
- 1.4 To take into consideration with an internal auditor and an auditor that it is planned to review methods and controls of electronic data processing and inquire about specific security programs to prevent fraud or computer misuse by company employees, subsidiary employees, or third parties;
- 1.5 Review the good corporate governance policy and code of conduct to keep it up-to-date, suitable for the company's business and subsidiary and in accordance with the guidelines of the Capital Market Supervisory Board Securities and Exchange Commission and the Stock Exchange of Thailand at least once a year
- 1.6 Determine that there will be monitoring and evaluation of the performance of duties in accordance with the good corporate governance policy and the code of conduct of the company and its subsidiaries. and process the annual corporate governance assessment presented to the Board of Directors along with offering opinions and suggestions
- 1.7 To serve as an investigation committee in the event that the Company's directors violate or fail to comply with the Anti-Corruption Policy. When considering and investigating facts at any time where there is a director who violates or fails to comply with the policy as an independent director, such independent director shall be prohibited from being a member of the investigation at such time

2. Compliance with laws and regulations

To review performance of the Company to comply with the law on securities and exchange, requirements of the Stock Exchange of Thailand and laws relating to the Company's business, as well as to review the Company's subsidiaries to comply with the criteria stipulated in the control policy and mechanisms for governance in which the Company has invested;

- 2.1 To review connected transactions, acquisition, or disposition of assets or items that may have conflicts of interest in accordance with the law Related regulations and regulations of the Stock Exchange of Thailand, Office of the Securities and Exchange Commission. And the Capital Market Supervisory Board in order to ensure that such transactions are reasonable and are in the best interest of the Company;
 - 2.2 To review to ensure that the Company and its subsidiaries have an anti-corruption process in accordance with the guidelines of regulators, including self-assessment of anti-corruption measures as an audit agency has audited and assessed.
3. Financial report
 - 3.1 To review to ensure that the Company and its subsidiaries have accurate and adequate financial reports in accordance with financial reporting standards;
 - 3.2 To assess appropriateness of accounting principles used in financial reports;
 - 3.3 To consider quarterly / annual financial statements, relevant financial reports, accounting principles and accounting practices, compliance with accounting standards, going concerns, significant changes in accounting policies, reasons for the management regarding the setting of accounting policy before presenting to the Board of Directors for dissemination to shareholders and general investors;
4. Supervision of auditors and internal auditors' performance
 - 4.1 Auditors
 - To have meetings with auditors to acknowledge an annual audit plan of the Company and its subsidiaries, coordination process of various relevant audit plans, audit evaluation, report on a review of quarterly financial statements, and audit results of annual financial statements, and to have discussions about problems and obstacles that may be encountered in an auditor's performance. The meeting should be attended by the auditors without the management at least once a year;
 - To consider, nominate, appoint and terminate the Company and/or person who is independent to act as an auditor and to consider the remuneration of such person.
 - 4.2 Internal auditors
 - To consider with internal auditors with problems or limitations that arise during an audit and to review performance of internal auditors;
 - To consider independence of the Internal Audit Department, as well as to approve appointments, transfers and terminations of the head of the Internal Audit Department, with the Internal Audit Department having a chain of command directly to the Audit and Corporate Governance Committee;

- To have meetings with the Head of Internal Audit without the management at least once a year to discuss important issues;
- To review and approve charter of the Internal Audit Department at least once a year;
- To consider and approve the annual budget, manpower and resources necessary for performance of the Internal Audit Department;
- To approve annual audit plans, consider review approvals, and modify audit programs in significant area;
- To supervise the Internal Audit Department to comply with approved annual audit plans and with international standards for the practice of internal auditing;
- To assess the quality of internal audit activities annually and conduct an internal audit from independent persons from outside the organization at least every five years.

5. Reports

5.1 To prepare the Audit and Corporate Governance Committee's reports for disclosure in the Company's annual reports. The said reports shall be signed by the Chairman of the Audit and Corporate Governance Committee and contain at least the following:

- Opinion(s) on accuracy, completeness and reliability of the Company's financial reports;
- Opinion(s) on adequacy of the Company's internal control system;
- Opinion(s) on compliance with the law on securities and exchange Stock Exchange's Requirements or laws relating to the Company's business
- Opinion(s) on suitability of auditors Opinion(s) transactions that may lead to conflicts of interest
- The number of Audit and Corporate Governance Committee meetings and attendance of each Audit and Corporate Governance Committee member;
- Comments or collective remarks received by the Audit and Corporate Governance Committee in performing their duties under the charter
- Other items that the shareholders and investors should know within the scope of duties and responsibilities assigned by the Board of Directors

5.2 In performance of duties of the Audit and Corporate Governance Committee if found or in doubt that any item or action may have a material impact on the Company's and its subsidiaries' financial position and performance, the Audit and Corporate Governance Committee shall report to the Board of Directors in order to improve within the time the Audit and Corporate Governance Committee deems appropriate. The above items or actions include:

- Transactions that cause conflicts of interest
- Fraud or unusual or material defect in the internal control system
- Violation of the law on securities and exchange of Thailand, requirements of the Stock Exchange of Thailand, Office of the Securities and Exchange Commission or the Capital Market Supervisory Board, or any laws relating to the business of the Company and its subsidiaries

If the Board of Directors or the management fails to take corrective action within the period above, any of Audit Corporate Governance Committee member may report any of such transaction or action to the Securities and Exchange Commission or the Stock Exchange of Thailand

- 5.3 The Chairman of the Audit and Corporate Governance Committee shall report performance of the Audit and Corporate Governance Committee to the Board of Directors' meeting for acknowledgment or for consideration regularly and periodically.

6. Others

- 6.1 To perform any other work as required by law or to be established in the future;
- 6.2 To perform any other actions assigned by the Board of Directors with approval of the Audit and Corporate Governance Committee and that order shall be made in writing;
- 6.3 To review the Audit and Corporate Governance Committee Charter at least once a year to submit for approval from the Board of Directors;
- 6.4 To conduct self-assessment for performance of the Audit and Corporate Governance Committee for the year and propose the assessment results to the Board of Directors.

2. Marketing and Sustainable Development Committee

Currently, the Company's Marketing and Sustainable Development Committee consists of 3 Marketing and Sustainable Development Directors. The details are as follows:

Name	Position
1. Assoc.Prof.Dr. Wilert Puriwat	Chairman of the Marketing and Sustainable Development Committee
2. Mr. Siruwat Chatchaval	Marketing and Sustainable Development Committee
3. Miss Jomkwan Chirathivat	Marketing and Sustainable Development Committee

Miss Oraya Uesakul is a Secretary of the Marketing and Sustainable Development Committee

Authority, Duties and Responsibilities of the Marketing and Sustainable Development Committee

The Board of Directors' Meeting No. 7/2021 on September 28, 2021 approved the scope of authority, duties, and responsibility of the Marketing and Sustainable Development Committee as follows:

- 3.1 To establish marketing policies of the Company and its subsidiaries to propose to the Board of Directors;
- 3.2 To consider and scrutinize marketing strategies to propose to the Board of Directors;
- 3.3 To establish the Company's and its subsidiaries' sustainable development policy to propose to the Board of Directors;
- 3.4 To establish the Company's and its subsidiaries' social responsibility policy to propose to the Board of Directors;
- 3.5 To advise the Board of Directors in matters related to marketing, social responsibility, and sustainable development;
- 3.6 To review the sustainable development policy and the social responsibility policy to keep it up-to-date, suitable for the business of the Company and its subsidiaries and in line with the guidelines of the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand at least once a year;
- 3.7 To follow-up and assess performance of the Board of Directors of the Company and its subsidiaries in accordance with a Sustainable Development Policy and Corporate Social Responsibility Policy of the Company and its subsidiaries, and propose to the Board of Directors for the following year with comments and suggestions;
- 3.8 To prepare reports on performance of Sustainable Development Policy to the Board of Directors and set guidelines for reporting performance of Sustainable Development in annual information (Form 56-1) and annual reports or Annual Report (56-1 One Report) ;
- 3.9 To review the Charter of the Marketing and Sustainable Development Committee to keep it up-to-date, suitable for the business of the Company at least once a year;
- 3.10 To perform other duties as assigned by the Board of Directors

3. Executive Committee

Currently, the Company's Executive Committee consists of 6 Executive Directors. The details are as follows:

Name	Position
1. Mr.Boonyong Tansakul	Chairman of the Executive Committee
2. Miss Jomkwan Chirathivat	Executive Director
3. Mrs. Yupaphan Ekasittikul	Executive Director
4. Mr. Siruwat Chatchaval	Executive Director
5. Mr. Chittapon Vivaddhanakasem	Executive Director
6. Mr.Pree Suvimolthirabutr	Executive Director

Miss Oraya Uesakul is a Secretary of Executive Committee.

Authority, Duties and Responsibilities of the Executive Committee

The Board of Directors Meeting No. 6/2018 on August 14, 2018 approved the scope of authority, duties and responsibilities of the Executive Committee as follows:

- 1) To consider and prepare business strategy plans, financial goals and plans (short-term, medium and long-term), as well as annual budgets to propose to the Board of Directors;
- 2) To consider and approve matters relating to various businesses of the Company and its subsidiaries. The credit limit for each item is as specified in a table of authority approved and assigned by the Board of Directors.

The Executive Committee has the power to approve budget expenditures not exceeding 15.0 million baht.

For approval for opening stores / branches to expand the business of Japanese restaurants, an investment value shall be not more than 10.0 million baht and for stores / branches to expand Thai restaurants, an investment value shall be not more than 6.0 million baht.

- 3) To consider and screen all types of work proposed by the Board of Directors for consideration, except those under their duties and responsibilities and/or under the

power of other sub-committees of the Company and propose to the Board of Directors directly;

- 4) To consider and acknowledge other matters, whether it is related to business management and non-management of the Company and its subsidiaries, such as lawsuits relating to the Company and its subsidiaries, as the Executive Committee deems necessary or appropriate to propose for acknowledgment.
- 5) To determine an organizational structure to propose to the Board of Directors and determine the policy on the management of the Company and its subsidiaries, appointments of management of each business, as well as to consider and follow up plans to create a replacement executive and manpower plans, and also determine compensation criteria from the Vice Chief Executive Officer to lower-level employees and criteria for assessing performance of the executives;
- 6) To appoint and/or assign executive directors or any one or more persons doing any act within the jurisdiction of the Executive Committee as the Executive Committee deems appropriate. The Executive Committee may cancel or withdraw or modify such authority;

In this regard, a delegation of authority, duties and responsibilities of the Executive Committee shall not constitute a delegation or sub-delegation of powers that enable the Board of Directors or the Board of Directors' attorney to approve a transaction that may or may not have a conflict (according to the definition of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies), interest, or benefit in any way, or that may be a conflict of interest with the Company and its subsidiaries and/or related companies. The Executive Committee does not have the authority to approve the aforementioned matters. Such matters shall be proposed to the Board of Directors and/or the shareholders' meeting (as the case may be) for further approval, except for the approval of transactions that are ordinary course of business and normal trade conditions in accordance with Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies.

- 7) To follow up performance and progress of each business investment project and report results including problems or obstacles that arise and guidelines to improve and resolve such issues to the Board of Directors;
- 8) To consider profits and losses of the Company, interim dividends or annual dividends to propose to the Board of Directors;
- 9) To consider and provide suggestions or opinions to the Board of Directors regarding any project, offer or transaction related to the Company's and its subsidiaries business operations, including considering funding options when needed and/or where applicable laws and regulations or the Articles of Association of the Company require that the shareholders' meeting and/or the Board of Directors shall approve.
- 10) To have any authority and responsibility as assigned or in accordance with the policies assigned by the Board of Directors from time to time;
- 11) To provide a consultant or a person with independent opinions to provide opinions or advice as needed;
- 12) To report to the Board of Directors on any activities performed by the Executive Committee within the scope of authority and duties of the Executive Committee on a regular basis, including any other matters necessary and appropriate to propose to the Board of Directors for acknowledgment;
- 13) To review the Executive Committee Charter at least once a year to submit for approval from the Board of Directors;
- 14) To consider or approve other matters as assigned by the Board of Directors.

4. Nomination and Remuneration Committee

Currently, the Nomination and Remuneration Committee of the Company consists of 4 members. The details are as follows:

Name	Position
1. Mr. Prawit Kijpaisalrattana	Chairman of the Nomination and Remuneration Committee
2. Mr. Sakkanon Chirathivat	Nomination and Remuneration Committee
3. Assoc.Prof.Dr. Wilert Puriwat	Nomination and Remuneration Committee

Name	Position
4. Mrs. Jotika Savanananda ⁽¹⁾	Nomination and Remuneration Committee

Mr. Chittapon Vivaddhanakasem is a Secretary of the Nomination

Note: ⁽¹⁾ Committee appointed as the on March 12, 2021

Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

The Board of Directors Meeting No. 6/2018 held on August 14, 2018, approved the scope of authority, duties and responsibilities of the Nomination and Remuneration Committee as follows:

- 1) To suggest a structure, size and composition of the Board of Directors of the Company and its subsidiaries, and the sub-committees, as well as to determine qualifications, processes and criteria for recruiting candidates under the structure, size and composition of the Board of Directors as specified;
- 2) To consider to propose names of the persons to be elected as the Company's and its subsidiaries' directors to the shareholders' meeting in the event that the position is vacant due to their expiration of term of office and the Board of Directors' meeting in case of vacant positions due to other cases
- 3) To suggest a remuneration structure for the Board of Directors of the Company and its subsidiaries, and the sub-committees, both monetary and non-monetary, in accordance with the Company's and its subsidiaries' strategy, goals and performance, which shall be comparable to other companies in the same industry to propose to the Board of Directors for consideration before presenting to the shareholders' meeting of the Company for further approval;
- 4) To consider recruiting persons to be elected as sub-committee members and the Chief Executive Officer to propose to the Board of Directors' meeting, as well as to determine criteria and policies for recruiting and appointing the Company's and its subsidiaries' executive: and to ensure that the Company has a succession plan for the Chief Executive Officer and senior management for continuity of management;

- 5) To propose performance assessment criteria to the Board of Directors in order to assess overall performance of the Board of Directors, conduct a review of recruitment criteria, and consider related compensation;
- 6) To consider budgets of salary increase and annual bonuses of the Company and its subsidiaries to be appropriate in line with the Company's and its subsidiaries performance and standards of the same industry to be submitted for approval from the Board of Directors;
- 7) To assess annual performance of the Chief Executive Officer and determine annual compensation adjustments and prize money to be submitted for approval from the Board of Directors;
- 8) To prepare director development plans to develop knowledge of current and new directors to understand the business in which the Company's director holds their positions, roles and duties, and other important developments;
- 9) To review the Charter of the Nomination and Remuneration Committee at least once a year to submit for approval from the Board of Directors;

5. Risk Management Committee

Currently, the Risk Management Committee of the Company consists of 5 members. The details are as follows:

Name	Position
1. Mr. Chavalit Chindavanig	Chairman of the Risk Management Committee
2. Mr. Sakkanon Chirathivat	Risk Management Committee
3. Mr. Boonyong Tansakul	Risk Management Committee
4. Mr. Chittapon Vivaddhanakasem	Risk Management Committee
5. Mr. Steven David Halliday ⁽¹⁾	Risk Management Committee

Mr. Songwut Boakhem is a Secretary of Risk Management Committee.

Note: ⁽¹⁾ Committee appointed as the on August 13, 2021

Authority, Duties and Responsibilities of the Risk Management Committee

The Board of Directors' Meeting No. 6/2018 on August 14, 2018 approved the scope of authority, duties and responsibilities of the Risk Management Committee as follows:

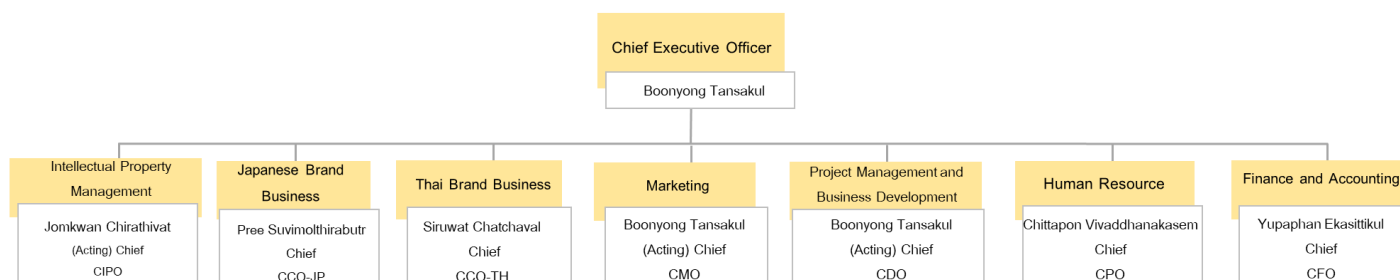
- 1) To prepare a risk management policy for the Board of Directors for consideration in terms of overall risk management which shall cover the main risks such as marketing risk, liquidity risk operational risk, and reputation risk of the Company and its subsidiaries, as well as to ensure that the Company and its subsidiaries have identified risks by considering both external and internal factors that may cause the Company and its subsidiaries to fail to achieve their specified objectives.
- 2) To strategize in line with the Company's and its subsidiaries' risk management policy and be able to assess, monitor and supervise a risk of the organization at an appropriate level.
- 3) To review adequacy of the Company's and its subsidiaries' risk management policy and system, including the effectiveness of the system and compliance with the specified policies;
- 4) To provide suggestions on any matters that need improvement to the Board of Directors in order to be in line with the policies and strategies set by the Board of Directors.
- 5) To review the Risk Management Committee Charter at least once a year to submit for approval from the Board of Directors;

A formal meeting between the Risk Management Committee and the Audit Committee shall be held at least twice a year so that risk management, organization and internal audit have a consistent direction.

7.4 Information about Executives

7.4.1 Executives

Executives (according to the SEC's notification number Kor Chor 17/2008 Re: Determination of Definition in Notifications Relating to Issuance and Offer for Sale of Securities including additional amendments)



as of 31 December 2021 Executives Consists of 6 members as follows

รายชื่อ	ตำแหน่ง
1. Mr. Boonyong Tansakul	Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer /(Acting) Chief Marketing Officer
2. Miss Jomkwan Chirathivat	Chief of Intellectual Property Management Group (Acting)
3. Mrs. Yupaphan Ekasittikul	Chief Financial Officer / Accounting Director (Acting) / Finance Director (Acting)
4. Mr. Chittapon Vivaddhanakasem	Chief People Officer
5. Mr. Siruwat Chatchaval	Chief Commercial Officer Thai Brand
6. Mr.Pree Suvimolthirabutr	Chief Operating Officer

Mrs. Yupaphan Ekasittikul, Chief Financial Officer, is a person appointed to be responsible for the accounting and finance and Miss Kalaya Chuaju is a person who is assigned to beresponsible for the supervision of accounting.

7.4.2 Compensation policy Executive Directors and Executives

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

7.4.3 Executive compensation

(1) Cash Compensation

Executives' compensation in Accounting Year as of 31 December 2019 31 December 2020 and as of 31 December 2021 are as follow:

Type of Compensation	Executives' Compensation (Baht)		
	Accounting Year as of 31 December 2019	Accounting Year as of 31 December 2020	Accounting Year as of 31 December 2021
Number of executives	7	7	6
Salary and bonuses (Baht)	28,910,508.53	21,660,823.00	24,359,515.00
Provident fund And other benefits (baht)	3,935,856	3,113,645.00	4,357,483.00

(2) Non-cash Compensation

The company has group insurance for all Executives. Also, they get 15 %-35 % discount on food and beverage when taking service at the company's restaurants. Moreover, Chief Executive Officer is provided with a company car

7.5 Information about employees

7.5.1 Number of Employees

On December 31, 2019, December 31, 2020 and December 31, 2021 Zen Group has 2,703 , 1,830 and 2,748 employees respectively excluding all Executives as details shown in the table below;

ฝ่าย	Employees (person)		
	December 31, 2019	December 31, 2020	December 31, 2021
1. Branch staff	2,239	1,473	2,405
2. Operations Support Management Group	173	138	102
3. Supply chain management group	56	39	34
4. Finance and Accounting Group	59	48	45
5. Human Resources Group	29	19	19
6. Project Management and Business Development Group	44	27	26
7. Brands and franchises	21	7	7
8. Corporate Strategy and Technology Management Group	25	22	20
9. Office of Management	23	32	26
10. New business group	8	5	7
11. Corporate Business Group	19	13	39
12. Management Group	7	7	18
รวม	2,703	1,830	2,748

Note : In 2020 due to the COVID-19 situation Resulting in a decrease in the number of employees

7.5.2 Significant change of employee amount during the past 3 years

-None-

7.5.3 Employee Compensation

The company has established a policy for paying compensation and benefits, which has both short-term and long-term benefit. The Company aims to achieve the highest efficiency in compensation management and providing appropriated welfare according to the company's structure as well as building confidence in compensation payment to employees. As a result, employees are motivated to perform tasks to achieve the set goals as well as to stay with the organization in the long term. The policy is disclosed on the company's website at <https://www.zengroup.co.th>

Short term compensation The Company has determined compensation payments that are comparable rates with other companies in the same business in order to be able to compete in human resources. It will be paid based on the performance based on the Company's performance and Individual KPIs.

Long-term compensation The Company has set measurement of the performance and potential of the employees by paying reasonable compensation to employees with high knowledge and skills. In addition, the Company will develop for Career Growth in line with the Company's succession plan. Furthermore, the Company provides a provident fund and retirement fund as financial security for employees after the end of their employment or retirement.

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

หน่วย : ล้านบาท

Employee Compensation	Fiscal year ended 31 December 2019	Fiscal year ended 31 December 2020	Fiscal year ended 31 December 2021
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.	845.3	664.3	585.74

The Company also provides group insurance for employees including discounts for the Group's restaurant services at the rate of 15.0% to 35.0%, depending on the restaurant brands.

7.5.4 Provident fund

The Company and its subsidiaries Established a provident fund in accordance with the Provident Fund Act B.E. 2530 (including amendments) with details as follows

Company	Provident fund establishment date	Proportion of employees joining the provident fund (Permanent staff)
1. ZCG	January 15, 2015	64%
2. ZRH	September 1, 2012	25%
3. AKF	September 1, 2012	16%
4. GGG	September 1, 2012	25%
5. OTT	September 1, 2012	18%
6. ZPC	October 15, 2016	13%
7. ZSM	January 15, 2016	71%

The company stopped contribute to provident fund in the disaster area or events that affect the economic situation (According to the announcement of the Ministry of Finance Volume 137 , Special Part 107 Ngor, dated May 5, 2020) from May 2020 – March 2021 and July 2021 – December 2021.

7.5.5 Significant Labor Disputes Over the Past 3 Years

-none-

7.5.6 Personnel Development Policy

The Company strongly believes that qualified personnel are the heart of the company, therefore The company cultivates employees to be both talented and good people according to the corporate culture “CARE” by developing and designing training courses that enhance morality for employees such as work ethic and work practices Including courses that enhance competency in accordance with the competence in working in various fields (Competency) as specified in the development plan. annual personnel so that personnel of all levels and every line of work have the opportunity to develop their skills and abilities by categorizing the courses according to the nature of the work as follows:

- Training courses for branch staff are standard training at various levels such as store staff standards, store manager, standard entrepreneurship, and food handlers, etc.
- Training courses for office staff are Emphasis on developing competence and

leadership such as computer courses for effective use, and design thinking skills, etc.

The average number of training hours in 2021

Employee details	2021	
	Total	
	Male	Female
Operational staff	8	7
Junior executive	8	11
Middle management	10	16
Senior management	12	13
Average number of training hours (hour/person/year)	9.5	11.7

In addition, the company has opened a channel for personnel development by providing training, development and self-learning through the online training system. by selecting courses that are in line with the Company's direction in each quarter so that employees at all levels are continuous training and self-development.

7.6 Other important information

7.6.1 List of persons assigned to be responsible for the following

1. Company Secretary

The meeting of the Board of Directors No. 1/2018 held on 9 October 2018, the Board resolved to appoint Miss Oraya Uesakul as the Company Secretary with duties and responsibilities as specified in Section 89/15, and Section 89/16 of the Securities and Exchange Act (No. 4) BE 2551. The Secretary shall perform the duties with care, honesty, as well as compliance with laws objectives. the Company's regulations, resolutions of the Board and the shareholders' meeting. The qualifications of the person holding the position of the Company Secretary appears in directors and executive information (For more details about the Company Secretary of the company, refer to Appendix

1. The scope of authority of the Company Secretary is as follows:

- 1) To prepare and maintain the registration of directors, invitation letters to attend a

meeting of the Board of Directors, meeting minutes of the Board of Directors, an annual meeting report of the Company, invitation letters to attend a meeting of the shareholders, and meeting minutes of the shareholders.

- 2) To retain reports of interest reported by directors or executives and submit their copies to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven working days from the date the Company receives the report.
- 3) To organize shareholders' meetings and the Board of Directors' meetings under the law, the Company regulations, and various practices, including supervision and coordination for compliance with the resolution of such meetings.
- 4) To follow up and supervise the disclosure of information and information reports concerning the regulations, notifications, and requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Capital Market Supervisory Board
- 5) To provide first advice to directors in legal matters, regulations of the Company requested by the Board and to ensure compliance and consistency, as well as to report directors and executives significant changes in legal requirements.
- 6) To oversee the activities of the Board of Directors and perform other tasks as assigned by the Board of Directors.
- 7) To perform different functions according to the Stock Exchange of Thailand, Securities and Exchange Commission, and the Capital Market Supervisory Board.

2. Those assigned to the highest responsibility in accounting and finance and those assigned to duties for the supervision of accounting

Mrs. Yupaphan Ekasitthikul, Chief Financial Officer, is a person appointed to be responsible for the accounting and finance and Miss Kalaya Chuaychoo is a person who is assigned to be responsible for the supervision of accounting. (For more details about the Those assigned to the highest responsibility in accounting and finance and those assigned to duties for the supervision of accounting of the company, refer to Appendix 1)

3. Head of Internal Audit

The Company has established the internal audit department since October 16, 2014. At present, Miss. Rungaroon Phongwilai has been the Company's Internal Audit Director (Acting). As Miss. Rungaroon Phongwilai has more than 15 years of audit experience with knowledge and understanding of the Company's activities and operations. Therefore, the Audit and Corporate

Governance Committee is of the opinion that Miss. Rungaroon Phongwilai is qualified to perform the duties appropriately and sufficiently (For more details about the head of internal audit of the company, refer to Appendix 3).

In this regard, the Audit and Corporate Governance Committee and the Chief Executive Officer are responsible for approving and considering the appointment, transfer, dismissal of the head of internal audit of the Company.

4. Head of Compliance

The Company assigns Mr. Songwut Boakhem to take the position of the Head of Compliance to supervise the compliance with rules and regulations of public agencies that oversee the Company's business operations, with qualifications of the Company's Head of Compliance (see more details about the Company's Head of Compliance in Appendix 3).

7.6.2 Head of Investor Relations

The Company has assigned Mr. Pree Suvimolthirabutr as Head of Investor Relations.

Contact channel

Email : IR@zengroup.co.th
Telephone : 0-2019-5000 ext. 982

7.6.3 Auditor's remuneration

Appoint the auditor of KPMG Phoomchai Audit Company Limited to be the Company's auditor for the year 2021.

1. Audit Fee

The Group shall pay the audit fees of the Company and its subsidiaries as follows:

Audit Fee	Fiscal year ended 31 December 2021
ZEN Corporation Group Public Company Limited	1,000,000.00
Subsidiary company	
ZEN Restaurant Holding Company Limited	1,000,000.00
ZEN Supply Chain Management Company Limited	300,000.00
ZEN and Spicy Company Limited	550,000.00
AKA Interfood Company Limited	600,000.00
Tokyo Concept Company Limited	600,000.00
Gyu Grill Group Company Limited	300,000.00
Spice Synergy Company Limited	150,000.00
Zen And Kosum Interfood Company Limited	250,000.00
Total	4,750,000.00

2. Non-Audit Fee

-none-

7.6.4 Report of securities holding and changes in securities holding of directors and executives 2021

NO.	Name of Directors / Executives	Position	Number of shares held (Including related persons) As of 31 December 2019	Number of shares held (Including related persons) As of 31 December 2020	Number of shares held (Including related persons) As of 31 December 2021	Number of shares changing, increasing / decreasing in 2021	Shareholding proportion (%)
1	Mr. Paitoon Taveebhol	Chairman of the Board of Directors / Independent Director	-	-		-	0.0%
	Spouse and underage children		-	-		-	-
2	Mr. Sakkanon Chirathivat	Director / Vice Chairman of the Board of Directors / Nomination and Remuneration Committee / Risk Management Committee / Directors of Subsidiaries	100,375,200	100,375,200		-	33.46%
	Spouse and underage children		-	-		-	-
3	Mr. Prawit Kijpaisalrattana	Independent Director / Chairman of the Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee	-	-			0.0%
	Spouse and underage children		-	-		-	-

NO.	Name of Directors / Executives	Position	Number of shares held (Including related persons) As of 31 December 2019	Number of shares held (Including related persons) As of 31 December 2020	Number of shares held (Including related persons) As of 31 December 2021	Number of shares changing, increasing / decreasing in 2021	Shareholding proportion (%)
4	Assoc.Prof.Dr. Wilert Puriwat	Independent Director / Chairman of the Marketing and Sustainable Development Committee / Nomination and Remuneration Committee	-	-			0.0%
	Spouse and underage children		-	-		-	-
5	Mrs. Jotika Savanananda	Independent Director / Audit and Corporate Governance Committee / Nomination and Remuneration Committee	-	-		-	0.0%
	Spouse and underage children		-	-		-	-
6	Mr. Chavalit Chindavanig	Independent Director / Chairman of the Risk Management Committee / Audit and Corporate Governance Committee	-	-			0.0%
	Spouse and underage children		-	-		-	-

NO.	Name of Directors / Executives	Position	Number of shares held (Including related persons) As of 31 December 2019	Number of shares held (Including related persons) As of 31 December 2020	Number of shares held (Including related persons) As of 31 December 2021	Number of shares changing, increasing / decreasing in 2021	Shareholding proportion (%)
7	Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee / Risk Management Committee / Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer /(Acting) Chief Marketing Officer/ Director of Subsidiaries / Executive of Subsidiaries	-	-	-	-	0.0%
	Spouse and underage children		-	-	-	-	-
8	Miss Jomkwan Chirathivat	Director / Executive Director / Marketing and Sustainable Development Committee / Chief of Intellectual Property Management Group (Acting) / Director of Subsidiaries / Executive of Subsidiaries	100,375,200	100,375,200	100,375,200	-	33.46%

NO.	Name of Directors / Executives	Position	Number of shares held (Including related persons) As of 31 December 2019	Number of shares held (Including related persons) As of 31 December 2020	Number of shares held (Including related persons) As of 31 December 2021	Number of shares changing, increasing / decreasing in 2021	Shareholding proportion (%)
	Spouse and underage children		-	-	-	-	-
9	Mr. Chittapon Vivaddhanakasem	Director / Executive Director /Risk Management Committee / Chief People Officer / Director of Subsidiaries / Executive of Subsidiaries	10	10	10	-	0.00%
	Spouse and underage children		4,319,990	4,319,990	4,319,990	-	1.44%
10	Mr. Steven David Halliday	Director / Risk Management Committee/ Director of Subsidiaries	3,780,000	3,780,000	3,780,000	-	1.26%
	Spouse and underage children		3,780,000	3,780,000	3,780,000	-	1.26%
11	Mr. Siruwat Chatchaval	Director / Marketing and Sustainable Development Committee / Executive Director / Chief Commercial Officer Thai Brand / Director of Subsidiaries / Executive of Subsidiaries	6,750,000	6,750,000	4,750,000	2,000,000	1.58%

NO.	Name of Directors / Executives	Position	Number of shares held (Including related persons) As of 31 December 2019	Number of shares held (Including related persons) As of 31 December 2020	Number of shares held (Including related persons) As of 31 December 2021	Number of shares changing, increasing / decreasing in 2021	Shareholding proportion (%)
	Spouse and underage children		-	-	-	-	-
12	Mrs. Yupaphan Ekasittikul	Executive Director / Chief Financial Officer / Director of Joint Venture Company / Executive of Subsidiaries	-	-	-	-	0.0%
	Spouse and underage children		-	-	-	-	-
13	Mr.Pree Suvimolthirabutr	Executive Director /Chief Operations Officer / Executive of Subsidiaries	-	-	-	-	0.0%
	Spouse and underage children		-	-	-	-	-
	Total		219,380,400	219,380,400	217,380,400	2,000,000	72.46%

8. Report on Key Performance of Corporate Governance

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

In 2021, the Board of Directors held 9 meetings and 2 non-executive director meetings to formulate important policies and strategies to enhance the Company's capabilities and to monitor performance and status. It also closely monitored the Company's performance and financial status in order to ensure that the Company smoothly overcomes the crisis, the COVID pandemic. In addition, the Company maintained the efficiency of supervision and sufficiency of an internal control system and corporate risk management by organizing 8 Audit and Corporate Governance Committee meetings and 3 Risk Management Committee meetings in 2021.

The company were not prosecuted by the regulator for un-announced important information within the time limit; and has no history of violating the rules of the SEC and SET. In addition, the directors and the managements of the company were acting without fraud or unethical. There is no case where independent directors or non-executive directors resign due to issues of corporate governance of the company.

8.1.1 Recruitment, Development and Assessment of the Board of Directors' Performance Recruitment

The Company has a process for nominating directors according to their qualifications in terms of skills, experience, gender and talents that are beneficial to the Company. The directors shall not have prohibited characteristics under the Public Limited Companies Act and shall not lack suitability to be entrusted to manage a publicly owned company in accordance with the law and Notifications of the Securities and Exchange Commission. Selection of new directors is based on the Director Pool.

The Company provides shareholders an opportunity to nominate candidates to be elected as directors in accordance with the Company's criteria. The details are published on the Company's website [http:// www.zengroup.co.th](http://www.zengroup.co.th). Nominations shall be submitted to the Company by December 31 of every year.

Selection of Directors and Chief Executive Officer

1. Nomination and Appointment of Director and Independent Director

The nomination and appointment of a Company's director shall be considered by the Nomination and Remuneration Committee before submission to the Board of Directors for consideration. The qualifications of the candidates shall be appropriate and in line with the business strategy as follows.

1.1 Criteria for Nomination of Company's Director

- 1) Have appropriate knowledge, ability and experience in business, professional skills, specialization, educational background and age;
- 2) Have leadership, broad vision, morality, ethics, good attitude towards the organization, able to devote enough time for the benefits of Company's operations;
- 3) Have no a disgraceful history or prohibited characteristics as prescribed by the Notification of the Securities and Exchange Commission;
- 4) Other qualifications that are appropriate and consistent with the situation, business operations, strategic plan and structure of the Board of Directors;
- 5) For independent director, the candidates must meet the specific qualification criteria of the independent director set by the Company.

1.2 Nomination and Appointment of Directors and Independent Directors

The Company's director must be a person who has qualifications in accordance with the criteria for nomination of directors of the Company as mentioned above. In addition, the Company set the criteria for the selection of independent directors that he/she must be a person who has qualifications in accordance with the criteria for nomination of directors of the company and having qualifications of independent directors of the company, which will be intensive than the rules prescribed by the SEC and the SET as follows:

Qualifications of Independent Directors

1. They shall hold no more than 0.5% of the total number of shares with voting rights of the Company, parent company, subsidiaries, associate, major shareholder, the Company's control person. This shall include the shares held by related persons of that independent director, and the term of office of the independent director shall not be more than nine years.

2. They shall not be or have been a director who takes part in management, employee, consultant who receives a regular salary, or a controlling person of the Company, parent company, subsidiaries, associate, same-level subsidiary, or a major shareholder unless they have retired from the aforementioned position for at least two years prior to the date of appointment. The prohibited characteristics exclude cases where an independent director was a government official or a public sector consultant who is a major shareholder or control person of the Company.

3. They shall not be a person having consanguinity or a relationship by legal registration in the manner of a parent, spouse, sibling, and child, including spouse of a child of other directors, executives, major shareholders, control persons, or a person who will be nominated as a director, executive or control person of the Company or its subsidiaries.

4. They shall not have or have had a business relationship with the Company, parent company, subsidiaries, associate, major shareholder, the Company's control person in a manner that may impede one's independent exercise of judgment, and shall not be or have been a significant shareholder or control person of persons having a business relationship with the Company, parent company, subsidiaries, associate, major shareholder, or the Company's control person unless they have ended from the aforementioned position for at least two years before the date of appointment.

Business relationship under paragraph one includes normal trade transactions for business operation, leasing real estate, transactions relating to assets or services, or giving or receiving financial assistance by accepting or lending, guaranteeing, or giving assets as collateral for liabilities, including other similar circumstances which result in the Company or its partner having an obligation to pay to the other party equal to 3.0 percent of the Company's net tangible assets or from 20 million baht or more, whichever is lower. Such debt calculation shall be in accordance calculation of values of connected transactions under the Notifications of the Capital Market Supervisory Board on connected transactions mutatis mutandis. However, in determining such debts, it shall include the debts that occur one year prior to the date of engaging in a business relationship with the same person.

5. They shall not be or have been an auditor of the Company, parent company, subsidiaries, associate, major shareholder or control person of the Company and shall not be a significant shareholder, control person or a partner of the audit firm which has an auditor of the Company, parent company, subsidiaries, associate company, or the Company's control person unless they have retired from the aforementioned position for at least two years before the date of appointment.

6. They shall not be or have been a professional service provider of any kind, including a legal or financial consultant who receives service fee in excess of two million baht per year from the Company, parent company, subsidiaries, associate company, major shareholder, or the Company's control person, and shall not be a significant shareholder, control person or partner of such professional service provider, they have retired from the aforementioned position for at least two years before the date of appointment.
7. They shall not be a director who has been appointed to represent the Company's Director, major shareholder, or a shareholder who is related to a major shareholder.
8. They shall not operate the same business and in significant competition with the business of the Company or its subsidiaries, or shall not be a significant partner in a partnership or a director who takes part in management, employee, consultant who receives a regular salary or holds more than one percent of the total voting shares of another company operating the same business and in significant competition with the Company or its subsidiaries.
9. They shall not have any other characteristics that cause incapability of expressing independent opinions regarding to the Company's operations.

1.3 Nomination and Appointment of the Board of Directors

In appointing company directors, the Nomination and Remuneration Committee is responsible for considering, selecting and screening qualified persons in accordance with the Company's criteria for nomination of directors according to the Company's Articles of Association and in nominating the qualified candidates. This is to obtain directors with knowledge, abilities, and experience that are beneficial to the Company by taking into account the structure, size and composition of the board of directors for the appropriate number and diversity of the Board of Directors for the maximum benefit of the Company. The approval must be obtained from the Board of Directors prior to submitting the list of directors to the shareholders' meeting for approval. Except in the case where a director's position is vacant for reasons other than retirement by rotation, the Board of Directors can appoint a qualified person to be a replacement director. The person who is appointed as a replacement director shall be in the position of the director for the remaining term of the director he replaces. The remaining term of the director must not be less than 2 months.

In addition, the Company has given the opportunity to shareholders to participate in nomination of directors who have qualifications in accordance with the Company's criteria for nomination of directors and the Company's Articles of Association, including considering the Director Pool. In voting for the election of the

Company's directors, all shareholders shall vote on the election of individual directors by casting their own votes to select the person nominated as the director one by one.

2. Nomination and Appointment of Chief Executive Officer

The Board of Directors has considered and assigned the Nomination and Remuneration Committee to consider the criteria and methods of nominating qualified persons for the top management positions. In the nomination, the Nomination and Remuneration Committee is responsible for screening and recruiting persons who have qualifications, knowledge, abilities, skills and experiences that are beneficial to the Company's operations, have good understanding of the Company's business and be able to manage the work to achieve the objectives and goals set by the Board of Directors. After an appropriate person is selected, the Nomination and Remuneration Committee nominates such person to the Board of Directors' meeting for consideration and appointment.

Qualifications of Chief Executive Officer

1. Have knowledge, competence, skills and experience in management consistent with the Company's business, have special expertise that is beneficial to the Company's business and in line with Company's business strategies without gender, age, race, religion discrimination;
2. Have leadership, broad vision, morality, ethics, good attitude towards the organization, able to devote enough time for the benefits of Company's business operations;
3. Have a transparent work history or no prohibited characteristics as prescribed by the Notification of the Securities and Exchange Commission, as well as do not have any prohibited characteristics by law.

Succession plan for the top executive

The Board of Directors oversees the preparation of a succession plan and a development plan for top executives, especially the position of Chief Executive Officer, to ensure business continuity and to strengthen personnel for succession in key positions with the following guidelines:

1. The Nomination and Remuneration Committee and Chief Executive Officer shall jointly plan succession for top executives in key positions by defining the skills, knowledge, competence, and potential of a person to be a successor.

2. The Chief Executive Officer shall supervise the training and development of job successors through various methods such as training, special assignments, and job rotation in order to strengthen the necessary skills and prepare executives for succession.
3. The Chief Executive Officer shall report a succession plan for senior management and development results to the Nomination and Remuneration Committee for consideration at least once a year and when there are significant changes.

The Nomination and Remuneration Committee reports a summary of the performance of the succession plan of senior management to the Board of Directors at least once a year or when there is a significant change.

Details of the Board of Directors of the Company

1. Board of Directors

Composition and qualifications of the Company's Directors are defined in the Charter of the Board of Directors, which can be summarized as follows.

Composition

The Board of Directors consists of directors who are elected by the shareholders' meeting. There shall be at least five directors and not less than half of the total number of directors who reside in the Kingdom of Thailand. In addition, not less than three directors or one-third of the total number of directors (whichever is higher) shall be independent directors and the Board of Directors shall elect a director to be the Chairman of the Board of Directors and may elect a Vice-Chairman of the Board of Directors and other positions as it deems appropriate.

Term of Office and Election of Directors

One-third of the total number of directors of the Company shall retire at every annual general meeting of shareholders. The directors who have the longest time shall retire. In the event that the directors who will retire may not be divided by one-third, the number nearest to one-third shall retire from office. However, retiring directors shall be eligible for re-election.

In the event that the director position is vacant due to reasons other than retirement, the Board of Directors selects persons who are qualified and in accordance with relevant regulations and laws to replace the vacant director position and in the event that the vacancy of the director position is less than the number required to constitute a quorum, the remaining

directors may act on behalf of the Board of Directors only for arranging a shareholders' meeting to elect directors to replace all vacant positions.

2 Audit and Corporate Governance Committee

Composition and qualifications of the Audit and Corporate Governance Committee of the Company are defined in the Charter of the Audit and Corporate Governance Committee, which can be summarized as follows

Composition

1. The Audit and Corporate Governance Committee consists of three but not more than five independent directors who are qualified and shall not have any prohibited characteristics in accordance with the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
2. At least one member of the Audit and Corporate Governance Committee shall have sufficient knowledge and experience in accounting or finance to be able to review reliability of financial statements and have ongoing knowledge on causes of changes in financial reporting.
3. The Board of Directors selects at least one of the Audit and Corporate Governance Committee members to be the Chairman of the Audit and Corporate Governance Committee.
4. The director of the Internal Audit Department shall be the Secretary of the Audit and Corporate Governance Committee

Term of Position

1. Audit and Corporate Governance Committee members have the term and retirement according to the term and the retirement of the Company's Directors as specified in the Company's Articles of Association To be in the position for no more than 9 years.
2. Audit and Corporate Governance Committee members who retire by rotation may be reappointed as the Board of Directors, or the shareholders' meeting deems appropriate.
3. Audit and Corporate Governance Committee members who retires shall continue to perform their duties until a director is appointed to replace the position, except in the event of retire but not be re-elected as the Company's Director.
4. In the event that the Audit and Corporate Governance Committee position is vacant, the Board of Directors shall elect a qualified director who shall not have any prohibited characteristics in accordance with the regulations of the Office of the

Securities and Exchange Commission and the Stock Exchange of Thailand to be a member of the Audit and Corporate Governance Committee. The replacement member may hold the position only for the remaining term of the Audit and Corporate Governance Committee member whom he or she replaces.

3. Marketing and Sustainable Development Committee

Composition and qualifications of the Company's Marketing and Sustainable Development Committee are defined in the Charter of the Marketing and Sustainable Development Committee, which can be summarized as follows:

Composition

1. Marketing and Sustainable Development Committee consists of not less than three directors and company executives, which shall be appointed by the Board of Directors.
2. The Board of Directors appoints one of the Marketing and Sustainable Development Committee members as the Chairman of the Marketing and Sustainability Committee.
3. The Marketing and Sustainable Development Committee shall appoint the Secretary of the Marketing and Sustainable Development Committee.

Term of Position

1. In the event that the Marketing and Sustainable Development Committee member is the Company's Director, the term shall be in accordance with the term of a director unless the Board of Directors passes a resolution otherwise.
2. In the event that the Marketing and Sustainable Development Committee member is the Company's executive, the term of office shall be in accordance with the term of office of the executive unless the Board of Directors passes a resolution otherwise.
3. In the event that the position of the Marketing and Sustainable Development Committee is vacant, the Board of Directors shall elect a qualified director who shall not have any prohibited characteristics to be a member of the Marketing and Sustainable Development Committee,
4. Marketing and Sustainable Development Committee members who retires from the term shall remain in the position for the purpose of performing their duties until a director is appointed to replace the position, except in the event of retirement but not be re-elected to serve as the Company's Director.

4. Executive Committee

Composition and qualifications of the Executive Committee of the Company are defined in the charter of the Executive Committee, which can be summarized as follows:

Composition

1. The Executive Committee shall be appointed by the Board of Directors. The number is as deemed appropriate by the Board of Directors, consists of some of the members of the Board of Directors and may consist of one or more persons who hold a position as the Company's executive or other third parties. The Board of Directors shall appoint the executive director who is a member of the Board of Directors as the Chairman of the Executive Committee.
2. Chief Executive Officer is an executive director by position.
3. Executive directors shall have appropriate knowledge, abilities and experience, acknowledge their qualifications, duties and responsibilities, and shall have qualifications and not have prohibited characteristics under the Public Limited Companies Act. They shall not have any untrustworthy characteristics as prescribed in the Notifications of the Securities and Exchange Commission and shall not have any prohibited characteristics as prescribed by law.
4. The Executive Committee shall appoint the Secretary of the Executive Committee.

Term of Position

1. In the event that the executive director is a member of the Board of Directors, the term shall be in accordance with the term of a director unless the Board of Directors passes a resolution otherwise.
2. In the event that the executive director is the Company's executive, the term shall be in accordance with the term of the executive unless the Board of Directors passes a resolution otherwise.
3. In the event that the executive director is the third party who is not a director or executive of the Company, the term of office shall be in accordance with the resolution of the Board of Directors.

5. Nomination and Remuneration Committee

Composition and qualifications of the Nomination and Remuneration Committee of the Company are defined in the Charter of the Nomination and Remuneration Committee, which can be summarized as follows:

Composition

1. The Nomination and Remuneration Committee is appointed by the Board of Directors, which consists of at least three members, including the Chairman of the

Nomination and Remuneration Committee as an independent director, and over half of the Nomination and Remuneration Committee members shall be independent directors and non-executive directors.

2. The Board of Directors appoints a member of the Nomination and Remuneration Committee as the Chairman of the Nomination and Remuneration Committee. The Chairman of the Board of Directors shall not be the Chair of the Nomination and Remuneration Committee or a member of the Nomination and Remuneration Committee.
3. The Nomination and Remuneration Committee shall appoint the Secretary of the Nomination and Remuneration Committee.

Term of Position

1. In the event that the Nomination and Remuneration Committee is the Company's Director, the term shall be in accordance with the term of a director unless the Board of Directors passes a resolution otherwise.
2. In the event that the Nomination and Remuneration Committee is the Company's executive, the term shall be in accordance with the term of the executive unless the Board of Directors passes a resolution otherwise.
3. In the event that the position of the Nomination and Remuneration Committee is vacant, the Board of Directors shall elect a qualified director who shall not have prohibited characteristics to be a member of the Nomination and Remuneration Committee.

6. Risk Management Committee

Composition and qualifications of the Company's Risk Management Committee are defined in the Charter of the Risk Management Committee, which can be summarized as follows:

Composition

1. The Risk Management Committee consists of not less than three directors and executives which shall be appointed by the Board of Directors.
2. The Board of Directors appoints a member of the Risk Management Committee as the Chairman of the Risk Management Committee.
3. The Risk Management Committee shall appoint the Secretary of the Risk Management Committee.

Term of Position

1. In the event that the Risk Management Committee is the Company's Director, the term shall be in accordance with the term of a director unless the Board of Directors passes a resolution otherwise.
 2. In the event that the Risk Management Committee is the Company's executive, the term shall be in accordance with the term of the executive unless the Board of Directors passes a resolution otherwise.
 3. In the event that the position of the Risk Management Committee is vacant, the Board of Directors shall elect a qualified director who shall not have prohibited characteristics to be a member of the Risk Management Committee.
7. **Chief Executive Officer**

The Board of Directors appoints the Chief Executive Officer as the Nomination and Remuneration Committee considers as specified in the Board of Directors Charter. The Chief Executive Officer has duties and responsibilities related to the management of the Company's affairs:

Authority, Duties and Responsibilities of the Chief Executive Officer

The Board of Directors Meeting No. 6/2018 on August 14, 2018, approved the scope of authority, duties and responsibilities of the Chief Executive Officer as follows:

- 1) To establish policies, strategies, business plans and management structure of the Company, and also responsible for preparing strategic plans and annual budget plans to propose to the Executive Committee and the Board of Directors;
- 2) To supervise, manage, operate and perform regular business operations for the benefit of the Company in order to comply with the objectives and the Company's Articles of Association, as well as regulations, policies, work plans and budgets stipulated by the Executive Committee's meeting and/or the Board of Directors and/or the Shareholders' meeting;
- 3) To issue orders, regulations, notifications, and records in order to perform operations in accordance with the Company's policies and interests and to maintain work disciplines within the organization;
- 4) To consider and approve payments of operating expenses for operating the Company's normal business. Each authority limit shall be in accordance with the table of authority approved by the Board of Directors.

The Chief Executive Officer has the power to approve the payment of investment not

exceeding 5.0 million baht;

- 5) To appoint committees for the benefit and efficiency of good and transparent management, as well as to authorize one or more persons to perform any action under the control of the Chief Executive Officer or authorize such person to have powers as the Chief Executive Officer deems appropriate and within the time as deemed appropriate. The Chief Executive Officer may cancel, revoke, change or amend a person who has been authorized as deemed appropriate;
- 6) To approve appointments of consultants required for business operation and to comply with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand;
- 7) To follow up, audit and supervise performance of the Company and its subsidiaries for good performance as planned and quarterly report to the Board of Directors, as well as to find opportunities for improvement and development for better-operating results;
- 8) To coordinate with the Audit Committee and the Risk Management Committee in order to conduct business, including the risk management of the Company in accordance with the objectives and the Company's Articles of Association and resolutions of the Board of Directors and/or resolutions of the shareholders' meeting;
- 9) Other actions as assigned by the Board of Directors from time to time

In this regard, a delegation of authority, duties, and responsibilities of the Chief Executive Officer shall not constitute a delegation or sub-delegation of powers that enable the Chief Executive Officer's attorney to approve a transaction that may or may not have a conflict (according to the definition of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies), interest, or benefit in any way, or that may be a conflict of interest with the Company and its subsidiaries, and/or related companies. The Chief Executive Officer has no authority to approve the action on this matter. Such matters shall be proposed to the Board of Directors and/or the shareholders' meeting (as the case may be) for further approval, except for approval of transactions in accordance with ordinary course of business and normal trade conditions in accordance with Notification of the Securities and Exchange Commission and/or Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies.

Development

Human Resource Development Policy

The Company focuses on personnel development by continually providing skill training and learning for employees of all levels. Employee development and career advancement for employees of the organization is considered as developing personnel for sustainable business development and strong growth. The Company has developed personnel of all levels, from the directors, executives and employees as follows.

Personnel Development

The Company attaches great importance on the development of employees' knowledge and abilities by providing thorough and continuous opportunities to develop their abilities in performing duties in order to achieve sustainable business goals. All employees are equally entitled to attend training courses under the approval of their supervisors within the framework of the organization's annual training and development budget. Employees can request for training and development as needed by applying a request letter for agreement and approval from their supervisors. Supervisors are responsible for coaching and giving suggestions to improve the performance of their subordinates to create opportunities for career growth.

The Company focuses on enhancing the learning culture by providing online teaching materials in which the employees can participate in creating courses and sharing their own knowledge with other departments. This creates a responsibility to continually enhance the abilities and efficiency of employee and colleagues.

Development of Directors and Executives

The Company encourages training for those involved in the good corporate governance of the Company, such as the Company's directors, sub-committees, executives and secretaries. There are both internal training and training course provided by external organizations for learning knowledge, rules and regulations that have changed to be used in continuous improvement of the Company's operations.

In the event of a change of directors, new directors and new executives, the management will provide documents and information that are useful for the performance of duties of directors and executives, including organizing an orientation to introduce the nature of business and business guidelines of the Company to new directors and executives.

The course that the directors attended in 2021

No.	Name	Position	Training courses in 2021
1.	Mr. Paitoon Taveebhol	Chairman of the Board of Directors / Independent Director	Meeting on the roles and duties of the Audit Committee The Securities and Exchange Commission, Thailand 29 November 2021
2.	Mrs. Jotika Savanananda	Independent Director/ Member of Audit and Corporate Governance Committee / Nomination and Remuneration Committee	Meeting on the roles and duties of the Audit Committee The Securities and Exchange Commission, Thailand 29 November 2021
3.	Mr. Chavalit Chindavanig	Independent Director/ Chairman of the Risk Management Committee / Member of Audit and Corporate Governance Committee	Meeting on the roles and duties of the Audit Committee The Securities and Exchange Commission, Thailand 29 November 2021
4.	Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee / Risk Management Committee / Chief Executive Officer / (Acting) Chief Marketing Officer / (Acting) Chief of Project Management and Business Development Officer/ Director of Subsidiaries / Executive of Subsidiaries	Director Leadership Certification Program (DLCP) Thai Institute of Directors (IOD) Class of 1/2021

Performance Assessment of the Boards of Directors

The Board of Directors requires an annual performance appraisal and review of the performance of the Board of Directors and all sub-committees. The objective is to consider and review the results and problems for further improvement. The performance appraisal is conducted according to guidelines recommended by the SET. The results will be used in further improvement of the Company's business operations.

1. Performance Assessment of the Boards and Directors

Criterion

In accordance with the guidelines recommended by the Stock Exchange of Thailand, the Company has prepared a self-assessment form of the Board of Directors that is appropriate to the nature of the Company. The assessment is divided into 6 main domains: (1) structure and qualifications of the board of directors; (2) roles, duties and responsibilities of the board of directors; (3) board meetings; (4) duties of directors; (5) relationships with management; and (6) self-development of directors and executive development. This self-assessment form is divided into 2 parts. Part 1 is an assessment and rating by the board of directors, and part 2 is the board of directors' opinions or suggestions.

Assessment Process

The directors conduct self-assessment as a committee at least once a year. The Company's secretary is responsible for delivering the assessment form to all directors for self-assessment at the end of each year and gathering and reporting the results to the Board of Directors' meeting annually for acknowledgment and discussion.

2. Performance Assessment of Individual Directors

Criterion

The Company has prepared a self-assessment form for the board of directors on an individual basis. The assessment is divided into 3 main domains: (1) structure and qualifications of the board of directors; (2) board meetings; and (3) roles, duties and responsibilities of the board of directors.

Assessment Process

Directors conduct the self-assessment on an individual basis at least once a year. The Company's secretary is responsible for delivering the assessment form to all directors for self-assessment at the end of each year and gathering and reporting the results to the Board of Directors' meeting annually for acknowledgment and discussion.

3. Performance Assessment of Sub-committees

Sub-committees consist of (1) Audit and Governance Committee, (2) Nomination and Remuneration Committee, (3) Risk Management Committee, (4) Marketing and Sustainable Development Committee, and (5) Executive Committee.

Assessment Process

All sub-committees conduct self-assessment as a whole and on an individual basis at least once a year. The secretary of the sub-committee is responsible for delivering the assessment form to all sub-committees for self-assessment at the end of each year and the Company's secretary is responsible for collecting and reporting the results to the Board of Directors' meeting annually for acknowledgment and discussion.

The overall self-assessment of Board of Directors and all sub-committees, both in group and individual, was an average of 3.5 - 3.9 points, which is quite high as follows:

Board of Directors/Sub-Committees	Results of evaluating the performance of the Committee (percent)	Assessment results Individual performance results (percent)
1. Board of Directors	3.8	3.9
2. Audit and Corporate Governance Committee	n.a. (Evaluation without score)	3.8
3. Nomination and Remuneration Committee	3.8	3.8
4. Risk Management Committee	3.7	3.6
5. Marketing and Sustainable Development Committee	3.8	3.8
6. Executive Committee	3.5	3.5

8.1.2 Meeting Attendance and Remuneration for Individual Director

(1) Board of Directors meeting 2021

Name	Position	Number of Attendance / Total Meetings		
		Annual General Meeting of Shareholders for the year	Board of Directors meeting	Meeting between non-executive directors ⁽¹⁾
1. Mr. Paitoon Taveebhol	Chairman of the Board of Directors / Independent Director	1/1	9/9	2/2
2. Mr. Sakkanon Chirathivat	Vice Chairman of the Board of Directors/ Nomination and Remuneration Committee/ Risk Management Committee	1/1	9/9	2/2
3. Prawit Kijpaisalrattana	Independent Director/ Chairman of Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee	1/1	9/9	2/2
4. Assoc.Prof.Dr. Wilert Puriwat	Independent Director/ Chairman of the Marketing and Sustainable Development Committee/ Nomination and Remuneration Committee	1/1	9/9	2/2
5. Mrs. Jotika Savanananda	Independent Director/ Member of Audit and Corporate Governance Committee/ Nomination and Remuneration Committee	1/1	9/9	2/2
6. Mr. Chavalit Chindavanig	Independent Director/ Member of Audit and Corporate Governance Committee/ Chairman of the Risk Management Committee	1/1	9/9	2/2

Name	Position	Number of Attendance / Total Meetings		
		Annual General Meeting of Shareholders for the year	Board of Directors meeting	Meeting between non-executive directors ⁽¹⁾
7. Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee/ Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer/ (Acting) Chief Marketing Officer	1/1	9/9	-
8. Miss Jomkwan Chirathivat	Director / Executive Director / Marketing and Sustainable Development Committee /Chief of Intellectual Property Management Group (Acting)	1/1	9/9	-
9. Mr. Chittapon Vivaddhanakasem	Director / Risk Management / Executive Director / Chief People Officer	1/1	9/9	-
10. Mr. Steven David Halliday	Director / Risk Management / Director of Subsidiaries	1/1	9/9	-
11. Mr. Siruwat Chatchaval	Director / Executive Director / Marketing and Sustainable Development Committee / Chief Commercial Officer Thai Brand	1/1	9/9	-

Note: ⁽¹⁾ In 2021, the board holds 2 non-executive directors meetings

1. on February 23, 2021

2. on March 12, 2021

(2) Directors' Remuneration

(1) Financial Remuneration

Annual General Meeting of Shareholders 2021 dated 26 April 2021 approved remuneration for Board of Directors, Audit and Corporate Governance Committee, Marketing and Sustainable Development Committee, Nomination and Remuneration Committee, and Risk Management Committee as details shown below:

Non-Executive Directors

Remuneration	Quarterly Fee (Baht / Quarter)	Attendance Fee (Baht / Time)
1. Board of directors		
- Chairman	60,000	40,000
- Director	40,000	25,000
2. Audit and Corporate Governance Committee		
- Chairman	-	35,000
- Director	-	25,000
3. Executive Committee		
- Chairman	-	35,000
- Director	-	25,000
4. Nomination and Remuneration Committee		
- Chairman	-	35,000
- Director	-	25,000
5. Marketing and Sustainable Development Committee		
- Chairman	-	35,000
- Director	-	25,000
6. Risk Management Committee		
- Chairman	-	35,000
- Director	-	25,000
7. Remuneration for Executive Director	-	
8. Quarterly remuneration and Meeting allowance totalling not more than	4,500,000 บาท	
9. Compensation and other benefits besides Quarterly remuneration and meeting allowances	Annual performance bonus at the rate of 3% of dividend payment to shareholders from 2021 performance in an amount not exceeding 2 million	

Remuneration	Quarterly Fee (Baht / Quarter)	Attendance Fee (Baht / Time)
	Baht and the Board of Directors has the authority to allocate the said bonus to the directors	
10. Non-financial remuneration	-None-	

Executive Directors

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

For Accounting Year December 31, 2021 the company had paid to Directors as shown in the following table:

Directors' Name	Position	Total Cash Benefits (Baht)								
		Board of Directors	Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainable Development Committee	Executive Committee	Quarterly compensation	Bonus	Total
1. Mr. Paitoon Taveebhol	Chairman of the Board of Directors / Independent Director	360,000	-	-	-	-	-	240,000	484,850	1,084,850
2. Mr. Sakkanon Chirathivat	Vice Chairman of the Board of Directors/ Nomination and Remuneration Committee/ Risk Management Committee	225,000	-	75,000	75,000	-	-	160,000	303,030	838,030
3. Mr. Prawit Kijpaisalrattana	Independent Director/ Chairman of Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee	225,000	280,000	105,000	-	-	-	160,000	303,030	1,073,030
4. Assoc.Prof.Dr. Wilert Puriwat	Independent Director/ Chairman of the Marketing and Sustainable Development Committee/ Nomination and Remuneration Committee	225,000	-	75,000	-	140,000	-	160,000	303,030	903,030

Directors' Name	Position	Total Cash Benefits (Baht)								
		Board of Directors	Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainable Development Committee	Executive Committee	Quarterly compensation	Bonus	Total
5. Mrs. Jotika Savanananda	Independent Director/ Member of Audit and Corporate Governance Committee / Nomination and Remuneration Committee	200,000	200,000	50,000	-	25,000	-	160,000	303,030	938,030
6. Mr. Chavalit Chindavanig	Independent Director/ Chairman of the Risk Management Committee / Member of Audit and Corporate Governance Committee	225,000	200,000	-	105,000	-	-	160,000	303,030	993,030
7. Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee/ Risk Management Committee / Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer / (Acting) Chief Marketing Officer	-	-	-	-	-	-	-	-	-
8. Miss Jomkwan Chirathivat	Director / Executive Director / Marketing and Sustainable Development Committee /Chief of Intellectual Property Management Group (Acting)	-	-	-	-	-	-	-	-	-

Directors' Name	Position	Total Cash Benefits (Baht)								
		Board of Directors	Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainable Development Committee	Executive Committee	Quarterly compensation	Bonus	Total
9. Mr. Chittapon Vivaddhanakasem	Director / Risk Management / Executive Director / Chief People Officer	-	-	-	-	-	-	-	-	-
10. Mr. Steven David Halliday	Director / Risk Management	50,000	-	-	50,000	-	-	53,333	-	153,333
11. Mr. Siruwat Chatchaval	Director / Executive Director / Marketing and Sustainable Development Committee / Chief Commercial Officer Thai Brand	-	-	-	-	-	-	-	-	-
Total		2,603,333	680,000	305,000	230,000	165,000	-	1,093,333	2,000,000	5,983,333

Note: Quarterly remuneration and meeting allowance for the year 2021 totaling 3,983,333 baht.

(2) Non-Financial Remuneration

-None-

8.1.3 Supervision of Subsidiaries and Associates

Policy on Supervision of Subsidiaries and Associates

The Company established a supervisory policy and management of its subsidiaries and associates with the objective of establishing direct and indirect measures and mechanisms to enable the Company to supervise and manage affairs of its subsidiaries and associates, including monitoring and supervising its subsidiaries and associates to comply with the measures and mechanisms stipulated as if it was the Company's own unit and in accordance with the Company's policies, including the Civil and Commercial Code Public Company Law Securities laws and relevant notifications, rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, in order to protect the interests of the investment of the Company in its subsidiaries and associates.

In the event that this policy requires that any transaction or action which has significance or effect to financial status and operating results of the Company's subsidiaries and associates, it shall be approved by the Board of Directors' meeting or the shareholders' meeting (as the case may be). The Chairman of the Board of Directors is responsible for organizing the Board of Directors' meetings and/or the Company's shareholders' meetings to consider and approve such matters before the subsidiaries and/or associates hold their Board of Directors' meetings and/or shareholders' meetings to consider and approve before making a transaction or proceeding on such matters. In this regard, the Company shall completely and accurately disclose information and comply with the rules, conditions, procedures and methods relevant to the matter to be approved as specified in the Civil and Commercial Code, Public Limited Company Act, Securities Act, as well as notifications, rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, mutatis mutandis (as far as not contradicting or conflicting).

1. Any transactions or actions performed by the Company's subsidiaries and/or associates in the following cases shall be approved by the Board of Directors' or the shareholders' meeting of (as the case may be).

(1) Matters that require approval from the Board of Directors' meeting

- (a) For appointments and nominations of directors or executives in the Company's subsidiaries and/or associates at least in proportion to their shareholding in the subsidiaries and/or associates, the directors and executives nominated or appointed by the Company shall consider voting at the Board of Directors' meeting of the subsidiaries and/or associates in matters related to general management and normal business operations of the subsidiaries and/or associates as the directors and executives of the subsidiaries and/or associates deems appropriate for the best interest of the Company, its subsidiaries and/or associates, except for matters that require approval from the Board of Directors' meeting or the shareholders' meeting of the Company.

In this regard, the nominated directors or executives under the above paragraph

shall be in the White List of directors and executives of the issuing company, including qualifications, roles, duties and responsibilities, and shall not have untrustworthy characteristics according to the Notification of the Securities and Exchange Commission and the Stock Exchange on characteristics indicating untrustworthiness of the Company's directors and executives.

- (b) Consideration and approval of annual dividend payments and interim dividends (if any) of the subsidiaries, except in the case where the subsidiaries pay dividends for the whole year, it shall not lower than that stipulated in the total annual budgets of each company (if any).
- (c) Amendments to the Articles of Association of the subsidiaries, except the amendment to the Articles of Association in matters which are significant under (2) (a), which shall be approved by the Company's shareholders' meeting
- (d) Consideration and approval of annual budgets of the subsidiaries, except in the case where it is defined in the Delegation of Authority approved by the Company's Board of Directors that the subsidiaries are required to follow.
- (e) Capital increase through the issuance of capital increase shares of the Company's subsidiaries and share allocation, including reduction of registered and/or paid-up capital of the subsidiaries, which does not conform to the original shareholding proportion of the shareholders, or any other action resulting in the Company's shareholding and/or exercise of direct and/or indirect voting rights of the Company at the shareholders' meeting of the subsidiaries to decrease by more than ten (10) percent of the subsidiaries' paid-up capital or the total number of votes of the subsidiary (as the case may be).

The following items (f) to (n) are considered material and if entering a transaction will have a material impact on a financial position and operating results of the subsidiaries, it shall be approved by the Board of Directors' meeting of the Company first. In this regard, it shall be the case when considering the nature of the transaction, such as the size of the transaction and a person entering into the transaction as specified in the Notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand on the Acquisition or Disposition of Assets and/or Connected Transactions (as the case may be) to apply mutatis mutandis and within the criteria to be approved by the Board of Directors' meeting:

- (f) In the event that the subsidiaries agree to enter into a transaction with a connected person of the Company or its subsidiaries or a transaction relating to acquisition or disposition of assets of the subsidiary;
- (g) Transfer or forfeiture of benefits, including waiving of claims against those who cause damage to the subsidiaries;
- (h) Sale or transfer of all or a significant portion of business of the subsidiaries to other persons;
- (i) Purchase or acceptance of transfer of business of other companies to the subsidiaries;

- (j) Execution, amendment or termination of lease agreements of all or significant parts of the subsidiaries' business, assignment of other persons to manage business of the subsidiaries or merger of business of the subsidiaries with other persons;
- (k) Lease of business or the subsidiaries' assets or material part;
- (l) Borrowing, lending, granting of credit, guarantee, juristic acts binding the subsidiaries to bear additional financial obligations or providing financial assistance in any other manner to other persons and which is not a normal business of the subsidiaries;
- (m) Dissolution of the subsidiaries;
- (n) Any other transactions which are not normal business transactions of the subsidiaries and transactions that may have a significant impact on the subsidiaries.

(2) Matters that require approval from the shareholders' meeting of the Company

- (a) Amendments to the Articles of Association of the subsidiaries on matters that may have a material impact on a financial position and operating results of the subsidiaries, including but not limited to amendments to the Articles of Association of the subsidiaries that affect the voting rights of the Company at the Board of Directors' meeting of the subsidiaries and/or the shareholder meeting of the subsidiaries or payments of dividends of the subsidiaries;

The following items (b) to (e) are considered material and if entering a transaction will have a material impact on a financial position and operating results of the subsidiaries, it shall be approved by the shareholders' meeting of the Company first. In this regard, it shall be the case when considering the nature of the transaction, such as the size of the transaction and a person entering into the transaction as specified in the Notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand on the Acquisition or Disposition of Assets and/or Connected Transactions (as the case may be) to apply mutatis mutandis and within the criteria to be approved by the shareholders' meeting:

- (b) In the event that the subsidiaries agree to enter into a transaction with a connected person of the Company or its subsidiaries or a transaction relating to acquisition or disposition of assets of the subsidiaries;
- (c) Capital increase through the issuance of capital increase shares of the Company's subsidiaries and share allocation, including reduction of registered and/or paid-up capital of the subsidiaries, which does not conform to the original shareholding proportion of the shareholders, or any other action resulting in the Company's shareholding and/or exercise of direct and/or indirect voting rights of the Company at the shareholders' meeting of the

subsidiaries to decrease to less than the proportion stipulated in the law applicable to the subsidiaries, resulting in the Company having no control over its subsidiaries;

- (d) Dissolution of the subsidiaries;
- (e) Any other transactions which are not normal business transactions of the subsidiaries and transactions that may have a significant impact on the subsidiaries.

2. The Board of Directors of the Company shall ensure that its subsidiaries have an internal control system, risk management system, and anti-fraud system, and shall establish appropriate measures to monitor performance of the subsidiaries, which are efficient and concise to ensure that all operations of the subsidiaries are carried out in accordance with the Company's policies and this policy, including laws and notifications on good corporate governance of listed companies, and relevant notifications, regulations and rules of the Capital Market Supervisory Board, Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. It also shall monitor the subsidiaries to disclose information on connected transactions and/or acquisition or disposition of assets and/or any other significant transactions to the Company, and perform other actions to comply with the rules of supervision and management of the subsidiaries as specified in the Company's policies and Articles of Association

Management Policy in the Subsidiaries and Associates

As the Company is a holding company and does not engage in significant business operations of its own, to supervise operations of its subsidiaries and associates, the Company sends its representative to act as a director in the subsidiaries and associates according to their shareholding proportion. 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.

In addition, the Company monitors the directors and executives who are appointed by the Company to serve as directors and executives in subsidiaries and associates to perform their duties and responsibilities in accordance with laws, the Company's policies and Articles of Association and closely monitors operating results of the subsidiaries and/or associates and present the results of analysis, as well as express opinions or suggestions to the Board The subsidiaries' Board of Directors or associates for establishment of policies or improvement of the business of the subsidiaries and/or associates to develop and grow continuously. Investment Policy in the Subsidiaries and Associates.

Investment Policy in Subsidiaries and Associates.

The Company focuses on investing in businesses with potential for growth and create good returns on investment. In this regard, obtaining approval for investment in the subsidiaries or associates shall be in accordance with the Notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand on Acquisition or Disposition of Assets and/or Connected Transactions (as the case may be).

Investing in the above businesses focuses on long-term investments, including investing in businesses with potential for growth and create good returns for the Company based on the fundamentals of the business to be invested, as well as trends of that business. In addition, the Company has the policy to invest in a sufficient proportion to be able to participate in the management and establishment of business practices in the subsidiaries, associates and those jointly controlled entities, including promoting businesses that have investments for sustainable growth.

The Company may have investments in other related businesses in the future that can support and promote the Company's core business. However, the investments must be in line with the business conditions and the Company's strategic plan. The Company may consider investing in other businesses that are not the main business of the Company in the future, in which the investments shall also be in line with the business conditions and the Company's strategic plan.

In making any investment decisions, the Company conducts a feasibility analysis of projects and takes into account various factors involved. This includes the risks of investing in the projects, business expansion trends, value creation, worthiness, and increase of competitiveness of the Company. The Company will provide its experts (or external experts, as the case may be) to consider investing in the projects before investing and will present an investment plan to the Board of Directors for consideration, including consulting to mitigate any potential investment risks.

Duties of Directors and Management of the Subsidiaries

1. Directors and management of the subsidiaries shall disclose information on its financial status and operating results, connected transactions, as well as acquisition or disposition of assets and/or significant transactions to the Company completely, accurately and within a reasonable time as specified by the Company.
2. Directors and executives of the subsidiaries shall disclose and submit personal interest information and related parties to the Company's Board of Directors to acknowledge relationships and transactions with the Company and/or its subsidiaries that may create a conflict of interest. It shall avoid making transactions that may cause conflicts of interest and the subsidiaries' Board of

Directors are obliged to report such matters to the Company's Board of Directors within the time specified by the Company for consideration, decision or approval, which will take into account the overall benefits of the parent Company and its subsidiaries.

However, directors and executives of the subsidiaries shall not take part in approving matters in which they have interests or conflict of interest, both directly and/or indirectly.

In addition, the following actions, which result in the directors, executives or related persons of the subsidiaries receiving financial benefits other than their normal circumstances or damage to the parent company or its subsidiaries shall be assumed significantly contrary to or inconsistent with the interests of the Company.

- (a) Transactions between the subsidiaries and directors, executives or related persons are not in accordance with the rules on connected transactions.
 - (b) Use of information of the Company or its subsidiaries, unless such information has been disclosed to the public.
 - (c) Use of assets or business opportunities of the Company or its subsidiaries in the same manner of the Company and such use violates general rules or practices as specified in the Notification of the Capital Market Supervisory Board.
3. Directors and executives of the subsidiaries shall report business plans, business expansion, large investment projects as approved by the Company, as well as investments with other entrepreneurs to the Company through monthly or quarterly performance reports and shall clarify or submit documents for consideration upon the Company's request.
 4. Directors and executives of the subsidiaries shall clarify and/or submit information or documents related to their operations to the Company upon request as appropriate.
 5. Directors and executives of the subsidiaries shall clarify and/or submit relevant information or documents to the Company in the event that the Company has found any significant issues.
 6. Directors and executives of the subsidiaries shall operate to ensure that the subsidiaries have an Internal control system, risk management system, and anti-fraud system, and shall establish appropriate measures to monitor performance of the subsidiaries, which are efficient and concise to ensure that all operations of the subsidiaries are carried out in accordance with the Company's policies and Articles of Association, including laws and notifications on good corporate governance

of listed companies, and relevant notifications, regulations and rules of the Capital Market Supervisory Board, Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. In addition, it shall arrange for a working system in place to demonstrate that the subsidiaries have sufficient systems to disclose significant transactions in accordance with the specified criteria on an ongoing and reliable basis. There shall also be a channel for directors and executives of the Company to receive information of the subsidiaries in monitoring performance and financial status, transactions between the Company and the directors and executives of the subsidiaries, as well as a mechanism to audit such work system within the subsidiaries by allowing the internal audit team and the Company's directors to have direct access. The audit results of the said work system are reported to the directors and executives of the Company to ensure that the subsidiaries have consistently performed their work in line with the system.

7. No director, executive, employee or assignee of the subsidiaries, including the spouse and underage children of such person, shall use inside information of the Company or its subsidiaries, whether acquired from performance of their duties or in any other way that has or may have a material impact on the parent company and/or its subsidiaries, for the benefit of themselves or others, whether directly and/or indirectly, and whether with or without reward or compensation.
8. Directors, executives, or related persons of the subsidiaries may enter into transactions with the subsidiaries only if such transactions are approved by the subsidiaries' Board of Directors of and/or the subsidiaries' Board of Directors meeting and/or the subsidiaries' shareholders' meeting and/or the Company's shareholders' meeting (as the case may be) according to a calculated size of the transactions (under the criteria for the calculation of transactions as specified in the Notification of the Capital Market Supervisory Board, the Notification of the Capital Market Supervisory Board, and the Notification of the Stock Exchange of Thailand Board of Directors regarding connected transactions to apply *mutatis mutandis*), except for transactions which are trade agreements in the same manner as an ordinary person would do with a general counterpart in the same situation with trade bargaining power without influence in their position as a director, executive or related person (as the case may be) and commercial agreements approved by the Company's Board of Directors' meeting or in accordance with the principles approved by the Company's Board of Directors' meeting.

In 2021, the Company appoints 2 executives, Mrs. Yupaphan Ekasittikul and Mr. Siruwat Chatchawan, to be directors in one subsidiary, Zen and Kosum Interfood Co., Ltd., which has been approved by the Board of Directors Meeting No. 3/2021, on March 12, 2021. In the past year, Zen and Kosum Interfood Co., Ltd. has no connected transaction size of which the Board of Directors and the Audit and Corporate Governance Committee shall participate in the consideration.

8.14 Monitoring of Compliance with Corporate Governance Policies and Practices

The Company places importance on good corporate governance and established related policies and practices in the Corporate Governance Policy and the Code of Conduct and encourages practice to build confidence among all stakeholders.

In the past year, the Company monitored to ensure compliance with good corporate governance covering 1) employee care and non-discrimination; 2) anti-unfair competition; 3) environment, health and safety in the organization; and 4) Information security. The results showed that the Company completely followed the guidelines of each issue.

In addition, in order to comply with the good corporate governance, the Company followed up on other five issues as follows:

(1) **Prevention of Conflicts of Interest**

The Company is committed to conducting business under the principles of good corporate governance with honesty and places importance on prevention of conflicts of interest in order to operate business with transparency and adherence to the principles of good governance. The Company established guidelines for directors, executives and employees to practice in preventing such conflicts of interest. Conflict of interest policy and practice are as follows:

1. Connected transactions shall comply with the connected transactions policy and a guide for connected transactions. Such transactions shall be reviewed and supervised without any stakeholder involved in the interest to take part in decision-making on connected transactions. In the event that a transaction requires approval from the Board of Directors, the Audit Committee shall have the Audit and Corporate Governance Committee to consider and give opinions, as well as undertake to ensure complete and accurate disclosure to the public.

2. To avoid any action that may cause contradict or conflict of interest with the Company, including using one's position or allowing others to use it in pursuit of personal interests or related parties, whether directly or indirectly.

3. To avoid holding shares or to carry out transactions or participation or external activities or holding another position, including a director, consultant, representative in other businesses or organizations which have conflicts, or have transactions or conduct business that contradicts or conflicts with the interests of the Company, whether directly or indirectly. In addition, the procedures shall not affect or damage the Company and performance of that person's company.

4. In the case of any transaction or activity that may have direct or indirect interests which may contradict or conflicts with the interests the Company, directors, executives, employees and related persons are obliged to notify a designated unit, person or supervisor or authority, and shall not participate in decision-making in the interest.

5. No executives or employees shall work as permanent or temporary employees in other businesses in which the business operation is the same as the Company or is a competitor to the Company or businesses that may contradict or conflict with the interests of the Company.

In the past year, the Company did not have a case that may cause a conflict of interest.

(2) Use of Inside Information for Profit

The Company and its subsidiaries have the policy to prevent and supervise directors, executives, and employees of the Company and its subsidiaries, including persons who are presumed to know or possess inside information under the Securities and Exchange Act, B.E. 2535 ("Securities Act") from using inside information which has not yet been disclosed to the public for personal gain as follows:

1. The Company provides knowledge to directors, executives of the Company, including those holding executive positions in accounting or finance, who are department managers or higher or equivalent (as defined by the Capital Market Supervisory Board and the Stock Exchange of Thailand) regarding the duty to report the securities holding of the Company under Section 59 and the penalties under Section 275 of the Securities Act, as wells to report on acquisition or disposition of the Company's securities under Section 246 and the penalties under Section 298 of the Securities Act.

2. It determines that (a) directors and executives, including those holding executive positions in accounting or finance, who are department managers or higher or equivalent shall be responsible for preparing and disclosing their securities holding reports issued by the Company, including their spouses or those who live with them as husband and wife and (b) juristic persons in which persons under (a) hold shares in aggregate more than 30 percent of the total voting rights of such juristic person and the aggregate holding shares is the largest proportion of that legal entity under the Notification of the Securities and Exchange Commission and Section 59 of the Securities Act for the first time, within 7 business days of the statutory reporting duties, and within 3 business days for every change by buying, selling, transferring or accepting transfer of securities, through the Company's Secretary in order to submit to the Office of the Securities and Exchange Commission at all

times. The Company's Secretary is assigned to summarize a report on the securities holding and changes in securities holding to the Board of Directors' meeting for acknowledgment every six months.

3. No directors and executives, including persons holding executive positions in accounting or finance who are department managers or higher or equivalent and related practitioners who have received inside information about financial statements, financial position or operating results of the Company and other material inside information, shall buy, sell, offer for purchase, or offer for sale, or solicit others to buy, sell, offer, offer for purchase, or offer for sale of shares or other securities (if any) of the Company, whether directly or indirectly, in the period before financial statements or financial status and operating results of the Company are published until the Company discloses the information to the public itself. The Company will notify directors and executives to refrain from doing the above transactions in writing at least 30 days prior to the public disclosure and it may take at least twenty-four hours after disclosure to the public to able to perform the above actions.

4. No directors, executives, and employees of the Company and its subsidiaries, including persons who are presumed to know or possess inside information under the Securities Act, shall use the Company's and its subsidiaries' inside information that has or may have an impact on changes in a price of the Company's securities, which has not been disclosed to the public and which they have obtained in such position for buying, selling, offering for purchase, offering for sale, or soliciting others to buy, sell, offer for purchase, or offer for sale of shares or other securities (if any) of the Company, whether directly or indirectly and whether such actions are performed for the benefit of themselves or others, or disclose such facts to others to do so, whether for the benefit or not.

5. No directors, executives, employees of the Company and its subsidiaries, including persons who are presumed to know or possess inside information under the Securities Act, shall disclose the Company's and its subsidiaries' inside information or confidentiality, as well as confidential information of the Company's and its subsidiaries' business partners, that they have gained from their performance to third parties, regardless of damage to the Company, its subsidiaries or business partners.

6. Directors, executives, and employees of the Company and its subsidiaries, including persons who are presumed to know or possess inside information under the Securities Act, shall keep the Company's and its subsidiaries' confidentiality and/or inside information. No directors, executives, and employees of the Company and its subsidiaries, including persons who are presumed to know or possess inside information under the Securities Act, shall use the Company's and its subsidiaries' confidentiality and/or inside

information for other companies.

7. Directors, executives, and employees of the Company and its subsidiaries, including persons who are presumed to know or possess inside information under the Securities Act, shall comply with the insider information usage guidelines under the Securities Act and the Public Limited Companies Act including other relevant rules.

(3) Anti-Corruption

The Company established a written anti-corruption policy and process as a clear guideline to be a good example and raise awareness and communicate with performance of duties in good faith with sustainability.

The Company expressed its intention to join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) and was certified as a member of the project on August 21, 2018. and was renewed to be certified as a member of the Thai Private Sector Collective Action Coalition (CAC) on June 30, 2021, as well as encouraged all 7 subsidiaries to apply for membership in the CAC and self-assessment forms was submitted to the CAC in December 2021. In addition, The Company operates in accordance with the anti-corruption policy as follows:

(1) The Company communicates to its directors, executives and employees by requiring that every process operation is strictly within the scope of the law, or an error or mistake during the operating process occurs due to negligence or unawareness, it shall be punished by a public sector without lobbying.

(2) The Company provides a reporting channel if any violations of the policies or corruption acts are found and set measures to protect a whistleblower.

The Company discloses details of the policies and actions to prevent involvement with corruption on the Company's website <https://zengroup.co.th/> under the topic of Corporate Governance.

The Company has provided training to employees to provide them with knowledge about policies and practices. in anti-corruption of the company There is regular internal training in the organization.

(4) Whistleblowing

The Company places importance on good corporate governance by providing opportunities for its employees and stakeholders to report if found a violation or abnormal operation, such as corruption, non-compliance with rules or regulations stipulated by law, the Company's policies and Articles of Association, the

Code of Conduct, and ethics and anti-corruption policy, through the established channels to carry out an inspection in accordance with the processes specified in the “Complaints and Whistleblowing Policy” and report to the Audit Committee and the Board of Directors. In addition, the information to contact a whistleblower is clearly provided by disclosing processes and channels on the Company’s website.

For whistleblowers to ensure that reporting or providing information or whistleblowing will not cause damage to them, the Company sets up a mechanism for protection and mitigation of damages to those who report or provide information of violations.

In 2021, there are one complaint through the whistleblowing system that allows third parties and employees to report about offenders or violators arising from non-compliance with the laws, policies, regulations and ethics, as follows:

1. One case of whistleblowing complaint that has been completely investigated are divided into:
 - 1 cases of violation: It is a violation of company regulations.
 - non-violation case -
2. Damage and penalties
 - Damage Amount - none -
 - Penalty
 - Verbal notice 1 person

All related parties shall take the whistleblowing complaints that have arisen to set a control point in order to improve operation efficiency. The Internal Audit Department shall assess efficiency and effectiveness of risk assessment and internal control and report to the Audit and Corporate Governance Committee regularly. In addition, senior executives also build a corporate culture, raise awareness of employees, and act as a good example.

Whistleblower Policy

Of

Zen Corporation Group Public Company Limited and Its Subsidiaries

Complainant

1. A person who has seen or known about directors, executives, employees and employees of Zen Corporation Group Public Company Limited ("the Company") and its subsidiaries acting of dishonesty or misrepresenting benefits, violating the law, human rights violation, Non-compliance

rules, Articles of Association and regulations of the Company and its subsidiaries or the Code of Business Conduct of the Company and its subsidiaries.

2. A person who has been treated unfairly, bullied, threatened, or discriminated against by wrongful acts.

Complaint recipient

1. Director of Internal Audit (email: internalaudit@Zengroup.co.th)
2. Company Secretary (email: corporatesecretary@Zengroup.co.th)
3. Audit and Corporate Governance Committee (email: auditcom@Zengroup.co.th)

Complaint channels

Complaints can be made to one of the complaint recipient of the complaint with the following channels:

1. Through the Email Address of a complaint recipient
2. Made in a letter to a complaint recipient
3. In the event that the complainant chooses not to disclose their name, the complainant shall specify sufficient details, facts or evidence to show that there are reasonable grounds to believe that the act is a fraud or has disrupted benefit, an act in violation of the law, rules, and regulations of the Company and its subsidiaries or unethical business conduct of the Company and its subsidiaries.

In this regard, the complaint shall be regarded as the highest confidentiality, and the complainant can make more than one complaint and do not need to reveal his/her identity. However, if the complainant discloses himself/herself, the Company will be able to report the operation or additional details regarding the complaint.

Investigation Process

1. The person receiving the complaint submits the matter that has been received to the Investigation Committee, which consists of the Human Resource Manager, the Internal Audit Department Manager, and the Legal Manager.
2. The Investigation Committee shall investigate and gather facts or may assign an appropriate person or department to carry out the investigation.
3. The Investigation Committee or an assigned person may invite any staff and employee to provide information or may request any relevant documents for investigation.
4. If it is found to be true, the Investigation Committee will propose the matter with comments and specify guidelines for proper, appropriate, and fair practices to the authorized persons as follows:

- In the event that a complaint is a matter of fraud or disruption of interest, it shall be proposed with comments and guidelines to the Internal Audit Department Director for consideration.
- In the event that a complaint is a matter of violation of laws, it shall be proposed with comments and guidelines to the Legal Director for consideration.
- In the event that a complaint is a matter of violation of the rules, regulations, or business ethics of the Company and its subsidiaries, it shall be proposed with comments and guidelines to the Compensation and Welfare Management for consideration. For offenses relating to business ethics, the Chief Executive Officer shall prescribe procedures/methods/any other measures to prevent repeat offences.
- In the event that a complaint is an important issue such as affecting the reputation, image or financial status of the Company and its subsidiaries, or conflicting with the Company's and its subsidiaries' business policies or relating to high-level executives, for example, it shall be proposed to the Audit and Corporate Governance Committee or the Board of Directors for consideration.
- In the event that a complaint causes damage to any person, appropriate and fair mitigation to the suffered person shall be provided.

Protection for complainants

1. A complainant may choose not to reveal himself or herself if he or she deems that disclosure may cause damage to himself or herself, but he or she shall provide sufficiently clear details of the facts or evidence to show that there are reasonable grounds to believe that the act is a fraud or has disrupted benefit, an act in violation of the law, rules, and regulations of the Company and its subsidiaries or unethical business conduct of the Company and its subsidiaries.
2. For related information, the Company shall treat it as confidential and disclose as necessary with regard to the safety and damage of the complainant. The person responsible for the process shall keep the information in the highest level of confidentiality and not disclose it to others, and the violation is considered a disciplinary offense.
3. In the event that a complainant considers that he or she may not be safe or may suffer, the complainant may request the Company to set appropriate protection measures, or the Company may specify protective measures without the request of the complainant if the matter is likely to cause damage or insecurity.
4. Those who have suffered shall be mitigated by an appropriate and fair mean or process.

(5) Policy and guidelines for non-infringement of intellectual property or copyright

The Group is aware of the importance of intellectual property and copyrights, whether they belong to the Group or third parties, and conducts prevention of any infringement of intellectual property, copyrights, trademarks, and service marks.

The Group has a registration policy in order to preserve the copyrights, trademarks, and service marks of the Group's restaurant brands and products in fully monitoring renewal.

In addition, the Group monitors infringement of copyrights, trademarks, and service marks from third parties, as well as preparing a guideline for employees to prevent infringement of the Group's intellectual property and copyrights, either for their own benefit or for others.

The Group has a policy of information security with the objective of conducting operations that are not contrary to the law, including non-infringement of intellectual property and copyrights. The Group also provides a system to prevent infringement: employees using the Company's information device or equipment cannot install additional programs other than those installed by the Company. In the event that an employee brings personal information devices, they shall first notify the IT team for inspection and shall register in writing. It must also be approved by the senior management of the IT team, and the devices shall be used with copyrighted software with correct antivirus software installed updated security, and current soft patches for the system. The Group's host will monitor the usage rights and copyrights, as well as a renewal in all systems.

In addition to intellectual rights and copyrights related to such technology, the Group established a guideline for all departments to prevent themselves from violating intellectual property rights and copyrights of others, whether music copyright or any other copyright, with a full renewal monitoring system in order to prevent any infringement of intellectual and copyright issues.

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

8.2.1 Sub-committee meeting 2021

Directors' Name	Position	Number of Attendance / Total Meetings				
		Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainability Development Committee	Executive Committee
1. Mr. Sakkanon Chirathivat	Vice Chairman of the Board of Directors/ Nomination and Remuneration Committee/ Risk Management Committee	-	3/3	3/3	-	-
2. Mr. Prawit Kijpaisalrattana	Independent Director/ Chairman of Audit and Corporate Governance Committee / Chairman of the Nomination and Remuneration Committee	8/8	3/3	-	-	-
3. Assoc.Prof.Dr. Wilert Puriwat	Independent Director/ Chairman of the Marketing and Sustainable	-	3/3	-	4/4	-

Directors' Name	Position	Number of Attendance / Total Meetings				
		Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainability Development Committee	Executive Committee
	Development Committee/ Nomination and Remuneration Committee					
4. Mrs. Jotika Savanananda ⁽¹⁾	Independent Director/ Member of Audit and Corporate Governance Committee / Nomination and Remuneration Committee	8/8	2/3	-	1/4	-
5. Mr. Chavalit Chindavanig	Independent Director/ Chairman of the Risk Management Committee / Member of Audit and Corporate Governance Committee	8/8	-	3/3	-	-
6. Mr. Boonyong Tansakul ⁽²⁾	Director / Chairman of the Executive Committee/ Risk	-	-	3/3	1/4	34/34

Directors' Name	Position	Number of Attendance / Total Meetings				
		Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainability Development Committee	Executive Committee
	Management Committee / Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer / (Acting) Chief Marketing Officer					
7. Miss Jomkwan Chirathivat	Director / Executive Director / Marketing and Sustainable Development Committee /Chief of Intellectual Property Management Group (Acting)	-	-	-	4/4	33/34
8. Mr. Chittapon Vivaddhanakasem	Director / Risk Management / Executive Director / Chief People Officer	-	-	3/3	-	34/34
9. Mr. Steven David Halliday ⁽³⁾	Director / Risk Management	-	-	2/3	-	-

Directors' Name	Position	Number of Attendance / Total Meetings				
		Audit and Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Marketing and Sustainability Development Committee	Executive Committee
10. Mr. Siruwat Chatchaval	Director / Executive Director / Marketing and Sustainable Development Committee / Chief Commercial Officer Thai Brand	-	-	-	3/4	32/34
11. Mrs. Yupaphan Ekasittikul ⁽⁴⁾	Executive Director / Chief Financial Officer / Executive of Subsidiaries	-	--	2/3	-	34/34
12. Mr.Pree Suvimolthirabutr ⁽⁵⁾	Executive Director /Chief Operations Officer	-	-	-	-	1/34

หมายเหตุ: ⁽¹⁾ Appointed as Nomination and Remuneration Committee by Board of Directors Meeting number 3/2021 on March 12, 2021 and Resigned from Marketing and Sustainable Development Committee since March 12, 2021

⁽²⁾ Resigned from Marketing and Sustainable Development Committee since March 12, 2021

⁽³⁾ Appointed as Risk Management Committee by Board of Directors Meeting number 6/2021 on August 13, 2021

⁽⁴⁾ Resigned from Risk Management Committee since March 12, 2021

⁽⁵⁾ Appointed as Executive Director Committee by Board of Directors Meeting number 9/2021 on December 14, 2021

8.2.2 Report on the performance of duties of the Board of Directors

The Board of Directors's 2021 Report

The Board of Directors of Zen Corporation Group Public Company Limited ("Board of Directors") realizes the importance of corporate governance and social responsibility to enhance and build the confidence of the shareholders, stakeholders, as well as the public. It also believes that compliance with corporate governance and social responsibility will benefit shareholders. To achieve the Company's vision, the Board of Directors shall comply with the law for the shareholders' and stakeholders' best interest.

The Board of Directors consists of eleven directors as follows:

- | | |
|-----------------------------------|---|
| 1. Mr. Paitoon Taveebhol | Chairman of the Board of Directors / Independent Director |
| 2. Mr. Sakkanon Chirathivat | Vice Chairman of the Board of Directors/ Nomination and Remuneration Committee/ Risk Management Committee |
| 3. Mr. Prawit Kijpaisalrattana | Independent Director/ Chairman of the Audit and Corporate Governance Committee/ Chairman of the Nomination and Remuneration Committee |
| 4. Assoc.Prof. Dr. Wilert Puriwat | Independent Director/ Chairman of the Marketing and Sustainable Development Committee / Nomination and Remuneration Committee |
| 5. Mrs. Jotika Savanananda | Independent Director/ Audit and Corporate Governance Committee/ Marketing and Sustainable Development Committee |
| 6. Mr. Chavalit Chindavanig | Independent Director/ Audit and Corporate Governance Committee/ Chairman of the Risk Management Committee |
| 7. Mr. Steven David Halliday | Director / Risk Management Committee |
| 8. Mr. Boonyong Tansakul | Director / Chairman of the Executive Committee / Risk Management Committee / Chief Executive Officer |
| 9. Miss Jomkwan Chirathivat | Director / Executive Director / Marketing and Sustainable Development Committee |
| 10. Mr. Chittapon Vivaddhanakasem | Director/ Executive Director / Risk Management |
| 11. Mr. Siruwat Chatchaval | Director / Executive Director / Marketing and Sustainable Development Committee |

For the year 2021, the Board of Directors held a total of 9 meetings and 2 of non-executive directors meetings in order to approve policies and operating directions proposed by the management, as well as to supervise the management to comply with the aforementioned visions, missions, policies, strategies and financial goals to increase economic value to the shareholders by taking into account all stakeholders and

complied with the objectives and regulations stipulated by the law, as well as the resolutions of the shareholders' meeting. The key performances can be summarized as follows:

1. Management under the Covid-19 Pandemic

- The Group has provided employees of its subsidiaries both working at the office and at the branch to receive vaccination. All branch employees who have been vaccinated will wear a ZEN GROUP WE ARE VACCINATED badge while serving their customers to symbolize and gain customer trust;
- All restaurant brands under the Group have been certified with "SHA Plus" (Amazing Thailand Safety & Health Administration) symbol from the Ministry of Tourism and Sports by the Tourism Authority of Thailand (TAT), Ministry of Public Health by Hygiene by Department of Disease Control and Department of Health Department of Health Service Support, and government and private authorities in the tourism industry. This helps in building consumer confidence in using the Group's restaurant services;
- The Group started to establish branches in the form of Cloud Kitchen to strengthen business expansion through delivery channels. The aim is to expand service points and reduce the risk of restaurant closures during the COVID-19 pandemic.

2. Determination of Strategies, Policies and Supervision of the Company's Operations

- Approve strategic plans, annual business plans and annual budgets, and jointly formulate important short- and long-term policies and strategies, and closely monitor the Company's performance and financial status, especially during the COVID-19 pandemic. This is in order to comply with the Company's business plans and budget, as well as to monitor the adequacy of the Company's financial liquidity and debt serviceability for long-term business continuity;
- Approve the changes in the organizational structure and approve the appointment of persons to hold the executive positions of the subsidiaries with the employee development plan and the succession plan of the executives;
- Received 3 awards in "Thailand Franchise Award 2021" event from the Department of Business Development, Ministry of Commerce. Khiang brand received Franchise Shining Star award, Tummour brand received 2 awards, Best Thai Food Franchise and Best Large Thai Franchise. This represents the quality standard of franchise business management of the Group.

3. Review and Approval of Quarterly and Annual Financial Statements

- Approve the quarterly and annual financial statements before submission to shareholders for consideration, including ensuring the preparation of accounts and keeping accounts and

related documents. The Group also uses appropriate and efficient accounting system, as well as the disclosure of information in accordance with Thai Financial Reporting Standards (TFRS) set by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King and standards set by the Securities and Exchange Commission and the Stock Exchange of Thailand.

4. Corporate Risk Management and Internal Control

- Provide adequate and effective risk management processes, internal control systems and internal audit systems, as well as providing an assessment of the appropriateness of the Company's and its subsidiaries' internal control systems.

5. Sustainable Development and Environment

- Promote sustainable development by defining sustainability issues to be addressed, setting goals, formulating action plans, measuring and reporting;
- Promote environmental action by establishing an environmental policy both within the offices and at the branches, including switching to environmentally friendly packaging;
- To be selected as "Sustainability Stock" or Thailand Sustainability Investment (THSI) 2021 from the Stock Exchange of Thailand. This is a result of our commitment in developing business operations towards sustainable growth, balancing business practices, responsibility to stakeholders as well as environment, society and governance;

6. Good Corporate Governance and Anti-Corruption

- Prepare good corporate governance practices for directors, executives and employees of the Company, including signing, acknowledging and confirming compliance with the Company's good corporate governance policy;
- Transfer the corporate governance oversight, which was previously under the supervision of the Marketing and Sustainable Development Committee to the Audit Committee as it is related to corporate governance and internal control. The name of the Audit Committee was changed to the Audit and Corporate Governance Committee;
- Review the good corporate governance policy, code of conduct and social responsibility policy; approve the amendment of the good corporate governance policy to be in line with the good corporate governance principles for listed companies, including screening and ensuring that the Company and its subsidiaries comply with the good corporate governance policy, code of conduct and anti-corruption policy;

- Received the corporate governance (CG) rating of “Excellent” or 5 stars in 2021 from the Thai Institute of Directors (IOD);
- Received a full score of 100 in quality assessment in the 2021 Annual General Meeting of Shareholders from the Thai Investors Association;
- The Company was renewed its certification as a member of the Thai Private Sector Collective Action Against Corruption (CAC) on June 30, 2021 and encouraged all 7 subsidiaries to apply for membership of CAC, including submitting the Anti-Corruption Self-Assessment to the CAC in December 2021.

7. Compliance with Securities Laws, SET Regulations or Related Laws

- Supervise the management and operations of the Company and its subsidiaries in accordance with the Company's policies, securities laws, as well as notifications, regulations and other relevant rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. This includes disclosing appropriate information to shareholders and the general public.

8. Review of the Board of Directors' Charter and Sub-Committees' Charter, Performance Assessment of the Board of Directors as a committee and an individual basis, and Performance Appraisal of Chief Executive Officer

- Consider and review the Board of Directors' Charter and the Sub-Committees' Charter by considering and approving the amendments to the Audit and Corporate Governance Committee Charter and the Marketing and Sustainable Development Committee's Charter to be in line with the transfer of powers and duties of the Corporate Governance of Sub-Committees of the Company;
- Performance appraisal and determination of remuneration of the Chief Executive Officer;
- Performance assessment of the Board of Directors using self-assessment as a committee and an individual basis for consideration and review of results, problems and obstacles. The results are used to develop and improve various operating aspects. In 2021, assessment score as a committee was 3.8 and the assessment score on an individual basis was 3.9 out of a full score of 4.

The Board of Directors focus on good corporate governance and social and environmental responsibilities and committed to develop the organization for sustainable growth in order to build the confidence to shareholders and all stakeholders

(Mr. Paitoon Taveebhol)

Chairman of the Board of Directors

Zen Corporation Group Public Company Limited

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

1. Audit and Corporate Governance Committee

Report of the Audit and Corporate Governance Committee 2021

Dear Shareholders

The Audit and Corporate Governance Committee of ZEN Corporation Group Public Company Limited comprises of 3 knowledgeable independent directors as follow:

Mr. Prawit Kijpaisalrattana	Chairman of the Audit and Corporate Governance Committee
Mrs. Jotika Savanananda	Member of the Audit and Corporate Governance Committee
Mr. Chavalit Chindavanig	Member of the Audit and Corporate Governance Committee

The Audit and Corporate Governance Committee has fulfilled its duties and carried out all the responsibilities stipulated in the charter of the Audit and Corporate Governance Committee and as assigned by the Board of Directors without limitation in obtaining information for performing its duties. The Audit and Corporate Governance Committee focuses on the implementation of the principles of corporate governance in accordance with the rules and best practices set by the Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2021, the Audit and Corporate Governance Committee held 8 meeting, with all 3 members attending in every meeting. In these meetings, the Audit and Corporate Governance Committee discussed with the management team, auditor, risk management committee, and internal audit department in relevant matters. Its main activities can be summarized as follows:

- 1. Financial Report** To review the Company's quarterly and annual financial statements by taking into account the significant items, suitability of accounting policies used, disclosure of information supplementary to the financial statements, completeness and accuracy of the disclosure in the notes to financial statements and the auditor's observations. The Audit and Corporate Governance Committee requested for the auditor's opinion on the accuracy and completeness of the financial statements, disclosure of information, including adjusting important entries, in which the auditor gave a consistent opinion that the financial statements and financial disclosures were sufficient and appropriate in accordance with generally accepted accounting standards.
- 2. Internal Control and Risk Management** To review the internal control system and corporate governance to ensure that the Company's operations achieved the objectives. The Audit and Corporate Governance Committee continuously reviewed both the audit and also the reports

of the internal audit department of the Company, which were continuously followed up and reviewed. The suggestions on internal control system can be used by the management to prevent such events from recurring. This reasonably ensures that the Company has a good and sufficient internal control system in order for identifying weaknesses and significantly preventing fraud or unusual operations.

3. **Anti-Corruption Supervision** The Audit and Corporate Governance Committee recognizes the importance of corporate compliance and reviewing the anti-fraud and corruption guidelines by supervising the expansion of the anti-fraud and corruption practices of the management to its subsidiaries and trading partners to create a balance such as application to be a member of the Thai Private Sector Collective Action Coalition Against Corruption of Subsidiaries; and the guidelines for accepting and giving gifts.

On 21 August 2018, Thailand's Private Sector Collective Action Coalition Against Corruption had a resolution to approve ZEN Corporation Group Public Company Limited as its member. and on June 30, 2021, the membership of the Thai Private Sector Collective Action Coalition against Corruption has been renewed for the 1st time.

4. **Internal Audit Supervision** The Audit and Corporate Governance Committee reviewed the scope of operation, duties, responsibilities, personnel adequacy, personnel knowledge and competency development, and also supervised the internal audit to ensure that the internal audit activity and the role as a consultant of the internal audit department regarding internal control systems, risk management systems and corporate governance are independent, effective and efficient. In addition, the Audit Committee also approved the internal audit plan for the year 2022, which was established in accordance with the strategic direction of the Company and was risk-based by focusing on auditing the effectiveness of operations which were the important preventive control points, as well as the anti-corruption investigation.
5. **Compliance with Rules and Regulations** The Audit and Corporate Governance Committee reviewed the operations of the company to be in accordance with the Securities and Exchange Act, rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and other laws related to the Company's businesses. The Audit and Corporate Governance Committee gave an opinion that the Company strictly complied with the said laws and regulations.
6. **Connected Transactions or Potential Conflicts of Interest** The Audit and Corporate Governance Committee reviewed, supervised, and gave an opinion on the connected transactions or potential conflicts of interest on a quarterly basis based on reasonability, transparency and adequate information disclosure for the best interest of the Company.

The Audit and Corporate Governance Committee gave an opinion that the management decided to make the aforementioned transaction for the benefit of the Company, as it normally did with external parties with normal trading conditions at a reasonable price and comparable to the reference price of the market in that business.

7. **Auditor** The Audit and Corporate Governance Committee selected, appointed and proposed the remuneration of the auditor for the year 2022 by considering the qualifications of the auditor, skills, knowledge, abilities and experience in auditing, independence of the auditor in accordance with the ethics of accounting professionals and the requirements of the Securities and Exchange Commission, the quality of auditing work for the past year and the appropriateness of audit fees. The Audit Committee therefore had a resolution to propose to the Board of Directors for approval in the shareholders' meeting to appoint an auditor from KPMG Phoomchai Audit Company Limited as an auditor for the year 2022.
8. **Self-assessment** The Audit and Corporate Governance Committee evaluated its performance using self-assessment as group or as individual according to the guidelines of the Stock Exchange of Thailand. The results showed that the Audit and Corporate Governance Committee performed its duties and responsibilities as specified in the Audit and Corporate Governance Committee Charter by adhering to the accuracy, prudence, transparency, sufficient independence and fairness without restrictions on access to information from executives, employees and relevant parties, as well as providing constructive comments and suggestions for the equal benefit of all stakeholders.

In conclusion, the Audit and Corporate Governance Committee has overall opinion that the Board of Directors, the Executive Committee, and the management of the Company have ethics and a commitment to perform their duties in order to achieve the Company's goals with quality, professionalism, keeping up with the changes by attaching great importance to operations under an efficient, transparent corporate governance system. In addition, the Company has concise, sufficient and appropriate risk management and internal control systems.

(Mr. Prawit Kijpaisalrattana)

Chairman of the Audit and Corporate Governance Committee
Zen Corporation Group Public Company Limited

2. Risk Management Committee

Report of the Risk Management Committee Year 2021

The Board of Directors of Zen Corporation Group Public Company Limited emphasis on risk management in both the formulation process, strategy, and driving performance. The Risk Management Committee overseeing the risk management of Zen Corporation Group Public Company Limited and its subsidiaries to be in accordance with the strategic plan, set operational goals, supervise and control the risk management to be efficient and effective

Risk Management Committee as of December 31, 2021 consists of

- | | |
|----------------------------------|---|
| 1. Mr. Chavalit Chindavanig | Chairman of the Risk Management Committee |
| 2. Mr. Sakkanon Chirathivat | Risk Management Committee |
| 3. Mr. Boonyong Tansakul | Risk Management Committee |
| 4. Mr. Chittapon Vivaddhanakasem | Risk Management Committee |
| 5. Mr. Steven David Halliday | Risk Management Committee |

In performing its duties for the year 2021, the Risk Management Committee has fully performed its duties and responsibilities as assigned. Three meetings of the Risk Management Committee were held. A summary of the key activities in 2021 is as follows:

1. Formulation of Strategic Plans and Policies related to Risk Management

- Determine risk management strategies and policies, including issues and scope of organizational risks, likelihood, impacts for the entire organization which include
 - Strategy/Financial Risk
 - Operation Risk/Infrastructure Risk
 - Reputation/Compliance Risk
 - Market Risk

This includes the social risks posed by the COVID-19 pandemic, which directly affect businesses and the risks of corruption;

- Determine appropriate risk management guidelines for business operations that are consistent with the implementation of strategies, business operations and business plans to continuously support risk management throughout the organization.

2. Organizational Risk Management, Monitoring and Feedback

- Consider risk management plans and corporate risks, risk management during the COVID-19 pandemic. Appropriate action measures are set in terms of marketing, personnel management and other management under the notifications of government authorities;

- Monitor and review the implementation of risk management plans at the corporate level, risk assessment; provide recommendations and improve risk management plans suitable for the business operations of the Company and its subsidiaries.
3. **Consideration and Review of the Policy and the Risk Management Committee's Charter**
- Consider and review the adequacy of the Risk Management Committee's charter and risk management policy to be submitted to the Board of Directors for consideration and opinions. In 2021, there was no amendment to both the Risk Management Committee's charter and the risk management policy because the current version of charter is complete and appropriate.
4. **Reporting to the Board of Directors**
- The Risk Management Committee held the meetings with the Audit Committee at least twice a year to report a summary of risk management results, as well as to discuss issues and manage risks on important topics;
 - Periodically report on risk management to the Board of Directors of all corporate risks, including key issues deemed necessary to report to the Board of Directors on an ongoing and regular basis.

The Risk Management Committee is confident that the company's risk management, both in normal conditions and in the case of the Covid-19 epidemic, is continuous and effective in consistent with the principles and guidelines for good corporate governance including sufficient internal control systems and suitable for business and compliance with legal and regulations related to business operations correctly and completely.

(Mr. Chavalit Chindavanig)

Chairman of the Risk Management Committee

ZEN Corporation Group Public Company Limited

3. Nomination and Remuneration Committee

Report of the Nomination and Remuneration Committee 2021

The Board of Directors of Zen Corporation Group Public Company Limited has appointed the Nomination and Remuneration Committee in accordance with good corporate governance guidelines of listed companies. The members of the Committee have sufficient experience and ability, including knowledge of corporate governance, fully understand their duties and responsibilities and are able to devote sufficient time to perform their duties in order to achieve the Nomination and Remuneration Committee's objectives.

In the year 2021, the Nomination and Remuneration Committee of Zen Corporation Group Public Company Limited consists of 4 members as follows:

- | | | |
|----|-------------------------------|---|
| 1. | Mr. Prawit Kijpaisalrattana | Chairman of the Nomination and Remuneration Committee
(Independent Director) |
| 2. | Assoc.Prof.Dr. Wilert Puriwat | Nomination and Remuneration Committee (Independent
Director) |
| 3. | Mrs. Jotika Savanananda | Nomination and Remuneration Committee (Independent
Director) |
| 4. | Mr. Sakkanon Chirathivat | Nomination and Remuneration Committee |

The Nomination and Remuneration Committee perform duties according to their responsibility in considering the criteria and guidelines of the recruitment process as well as determining suitable remuneration for the Company's directors and sub-committee members for presentation to the Board of Directors meeting to consider and approve before proposing to the shareholders for approval on an annual basis including considering the remuneration of the top management of the company for presentation to the Board of Directors meeting for approval.

In the year 2021, the Nomination and Remuneration Committee completed the duties and responsibilities according to the specified framework by organizing a total of 3 meetings and the summary of key points of the meeting are as follows:

1. Consideration of the Goals and Annual Performance Appraisal of the Company and the Chief Executive Officer

- Appraise the Chief Executive Officer's annual performance and submit to the Board of Directors for approval;
- Consider and approve the Corporate KPIs, as well as appraise the corporate's annual performance and submit to the Board of Directors for approval.

2. Consideration of Remuneration Budget of Directors, Chief Executive Officer and Employees of the Company

- Consider and submit the remuneration structure for the Board of Directors and the Company's sub-committees, both monetary and non-monetary, including meeting allowances, salaries, bonuses, shares and other related benefits in accordance with strategies, goals and performance of the Company, comparable remuneration to other companies in the same industry, for submission to the Board of Directors for consideration before proposing to the shareholders' meeting for further approval;
 - Consider the appropriate annual salary increase and bonus budgets of the Company and its subsidiaries based on the turnover of the Company and its subsidiaries and industry standards of the same type for submission to the Board of Directors for approval;
 - Consider the annual adjustment of the Chief Executive Officer's remuneration and reward for submission to the Board of Directors for approval;
 - Consider the employee compensation policy based on the Company's performance both in the short-term and long-term.
3. **Determination of Qualifications and Nomination of Directors and top Executives**
- Consider the policy on selection of directors and top executives;
 - Nominate and consider a qualified person to be a director of the Company to replace the one who retires by rotation to submit to the Board of Directors before submission to the 2021 Annual General Meeting of Shareholders for further consideration and appointment of a director;
 - Consider and nominate a qualified person or director to hold a position in a sub-committee to submit to the Board of Directors for consideration and appointment of a sub-committee.
4. **Consider the Improvement of Organizational Structure:** Consider and approve the improvement of the organizational chart of the Company and its subsidiaries for more flexible and efficient management.
5. **Consider the succession plan of the Chief Executive Officer and senior management** Including follow up the progress of the work to be carried out as planned.
6. **Review the Nomination and Remuneration Committee Charter** for the year 2021; there was no amendment since the current Charter is complete and appropriate.

The Nomination and Remuneration Committee has performed their duties as assigned with care, prudence and transparency and has adhered to the principles of good corporate governance for the best interests of shareholders, investors and all stakeholders.

(Mr. Prawit Kijpaisalrattana)

Chairman of the Nomination and Remuneration Committee

ZEN Corporation Group Public Company Limited

4. Marketing and Sustainable Development Committee

Report of the Marketing and Sustainable Development Committee 2021

The Board of Directors of Zen Corporation Group Public Company Limited determines that the company conducts business under the code of conduct and corporate governance policy and adheres to the principles of continuous sustainable development. The Marketing and Sustainable Development Committee is responsible for proposing and considering the policy, supervising and following-up the work plan to be implemented throughout the organization.

The Marketing and Sustainable Development Committee consists of 3 directors as follows:

1. Assoc.Prof.Dr. Wilert Puriwat Chairman of the Marketing and Sustainable Development Committee
2. Miss Jomkwan Chirathivat Member of Marketing and Sustainable Development Committee
3. Mr. Siruwat Chatchaval Member of Marketing and Sustainable Development Committee

In performing the duties for the year 2021, the Marketing and Sustainable Development Committee held a total of 4 meetings to follow up the operations and perform the duties as specified and report the meeting results to the Board of Directors with the key points summarized as follows:

1. Marketing

- Determine the marketing policy of the Company and its subsidiaries and consider and screen the strategic marketing plan for submission to the Board of Directors;
- Determine the brand development policy and set the direction for developing strategies for all brands of the Company and its subsidiaries;
- Give advice to the Board of Directors on marketing, social responsibility and sustainable development.

2. Sustainable Development, Social and Environmental Responsibility

- Consider the environmental, social and governance (ESG) action guidelines;
- Consider the sustainability report to be disclosed in the Company's annual report;

- Report on sustainability performance to the Board of Directors;
- Determine sustainable development policies and environmental policies of the Company and its subsidiaries for submission to the Board of Directors for approval;
- Review the social responsibility policy and submit it for approval from the Board of Directors. In 2021, there was no amendment because the current version is complete and appropriate and in accordance with the guidelines of the Securities and Exchange Commission and the Stock Exchange of Thailand.

3. Amendments to the Charter and Performance Assessment of the Marketing and Sustainable Development Committee, as a committee and on an individual basis

- Consider and amend the Marketing and Sustainable Development Committee's Charter for submission to the Board of Directors for approval;
- Performance assessment of the Marketing and Sustainable Development Committee using self-assessment method as a committee and on an individual basis to consider and review the results, problems and obstacles. The results are used to develop and improve various operating aspects. In 2021, assessment score as a committee was 3.8 and the assessment score on an individual basis was 3.8 out of a full score of 4.

The Marketing and Sustainable Development Committee adheres to develop the operations of the organization in accordance with the good corporate governance policy and strictly with business code of conduct including emphasis on marketing development to sustain the business in order to build confidence to shareholders and all stakeholders which will contribute to the sustainable growth of the organization.

(Assoc. Prof. Dr. Wilert Puriwat)

Chairman of the Marketing and Sustainable Development Committee
ZEN Corporation Group Public Company Limited

5. Executive Committee

Report of the Executive Committee 2021

The Board of Directors of Zen Corporation Group Public Company Limited has appointed the Executive Committee to ensure manage and oversee business operations of Zen Corporation Group Public Company Limited and its subsidiaries to be in accordance with strategies, policies, and procedures and core values of the Company and its subsidiaries .

The Executive Committee as of 31 December 2021 consists of

- | | |
|---------------------------------|---|
| 1. Mr. Boonyong Tansakul | Chairman of the Executive Committee / Chief Executive Officer |
| 2. Mrs. Yupaphan Ekasittikul | Executive Committee / Chief Financial Officer |
| 3. Miss Jomkwan Chirathivat | Executive Committee /Chief of Intellectual Property Management Group (Acting) |
| 4. Mr.Chittapon Vivaddhanakasem | Executive Committee / Chief People Officer |
| 5. Mr. Siruwat Chatchaval | Executive Committee / Chief Commercial Officer_Thai Brand |
| 6. Mr.Pree Suvimolthirabutr | Executive Committee / Chief Operations Officer/ Head of Investor Relations |

In the year 2021, the Executive Committee performed the duties and responsibilities according to the specified framework by organizing a total of 34 meetings and with the summary of key points of the meetings as follows:

1. Strategy Formulation

- Consider and formulate the business strategy plan and financial goals (both short-term, medium-term and long-term), including the budget for the year 2022 for submission to the Board of Directors.

2. Management and Supervision of the Company's Operations

- Approve matters related to the business of the Company and its subsidiaries. During the COVID-19 crisis, meetings are held on a weekly basis to closely supervise the administration and resolve issues in a timely manner;
- Screen all types of work submitted to the Board of Directors for consideration, except those that are under the responsibility and/or the authority of other sub-committees of the Company responsible for screening before direct submission to the Board of Directors;

- Monitor the performance and progress of investment projects of each business and report results including problems or obstacles observed and guidelines for improvement to the Board of Directors;
- Consider the profits and losses of the Company and its subsidiaries and consider the payment or non-payment of dividends of the subsidiaries for submission to the Board of Directors.

3. Policy Formulation

- Determine management policies of the Company and its subsidiaries and appoint and transfer executives of each business base on the current business operations, including considering manpower plans.

4. Review of the Executive Committee's Charter and Performance Assessment of the Executive Committee as a committee and on an individual basis

- Review the Executive Committee's Charter. In 2021, there was no amendment as the current charter is complete and appropriate;
- Performance assessment of the Executive Committee using self-assessment method as a committee and on an individual basis to consider and review the results, problems and obstacles. The results are used to develop and improve various operating aspects. In 2021, assessment score as a committee was 3.5 and the assessment score on an individual basis was 3.5 out of a full score of 4.

5. Reporting

- Regularly report to the Board of Directors the activities carried out by the Executive Committee within the scope of the Executive Committee's powers and duties, including any other necessary and appropriate matters to be submitted to the Board of Directors for acknowledgment.

The Executive Committee has performed duties as assigned by the Board of Directors by using their knowledge and competence in performing their duties prudently, carefully and reasonably to the best of their abilities by considering the best interests of the company, shareholders and all stakeholders. In addition, the Company adheres to the principles of good corporate governance for the organization to be effective and sustainable.

(Mr. Boonyong Tansakul)

Chairman of the Executive Committee

ZEN Corporation Group Public Company Limited

9. Internal Control and Connected Transactions

9.1 Internal control

9.1.1 Opinions of the Board of Directors on the internal control system

The Board of Directors realizes the importance of a good internal control system, and it is important to ensure that the Group has a suitable and adequate internal control system to oversee operations in accordance with the goals, objectives, laws, and relevant requirements effectively, as well as to prevent and manage risks or damages that may happen to the Group and its stakeholders, protect assets from corruption, and prepare accurate and reliable accounting and financial reports with complete, adequate, and timely disclosure of information.

At the Board of Directors meeting No.9 / 2021 on December 14, 2021, where members of Audit and Corporate Governance Committee attended, the Board of Directors considered and assessed the adequacy of the internal control system by inquiring information from the Company's management. The Board of Directors considered the Company's internal control system in five areas in accordance with the guidelines of the Committee of Sponsoring Organizations of Treadway Commission (COSO), which consisted of:

- (1) Control Environment
- (2) Risk Assessment
- (3) Control Activities
- (4) Information and Communication System
- (5) Monitoring Activities

The Board of Directors is of the opinion that the Company's internal control system is adequate, appropriate, and consistent with the adequacy assessment form of the SEC's internal control system. The Company provides sufficient personnel to operate the system efficiently. In addition, there is an internal control system for monitoring, controlling, and supervising operations of the Company's subsidiaries so that the Company's assets can be prevented from improper or unauthorized use. This includes transactions with persons who may have conflicts and connected persons. For internal control in other areas, the Board of Directors is of the opinion that the Company also has adequate internal control, and the adequacy assessment form of the Company's internal control system has been approved. The Company summarized the details of the adequacy assessment of the internal control system in the adequacy assessment form as follows:

(1) Control Environment

The Company has an appropriate control environment as follows:

- The Board of Directors is independent of the management and is knowledgeable and expert in the business, with charters of the Board of Directors and Sub-Committees, such as the Audit and Corporate Governance Committee Charter, the Nomination and Remuneration Committee Charter, the Risk Management Committee Charter, and the Executive Committee Charter, in order to perform the duties of the Board of Directors with efficiency, effectiveness, fairness and in accordance with the Company's good corporate governance guidelines, as well as having a process for recruiting and considering qualifications of directors and the Chief Executive Officer under supervision of the Nomination and Remuneration Committee before proposing to the Board of Directors for approval and appointment;
- The Code of Conduct, the principles of corporate governance, and anti-corruption measures are stipulated in writing, as well as communication to directors, executives, employees through various training courses and online media, and third parties
- Follow-up and evaluation of the performance in accordance with the Company's Code of Conduct are provided, which allows executives and employees to complete an annual assessment online;
- Clear, measurable business goals are set, which include training courses. The annual training plan is also determined to develop personnel in accordance with the Company's business strategies, which includes incentives and activities organized to relieve the pressure on employees. In addition, the organizational chart has been modified to comply with the corporate policy, business competition, and current situations. A succession plan is set for key positions for senior executives, which includes career plans and potential development plans in order to continue business operations;
- The Company has been assessed by external agencies and certified for participation in the Private Sector Collective Action against Corruption (CAC) since 2018, and in 2021, the membership of the Thai Private Sector Collective Action Coalition Against Corruption has been renewed for the first time. and it is required to apply for certification every three years as the Company conducts a fraud risk assessment, as well as improving the Company's operating processes to be efficient and have adequate internal control.

(2) Risk Assessment

The Company conducts risk assessments in accordance with the COSO ERM 2017 International Risk Management Framework and identifies corporate risk factors as detailed in "Risk Factors". The overall performance of risk assessment is as follows:

- The Company complies with generally accepted accounting principles and has been certified in accordance with a written report of the Certified Public Accountant and it ensures that the transactions in the financial reports are true and complete in all material parts, showing the rights or obligations of the Company accurately, with an appropriate value, and complete and accurate information.
- Risk management is supervised by the Risk Management Committee, which is responsible for reviewing and assessing risks in both internal and external factors, including fraud risks, and follow up action plans to manage risks at both corporate and departmental levels;
- Employees are communicated with knowledge and understanding of risks through training courses and placing importance on a new law that affects operations, such as the Personal Data Protection Act B.E. 2562 (2019). Outside consultants are invited to educate directors, management and relevant employees in order to raise awareness of the importance and lead to improvement of relevant operational processes to ensure legal compliance.
- Corporate Strategy Department assesses changes in business models that may affect business operations, in order to adapt organizational strategies and goals to changing environment by assessing relevant factors, researching and following up on information such as movements of other entrepreneurs in the same type of business and the economy at both the macro and micro levels in order to assess the risks that may affect the Company.
- As the Company realizes the importance of changing corporate leaders, the Nomination and Remuneration Committee is responsible for recruiting qualified persons and stipulating a succession plan for senior executives, especially the Chief Executive Officer, to ensure business continuity.

(3) Control Activities

The Company controls its operations to be effective in order to reduce the risks to an acceptable level with the following important control standards:

- Policy and procedures to support appropriate internal controls are established, which cover important processes such as procedures for dealing with major shareholders, directors, executives or those related to such persons, as well as process of approving transactions such as finance, purchasing and general administration, including appropriate separation of duties;
- Policy and measures against corruption, conflict of interest management, and connected transactions are established as guidelines for operations of the Company's personnel, as well as for communication with partners and stakeholders through the Company's intranet system and website.

(4) Information and Communication System

The Company has an efficient information and communication system as follows:

- The Board of Directors establishes a policy and practice of confidentiality to maintain trust, integrity, and availability of information, including management of market-sensitive information, as well as to supervise directors, senior executives and employees, and relevant third parties to adhere to an information security system:
- The Company effectively manages important information, including financial information and other information, with a system to communicate the information sufficiently and promptly in order for the Board of Directors to make effective decision-making. The Board of Directors is communicated prior to the meeting date in advance for the period specified by the law. In the previous year, there has been a significant event, the COVID-19 pandemic, where the Management Division acted in a crisis and reported to the Board of Directors in a timely manner and communicated to employees and third parties to acknowledge correct information through appropriate channels and timely:
- The Company provides internal and external communication channels through the Company's intranet system and website in order that interested parties to receive the Company's news and information, including channels for reporting information or complaints such as fraud, ethical violations, and non-compliance with the Company's regulations:
- In terms of data security, the Company stores important documents systematically and categorically and establishes a plan to develop more electronic document storage in order to

search for documents as quickly as possible, prevent loss of documents, and reduce storage of papers.

(5) Monitoring Activities

The Company has an efficient, adequate and appropriate monitoring system as follows:

- Performance has been monitored to meet business goals through the Board of Directors meeting 9 times in the past year. In the event that the performance differs from the goal set, the Company determines to fix it within a reasonable period of time, with supervisors to monitor the progress and report to the management on a regular basis through the Management's meeting;
- The internal control system is regularly audited by the Internal Audit Department, which has a direct reporting line to the Audit and Corporate Governance Committee and the internal auditors are encouraged to continually improve their operations according to international standards;
- Policy and communication channels are provided for the management to report to the Audit and Corporate Governance Committee and the Board of Directors in a timely manner according to "Anti-Corruption Measures" in case of fraud or suspicion of fraud events or illegal practices and other unusual acts.

9.1.2 Internal control auditor s report to the internal control system

The Internal Audit Department is an independent unit within the Company and reports to the Audit and Corporate Governance Committee. It is responsible for auditing and assessing the adequacy of the Company's internal control system, both financially and non-financially. It also reviews compliance with rules and provides suggestions for development and improvement of the Company's operations to ensure that the Company complies with all relevant laws and regulations with good governance and internal control in order to achieve the organization's operational objectives.

The Internal Audit Department establishes an annual audit plan and a three-year long-term audit plan. The audit plan is in line with the risk assessment principles that affect operations of the Company and covers operational processes of the organization, which has been approved by the Audit and Corporate Governance Committee. The scope of the Internal Audit Department's work includes auditing, monitoring,

controlling, testing, reviewing and adequacy assessment, as well as efficiency of the Company's internal control system and quality of its operations in the following areas:

- Reliability of the internal control system as well as compliance with accounting and financial standards and policies, organizational structure plan, measures to protect assets from misuse and to ensure they are completely safe from fraud and errors;
- Reliability of the internal control system for management and performance in accordance with policies and plans, laws, rules and regulations of public agencies and regulatory bodies, as well as the Company's Articles of Association covering activities including management, operation, procurement, marketing, financial management, and accounting and human resources;
- Reliability of the anti-corruption internal control system in order to comply with and respond to the Company's anti-corruption measures, which promotes business operations with more morality and sustainable development. This includes a guideline for grievance procedures by coordinating with relevant units to resolve problems and find preventive measures so that employees and other stakeholders have a channel to report complaints or whistleblowing and the Internal Audit Department is one of the units responsible for grievance procedures.

The Internal Audit Department report audit results and progress to resolve deficiencies as suggested to the Audit and Corporate Governance Committee. The auditors are independent and able to access the Company's information and assets in connection with operations, as well as to request information and clarification from those involved in matters assigned to audit. In addition, the Internal Audit Department also provides advice on operations and supports departments in the Company to conduct their own risk assessment in order to ensure efficiency and effectiveness of the Company's internal control system and operations, reliable financial reports, compliance with legal requirements, rules and regulations of public agencies and regulatory bodies, and the Company regulations, orders and notifications, and to protect the Company's assets and prevent any damage that may occur to the Company, as well as to create appropriate balances and audits in order to create reasonable confidence in the Company's performance to achieve the goals set.

In addition, the Internal Audit Department encourages its personnel to develop their knowledge on an internal and external basis in order to gain professional knowledge and expertise of internal auditing and other skills necessary to perform their work.

9.1.3 Internal audit supervisor of the company

The Company has established the Internal Audit Department since October 16, 2014. At present, Miss. Rungaroon Phongwilai is the Company's Internal Audit Director (Acting). As Miss. Rungaroon Phongwilai has more than 15 years of audit experience with knowledge and understanding of the Company's activities and operations, the Audit and Corporate Governance Committee is of the view that Miss. Rungaroon Phongwilai is qualified to perform such duties adequately (see more details concerning the Company's Head of the Internal Audit in Attachment 3, the Head of the Internal Audit)

The Audit and Corporate Governance Committee and the Chief Executive Officer jointly approves in considering the appointment, transfer, and termination of the Company's Head of Internal Audit.

9.2 Related parties

1. Related parties

Relevant parties	Business types	Relationship
1. Food Gimmick Co., Ltd.	Rental for space and service	<ul style="list-style-type: none"> - Mr.Sudthidej Chirathivat father of Mr.Sakkanon Chirathivat and Ms.Jomkwan Chirathivat shareholders held 100 percent of the Company and director - Mrs.Neangnong Chirathivat mother of Mr.Sakkanon Chirathivat and Ms.Jomkwan Chirathivat and director
2. Sudtrara Suite Co., Ltd.	Hotels, resorts and suites	<ul style="list-style-type: none"> - Mr.Sudthidej Chirathivat father of Mr.Sakkanon Chirathivat and Ms.Jomkwan Chirathivat shareholders held 100 percent of the Company and director - Mrs.Neangnong Chirathivat mother of Mr.Sakkanon Chirathivat and Ms.Jomkwan Chirathivat and director
3. Stork (Thailand) Co., Ltd.	Food services/restaurants	<ul style="list-style-type: none"> - Mr.Sudthidej Chirathivat father of Mr.Sakkanon Chirathivat and Ms.Jomkwan Chirathivat shareholders held 36 percent of the Company and director - Mrs.Neangnong Chirathivat mother of Mr.Sakkanon Chirathivat and Ms.Jomkwan Chirathivat and director
4. Chef Best Co.,Ltd.	Rental and real property operation	<ul style="list-style-type: none"> - Mr.Siruwat Chatchawan is executives of the Company shareholders held 89 percent of the Company and director
5. Crazy spicy Co.,Ltd.	Food services/restaurants	<ul style="list-style-type: none"> - Mrs.Kanjana Chatchawan married of Mr.Siruwat Chatchawan shareholders held 20 percent of the Company - Mrs.Thidarat Chatchawan sister of Mr.Siruwat Chatchawan shareholders held 20 percent of the Company
6. Mr.Siruwat Chatchawan	-	<ul style="list-style-type: none"> - Mr.Siruwat Chatchawan is executives of the Company

2. Related Party Transactions

Related party transactions for the year ended 31 December 2020 and 2021

Relevant parties	Description	Amount December 31, 2020 (Baht)	Amount December 31, 2021 (Baht)	Necessity and Rationale	Comments from the Audit Committee
1. Food Gimmick Co., Ltd.	1.1 <u>Rent space</u> - Cost - Account payable	1,665,089.4 235,161.2	1,550,134.1 281,087.9	<ul style="list-style-type: none"> - Formerly Foods Gimmicks Co., Ltd. operates a restaurant business. But currently does not conduct such business, but still holding the long-term leasehold rights of the Central Bangna Department Store, and allowed the Group sublease area by leasehold rights between Foods Gimmicks Co., Ltd. and Central Bangna Department Store will end on December 31st, 2023 - The Group had entered into a sublease agreement from Foods Gimmicks Co., Ltd. to operate the AKA restaurant at Central Bangna Department Store. The lease period is 3 years and can be renewed for 1 years each time, area of 317.48 square meters - The rental rate is a variable rate according to sales at the rate of 10 percent of sales in the event that sales are less than or equal to 2.5 million baht per month and 15 percent of sales in the event that sales are more than 2.5 million baht per month which is the rental rate comparable to third parties which has rental rates calculated from sales - However, if in the future the Group will renew the lease in such area, The Group will consider renewing the comparison criteria that is best for the company and if the leasehold of the Foods Gimmicks Co., Ltd. 	<ul style="list-style-type: none"> - The rental operation was a normal business transaction. Based on the variable rate of sale. Such transaction is reasonable. It is beneficial for the business of the Company.

Relevant parties	Description	Amount December 31, 2020 (Baht)	Amount December 31, 2021 (Baht)	Necessity and Rationale	Comments from the Audit Committee
				has expired. The Group will continue to lease directly through the department store.	
	1.2 <u>Lease Deposit</u> - Deposit	2,666,832.0	2,666,832.0	<ul style="list-style-type: none"> - In under the sublease agreement Require the Group to paid deposit for Foods Gimmics Co., Ltd., which the Group will receive a deposit for the lease back when the contract is terminated if there is no breach of the conditions specified in the lease agreement. - The rental deposit is as specified in the contract based on the former rental rate according to the original contract which is a fixed rate for a period of 6 months which is comparable to the general conditions for renting space. - According to the guidelines of the Group will proceed directly with the department store in the future will cause the rental contract to be terminated at that time. 	- The rental operation was a normal business transaction. settlement terms were subject to normal commercial terms as well as outsiders. Such transaction is reasonable.

3. **Necessity and rationality the transactions**

At the Audit and Corporate Governance Committee Meeting of the Company has considered the related party transactions of the Group were necessary and beneficial to be executed to support normal business course of the Company and conditions in these related party transactions were made on the basis of normal business conditions would execute with contractual parties under the same circumstance and as long as there is no influence persons having potential conflict of interest (Arm's Length Basis).

4. **Measures or procedures for approving related party transactions**

At the Board of Directors' meeting of the Company the measures and procedures for the approval of related party transactions between the Company, subsidiaries, and any party with potential conflict of interest with the Company, the Company and subsidiaries must comply with the Securities and Exchange Act, regulations, notifications and orders of the Capital Market Supervisory Board. The stakeholders will not be able to participate in the approval process. Regarding to the law that requires related party transactions to be approved by the Board of Directors, the Company will arrange for the Audit and Corporate Governance Committee to attend the meeting to consider and comment on the necessity and reasons of entering into the transaction.

The transaction which entails to trade agreement with the general commercial terms and conditions as well as trade agreement that is not subject to general commercial terms, both of the transactions shall be proceeded by the following principles:

4.1 Transaction of commercial agreement with the general commercial terms and conditions

Board of Directors' of the Company has approval in principle to allow the management to approve such transaction as long as it contains the same business agreement normal people would execute with contractual parties under the same circumstance and as long as there is no influence from the fact that one is a director, executive or a related person over a business negotiation.

The Company will submit a summary of transactions being executed and report to the meeting of the Audit and Corporate Governance Committee and the Board of Directors on a quarterly basis.

4.2 Transaction of commercial agreement other than the general commercial terms and conditions

Transaction of commercial agreement other than the general commercial terms and conditions shall be considered and commented upon by the Audit and Corporate Governance Committee before being presented to the Board of Directors or shareholders meeting for further consideration and approval to comply with the Securities and Exchange Act Including the regulations, announcements

and orders of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including compliance with the disclosure requirements of connected transactions.

In the event that the Audit and Corporate Governance Committee is unqualified to consider the related transactions, the Company may appoint independent experts or the Company's auditors to comment on such connected transactions for the Audit and Corporate Governance Committee so that Board of Directors or shareholders (as the case may be) shall use information for the decision-making to ensure that the transaction is necessary and reasonable. The Company will disclose the related transactions in the Annual Report and notes to financial statements audited by the Company's auditor

5. Policy and tendency of future related party transactions

The company will proceed in accordance with the securities and Exchange Act Including the regulations, announcements and orders of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including compliance with the disclosure requirements of the connected transaction of the Company or subsidiaries in accordance with accounting standards prescribed by the Federation of Accounting Professions under the Royal Patronage.

Zen Corporation Group Public Company Limited

Section 3

Financial statements

3. Financial statements

3.1 Report of the Board of Directors' Responsibilities for the Financial Statements

Report of the Board of Directors' Responsibilities for the Financial Statements

The Board of Directors of ZEN Corporation Public Company Limited is responsible for the financial statements of the Company and its subsidiaries which have been prepared in accordance with generally accepted accounting standards in Thailand under Accounting Act B.E.2543 and the Securities and Exchange Act B.E.2535. The policies pursued are deemed appropriate and applied consistently with adequate disclosure of important information in the notes to the financial statement which the auditor has reviewed and expressed opinions in the auditor's report

The Board of Directors has appointed the Audit and Corporate Governance Committee comprising of the independent directors to supervise the financial report, internal control system for the purpose of efficiency and effectiveness and align with the financial reporting standard in Thailand and international Best Practice to ensure that the accounting records are accurate, complete and timely to prevent fraud and materially irregular operations. The opinion of the Audit and Corporate Governance Committee regarding to these matters appears in the Report of Audit and Corporate Governance Committee in this Annual Report.

The Board of Directors has opinion that the internal control and the internal audit systems of the Company and its subsidiaries are able to make confidence that the Company's the financial statements present financial position, operating results and cash flow accurately.

(Mr.Paitoon Taveebhol)
Chairman of The Board of Directors

(Mr.Boonyong Tansakul)
Chief Executive Officer

**Zen Corporation Group Public Company Limited
and its Subsidiaries**

Financial statements for the year ended
31 December 2021
and
Independent Auditor's Report



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Independent Auditor's Report

To the Shareholders of Zen Corporation Group Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Zen Corporation Group Public Company Limited and its subsidiaries (the “Group”) and of Zen Corporation Group Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2021, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2021 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

Basis for Opinion

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



Key Audit Matters

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

Valuation of trademarks and goodwill	
Refer to Notes 4, 15 and 16 to the consolidated and separate financial statements.	
The Key Audit Matter	How the matter was addressed in the audit
<p>As at 31 December 2021, the Group had trademarks and goodwill of Baht 74.3 million and Baht 194.8 million, respectively.</p> <p>Management considered the impairment test on an annual basis by determining the recoverable amounts of each cash-generating units ("CGU") to which the trademarks and goodwill belongs from the value-in-use method (discounted cash flow ("DCF")). Any shortfall of the recoverable amounts against the carrying amounts would be recognised as impairment losses.</p> <p>Due to the significance of the balances and the estimation of the future cash flows attributable to the individual CGU to which trademarks and goodwill belongs, and the determining of discount rate relevant the significant management's judgement, I considered as a key audit matter.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"> • I made inquiries of management and obtaining related documents to understand the process by which management has derived its recoverable amounts; • I evaluated the DCF provided by the Group and determined by independent valuer and the Group's assumptions applied in the value-in-use method against relevant documents as well as externally derived data; • I analysed historical information to support the precision in the Group's forecasting process; • I tested calculation the recoverable amounts of each CGU and performed sensitivity analysis by the key assumptions; • I evaluated the appropriateness of methodologies and assumptions used by independent valuer; • I considered the adequacy of the Group's disclosures in accordance with Thai Financial Reporting Standards.

Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.



Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate 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 TSAs 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 consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate 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 and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate 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 and the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate 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 consolidated and separate 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.

(Thanit Osathalert)
Certified Public Accountant
Registration No. 5155

KPMG Phoomchai Audit Ltd.
Bangkok
24 February 2022

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2021	2020	2021	2020
<i>(in thousand Baht)</i>					
Current assets					
Cash and cash equivalents	8	267,527	268,540	114,201	158,474
Trade and other current receivables	7, 9	61,273	71,854	35,870	22,910
Short-term loans to related parties	7	-	-	300,018	273,332
Inventories	10	123,842	87,146	-	-
Current tax asset		10,861	7,986	7,854	4,778
Other current assets	7	31,193	26,054	8,351	5,271
Total current assets		494,696	461,580	466,294	464,765
Non-current assets					
Investment in an associate	11	3,892	2,467	-	-
Investments in subsidiaries	12	-	-	498,816	498,816
Property, plant and equipment	13	654,688	720,232	357,997	364,610
Right-of-use assets	14	817,490	956,943	139,235	161,867
Goodwill	15	194,809	180,024	-	-
Intangible assets other than goodwill	16	95,256	85,749	17,813	13,692
Deferred tax assets	23	86,153	65,870	15,394	13,609
Other non-current assets	7	210,219	216,091	21,845	17,067
Total non-current assets		2,062,507	2,227,376	1,051,100	1,069,661
Total assets		2,557,203	2,688,956	1,517,394	1,534,426

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2021	2020	2021	2020
		(in thousand Baht)			
<i>Current liabilities</i>					
Trade and other current payables	7	318,535	251,918	11,851	13,381
Short-term borrowings from related parties	7, 17	-	-	4,077	3,572
Current portion of lease liabilities	17	202,450	202,602	19,173	15,805
Current income tax payable		1,915	772	-	-
Accrued expenses	7	44,439	41,968	3,846	8,395
Current portion of deferred income		12,407	17,171	-	-
Current provisions for loyalty programmes		7,490	4,590	7,490	-
Retention payables		2,448	14,466	4	1,063
Other current liabilities		24,522	32,832	3,360	14,636
Total current liabilities		614,206	566,319	49,801	56,852
<i>Non-current liabilities</i>					
Lease liabilities	17	650,474	778,019	144,430	163,883
Non-current provisions for employee benefits	18	24,681	17,742	13,135	8,577
Non-current provisions for decommissioning costs	13	59,682	62,261	5,091	5,091
Deferred income		26,479	29,048	-	-
Other non-current liabilities		22,311	24,441	-	-
Total non-current liabilities		783,627	911,511	162,656	177,551
Total liabilities		1,397,833	1,477,830	212,457	234,403

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of financial position

	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
Liabilities and equity		2021	2020	2021	2020
<i>(in thousand Baht)</i>					
Equity					
Share capital:					
Authorised share capital					
<i>(300,000,000 ordinary shares, par value at Baht 1 per share)</i>		<u>300,000</u>	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>
Issued and paid-up share capital					
<i>(300,000,000 ordinary shares, par value at Baht 1 per share)</i>		300,000	300,000	300,000	300,000
Share premium on ordinary shares	19	959,977	959,977	959,977	959,977
Surplus on business combination under common control		149,122	148,324	-	-
Retained earnings (Deficit)					
Appropriated to legal reserve	20	30,000	30,000	30,000	30,000
Unappropriated (Deficit)		<u>(316,651)</u>	<u>(227,176)</u>	<u>14,960</u>	<u>10,046</u>
Equity Attributable to owners of the parent		1,122,448	1,211,125	1,304,937	1,300,023
Non-controlling interests		<u>36,922</u>	<u>1</u>	<u>-</u>	<u>-</u>
Total equity		<u>1,159,370</u>	<u>1,211,126</u>	<u>1,304,937</u>	<u>1,300,023</u>
 Total liabilities and equity		 <u>2,557,203</u>	 <u>2,688,956</u>	 <u>1,517,394</u>	 <u>1,534,426</u>

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of comprehensive income

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2021	2020	2021	2020
<i>(in thousand Baht)</i>					
Revenue					
Revenue from sales of goods and services	7, 21	2,208,758	2,283,997	-	-
Management fee income and others	7, 21	-	-	268,001	178,391
Dividend income	12	-	-	11,800	-
Other income		46,562	49,393	15,945	14,548
Total revenues		2,255,320	2,333,390	295,746	192,939
Expenses					
Costs of sales of goods and services	7, 10, 22	1,242,954	1,229,195	-	-
Selling expenses	22	686,591	733,210	-	-
Administrative expenses	7, 22	398,452	420,765	283,580	209,148
Total expenses		2,327,997	2,383,170	283,580	209,148
Profit (loss) from operating activities		(72,677)	(49,780)	12,166	(16,209)
Finance costs	7	(37,553)	(33,555)	(7,604)	(9,344)
Share of loss of associate accounted for using equity method		(1,668)	(1,154)	-	-
Profit (loss) before income tax expense		(111,898)	(84,489)	4,562	(25,553)
Tax income	23	(23,316)	(20,834)	(1,498)	(5,079)
Profit (loss) for the year		(88,582)	(63,655)	6,060	(20,474)
Other comprehensive income					
<i>Items that will not be reclassified to profit or loss</i>					
Gain (loss) on remeasurements of defined benefit plans	18	2,622	7,187	(1,433)	2,257
Income tax relating to items that will not be reclassified	23	(524)	(1,437)	287	(451)
Other comprehensive income (expense) for the year, net of tax		2,098	5,750	(1,146)	1,806
Total comprehensive income (expense) for the year		(86,484)	(57,905)	4,914	(18,668)
Profit (loss) attributable to:					
Owners of the parent		(91,573)	(63,655)	6,060	(20,474)
Non-controlling interests		2,991	-	-	-
		(88,582)	(63,655)	6,060	(20,474)
Total comprehensive income (expense) attributable to:					
Owners of the parent		(89,475)	(57,905)	4,914	(18,668)
Non-controlling interests		2,991	-	-	-
		(86,484)	(57,905)	4,914	(18,668)
Basic earnings (loss) per share (in Baht)	24	(0.30)	(0.21)	0.02	(0.07)

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of changes in equity

				Consolidated financial statements				
				Retained earnings (deficit)				
			Surplus			Equity		
	Issued and	Share premium	on business	Appropriated	Unappropriated	attributable to	Non-controlling	Total
Note	paid-up	on ordinary	combination under	to legal reserve	(deficit)	owners of	interests	equity
	share capital	shares	common control			the parent		
(in thousand Baht)								
Year ended 31 December 2020								
	300,000	959,977	147,820	30,000	(3,722)	1,434,075	1	1,434,076
Impact of changes in accounting policies	-	-	-	-	(30,557)	(30,557)	-	(30,557)
Balance at 1 January 2020	300,000	959,977	147,820	30,000	(34,279)	1,403,518	1	1,403,519
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners of the parent								
Disposal of discount on purchases of fixed assets								
from companies under common control	-	-	504	-	-	504	-	504
Dividends	-	-	-	-	(134,992)	(134,992)	-	(134,992)
Total contributions by and distributions to owners of the parent	-	-	504	-	(134,992)	(134,488)	-	(134,488)
Comprehensive income for the year								
Loss	-	-	-	-	(63,655)	(63,655)	-	(63,655)
Other comprehensive income	-	-	-	-	5,750	5,750	-	5,750
Total comprehensive income (expense) for the year	-	-	-	-	(57,905)	(57,905)	-	(57,905)
Balance at 31 December 2020	300,000	959,977	148,324	30,000	(227,176)	1,211,125	1	1,211,126

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of changes in equity

				Consolidated financial statements				
				Retained earnings (deficit)				
	Issued and paid-up share capital	Share premium on ordinary shares	Surplus on business combination under common control	Appropriated to legal reserve	Unappropriated (deficit)	Equity attributable to owners of the parent	Non-controlling interests	Total equity
Note								
(in thousand Baht)								
Year ended 31 December 2021								
Balance at 1 January 2021	300,000	959,977	148,324	30,000	(227,176)	1,211,125	1	1,211,126
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners of the parent								
Disposal of discount on purchases of fixed assets from companies under common control	-	-	798	-	-	798	-	798
Total contributions by and distributions to owners of the parent	-	-	798	-	-	798	-	798
Changes in ownership interests in subsidiaries								
Acquisition of a subsidiary with Non-controlling interests	-	-	-	-	-	-	33,930	33,930
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	33,930	33,930
Total transactions with owners, recorded directly in equity	-	-	798	-	-	798	33,930	34,728
Comprehensive income for the year								
Profit (loss)	-	-	-	-	(91,573)	(91,573)	2,991	(88,582)
Other comprehensive income	-	-	-	-	2,098	2,098	-	2,098
Total comprehensive income (expense) for the year	-	-	-	-	(89,475)	(89,475)	2,991	(86,484)
Balance at 31 December 2021	300,000	959,977	149,122	30,000	(316,651)	1,122,448	36,922	1,159,370

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of changes in equity

		Separate financial statements				
				Retained earnings		
	Note	Issued and paid-up share capital	Share premium on ordinary shares	Appropriated to legal reserve	Unappropriated	Total equity
(in thousand Baht)						
Year ended 31 December 2020						
Balance at 31 December 2019 - as reported		300,000	959,977	30,000	169,673	1,459,650
Impact of changes in accounting policies		-	-	-	(5,966)	(5,966)
Balance at 1 January 2020		300,000	959,977	30,000	163,707	1,453,684
Transactions with owners, recorded directly in equity						
<i>Contributions by and distributions to owners</i>						
Dividends	25	-	-	-	(134,993)	(134,993)
<i>Total contributions by and distributions to owners</i>		-	-	-	(134,993)	(134,993)
Comprehensive income for the year						
Loss		-	-	-	(20,474)	(20,474)
Other comprehensive income		-	-	-	1,806	1,806
Total comprehensive income (expense) for the year		-	-	-	(18,668)	(18,668)
Balance at 31 December 2020		300,000	959,977	30,000	10,046	1,300,023

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries
Statement of changes in equity

	Separate financial statements				
			Retained earnings		
	Issued and paid-up share capital	Share premium on ordinary shares	Appropriated to legal reserve <i>(in thousand Baht)</i>	Unappropriated	Total equity
Year ended 31 December 2021					
Balance at 1 January 2021	300,000	959,977	30,000	10,046	1,300,023
Comprehensive income for the year					
Profit	-	-	-	6,060	6,060
Other comprehensive income (expense)	-	-	-	(1,146)	(1,146)
Total comprehensive income (expense) for the year	-	-	-	4,914	4,914
Balance at 31 December 2021	300,000	959,977	30,000	14,960	1,304,937

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2021	2020	2021	2020
	(in thousand Baht)			
<i>Cash flows from operating activities</i>				
Profit (loss) for the year	(88,582)	(63,655)	6,060	(20,474)
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>				
Tax income	(23,316)	(20,834)	(1,498)	(5,079)
Finance costs	37,553	33,555	7,604	9,344
Depreciation and amortisation	363,457	399,162	36,811	35,535
Reversal of provision for decommissioning costs	(1,804)	(3,986)	-	(691)
Provision for employee benefits	7,449	8,381	3,200	4,260
Provision for loyalty programmes	2,900	28	4,668	-
Share of loss of associate accounted for using equity method, net of tax	1,950	1,658	-	-
(Reversal of) impairment loss on assets	13,340	9,326	-	(395)
Impairment loss on receivables	4,373	4,608	-	-
Reversal of loss on inventories devaluation and deteriorate	(1,827)	(1,188)	-	-
Loss (gain) on disposal of property, plant and equipment and intangible assets	12,699	21,350	(112)	1,786
Gain on disposal of right-of-use assets	(9,104)	(7,301)	-	-
Differences on a granted concession	(87,025)	1,006	(2,381)	3
Recognition of deferred income	(73,644)	(87,251)	(734)	-
Dividend income	-	-	(11,800)	-
Interest income	(627)	(1,242)	(12,336)	(11,972)
	157,792	293,617	29,482	12,317
<i>Changes in operating assets and liabilities</i>				
Trade and other current receivables	6,208	30,038	(12,960)	5,835
Inventories	(34,869)	8,948	-	-
Other current assets	(5,076)	(6,427)	(2,912)	1,619
Other non-current assets	5,872	856	(4,778)	1,740
Trade and other current payables	66,617	(43,161)	(1,530)	5,223
Retention payables	(12,018)	(4,244)	(1,059)	225
Accrued expenses	2,471	(57,322)	(4,549)	(12,447)
Other current liabilities	(8,310)	6,350	(8,454)	11,982
Deferred income	66,311	92,705	734	-
Other non-current liabilities	(1,118)	404	-	259
Net cash generated from (used in) operating	243,880	321,764	(6,026)	26,753
Provisions for employee benefit paid	(388)	(135)	(75)	-
Taxes paid	(3,702)	(5,386)	(3,076)	(4,778)
Net cash from (used in) operating activities	239,790	316,243	(9,177)	21,975

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<i>Cash flows from investing activities</i>				
Proceeds from decreasing in share capital of a subsidiary	-	-	-	225,000
Acquisition of a subsidiary, net of cash acquired	(40,100)	-	-	-
Acquisition of interest in associate	(3,375)	(4,125)	-	-
Proceeds from sale of property, plant and equipment	6,558	28,043	124	175
Acquisition of property, plant and equipment and intangible assets	(55,321)	(68,188)	(11,697)	(11,840)
Short-term loans to related parties	-	-	(1,984,184)	(1,700,586)
Proceeds from repayment of short-term loans to related parties	-	-	1,957,498	1,698,423
Decommissioning costs paid	(1,787)	(2,715)	-	(750)
Dividends received	-	-	11,800	-
Interest received	564	1,240	12,168	12,230
Net cash from (used in) investing activities	(93,461)	(45,745)	(14,291)	222,652
<i>Cash flows from financing activities</i>				
Proceeds from short-term borrowings from financial institutions	50,000	90,000	50,000	90,000
Proceeds from short-term borrowings from related parties	-	-	174,718	408,437
Repayment of short-term borrowings from financial institutions	(50,000)	(90,000)	(50,000)	(90,000)
Repayment of short-term borrowings from related parties	-	-	(174,213)	(555,555)
Payment of lease liabilities	(109,789)	(196,723)	(13,706)	(15,985)
Dividends paid to owners of the Company	-	(134,992)	-	(134,992)
Interest paid	(37,553)	(33,554)	(7,604)	(9,500)
Net cash used in financing activities	(147,342)	(365,269)	(20,805)	(307,595)
Net decrease in cash and cash equivalents	(1,013)	(94,771)	(44,273)	(62,968)
Cash and cash equivalents at 1 January	268,540	363,311	158,474	221,442
Cash and cash equivalents at 31 December	267,527	268,540	114,201	158,474
<i>Non-cash transactions</i>				
Increase in right-of-use assets	220,695	187,377	-	1,774
Decrease in right-of-use assets	(144,766)	(99,144)	(634)	-
Decrease in lease liabilities from rent concessions	(87,025)	(54,800)	(2,381)	(30)

The accompanying notes form an integral part of these financial statements.

Zen Corporation Group Public Company Limited and its Subsidiaries
Notes to the financial statements
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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 24 February 2022.

1 General information

Zen Corporation Group Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand in February 2019. The Company’s registered office at 662 Soi On Nut 17, Kwang Suanluang, Khet Suanluang, Bangkok 10250.

The Company’s major shareholders during the financial year were Morgan Stanley & Co. International Public Company Limited (28% shareholding) which is incorporated in England and AGB Siblings Holding Company Limited (25% shareholding) which is incorporated in Thailand.

The principal activities of the Company and the Group are providing management service to its subsidiaries and restaurant. Details of the Company’s associate and subsidiaries as at 31 December 2021 and 2020 are given in notes 11 and 12.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company’s functional currency. The accounting policies are disclosed in note 4 except as explained note 3 have been applied consistently to all periods presented in these financial statements.

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in an associate. The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that disclosed in note 4 except as explained note 3 are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

3 Change in accounting policy

COVID-19-related rent concessions

From 1 January 2021, the Group has adopted the amendment to TFRS 16 *COVID-19-related rent concessions* which provides an option for lessees not to assess whether eligible COVID-19 related rent concessions are lease modification. The Group has applied the option to all lease contracts and there is no impact on lease liabilities and retained earnings at 1 January 2021.

In 2021, the Group and the Company received COVID-19-related rent concessions resulting in a decrease in lease payment for the year ended 31 December 2021, amounting to Baht 87.0 million and Baht 2.4 million, respectively.

Zen Corporation Group Public Company Limited and its Subsidiaries
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4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained note 3.

(a) Basis of consolidation

The consolidated financial statements relate to the Company its subsidiaries (together referred to as the “Group”) and the Group’s interests in an associate.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group’s interest in a subsidiary that do not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received from the acquisition of the non-controlling interests with no change in control are accounted for as other surpluses or deficits in shareholders’ equity.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

The Group recognised investments in an associate using the equity method in the consolidated financial statements. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group’s dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence ceases.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with an associate are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Business combinations

The Group applies the acquisition method when the Group assess that the acquired set of activities and assets include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The acquisition date is the date on which control is transferred to the Group, other than business combinations with entities under common control. Expenses in connection with a business combination are recognised as incurred.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less net fair value of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, any contingent consideration and equity interests issued by the Group.

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Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

Entities under common control

Entities under common control are entities or businesses ultimately controlled by the same party or parties both before and after the business combination. According to the guidance issued by Federation of Accounting Professions; close family members are considered as one party. Close family members of an individual are: the parents, the spouses, the children, the spouses' children, the parents of their spouses, and the siblings of the individual unless it can be demonstrated that the siblings and the individual have no influence over each other.

(b) *Investment in subsidiaries and an associate*

Investments in subsidiaries and an associate in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

(c) *Foreign currencies*

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

(d) *Financial instruments*

(d.1) Classification and measurement

Financial assets and financial liabilities (except trade receivables (see note 4(f))) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value, taking into account for transaction costs that are directly attributable to its acquisition, except for financial assets and financial liabilities measured at FVTPL, which are initially and subsequently measured at fair value, and any transaction costs that are directly attributable to its acquisition are recognised in profit or loss.

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On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (“FVOCI”); or fair value through profit or loss (“FVTPL”). Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

(d.2) Derecognition and offset

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(d.3) Write offs

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(d.4) Interest

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

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(d.5) Impairment of financial assets other than trade accounts receivables

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI, and loan commitments issued which are not measured at FVTPL.

The Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, significant deterioration in credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which has a maturity of three months or less from the date of acquisition.

(f) Trade accounts receivable

A trade receivable is recognised when the Group has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group estimates lifetime expected credit losses ("ECLs"), using a provision matrix to find ECLs rate. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

(g) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is calculated using the weighted average cost principle. Cost includes direct costs incurred in acquiring the inventories. In the case of manufactured inventories, cost includes an appropriate share of production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to make the sale.

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(h) Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment are recognised in profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land and land improvement and assets under construction and installation.

The estimated useful lives are as follows:

Building	20 years
Machinery and factory equipment	5 and 10 years
Leasehold improvements	5 years
Tools and operating equipment	5 years
Furniture, fixtures and office equipment	3 and 5 years
Vehicles	5 years

(i) Goodwill

Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment.

Zen Corporation Group Public Company Limited and its Subsidiaries
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For the year ended 31 December 2021

(j) Other intangible assets

Other intangible assets that have indefinite useful lives are measured at cost less impairment losses. Other intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate the future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss. No amortisation is provided on trademarks.

The estimated useful lives are as follows:

Software licenses	3 years
Franchise agreements	3 - 10 years
Patent	3 - 10 years

The amortisation of franchise agreements is recognised in selling expenses. The amortisation of other intangible assets is recognised in administrative expenses. The impairment loss is recognised in administrative expenses in the statement of comprehensive income.

(k) Leases

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

At commencement or on modification of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property, the Group has elected not to separate non-lease components and accounted for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses the Group's implied interest rate in the lease or, if that rate cannot be readily determined to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. However, for leases of spaces that received COVID-19 related rent concessions and the Group elected not to assess that the rent concessions are lease modification, the impact will be adjusted on lease liabilities and retained earnings as of 1 January 2021.

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(l) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. In assessing 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. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses of assets recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(m) Employee benefits

Defined contribution plan

Obligations for contributions to the Group's provident funds are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

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Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(o) 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 market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

(p) Revenue from contracts with customers

(1) Revenue recognition

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts.

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group estimates the returns based on the historical return data, does not recognise revenue for this transaction and remains recognition of inventory for the estimated products to be returned.

Revenue for rendering of services is recognised over time or at a point in time as the services are provided. The related costs are recognised in profit or loss when they are incurred.

For bundled packages, the Group recognises revenue from sales of products and rendering of services separately if a product or service is separately identifiable from other items and a customer can benefit from it or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices.

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Licences of intellectual properties

Revenue from the licences which provides a customer with a right to access a franchise is recognised over the licence term.

Customer loyalty programme

For customer loyalty programme that the Group offers to customers, the consideration received are allocated based on the relative stand-alone selling price of the products and the loyalty points. The amount allocated to the loyalty points is recognised as contract liabilities and revenue is recognised when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The stand-alone selling prices of the points is estimated based on discount provided to customers and the likelihood that the customers will redeem the points, and the estimate shall be reviewed at the end of the reporting period.

Long-term advances received from customers

Long-term advances received from customers is recognised as revenue when the Group transferred control over the goods to the customers.

Dividend income

Dividend income is recognised in profit or loss on the date on which the Group right to receive payment is established.

(2) Contract balances

Contract assets are recognised when the Group has recognised revenue before it has an unconditional right to receive consideration. The contract assets are measured at the amount of consideration that the Group is entitled to, less allowance for expected credit loss. The contract assets are classified as trade receivables when the Group has an unconditional right to receive consideration.

Contract liabilities are the obligation to transfer goods [or services] to the customer. The contract liabilities are recognised when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognises the related revenue.

A refund liability is the obligation to refund some or all of the consideration received from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The refund liability is reassessed at each reporting date and make a corresponding change to the amount of revenue recognised.

(q) Income tax

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

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Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(r) Earnings per share

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

5 Impact of COVID-19 Outbreak

COVID-19 pandemic is still on going, while vaccines for COVID-19 are being rolled out during 2021. Due to uncertainty of the situation in 2020, the Group applied accounting guidance on temporary accounting relief measures for additional accounting options in response to impact from the situation of COVID-19 in preparing the financial statements for the year ended 31 December 2020 by excluding COVID-19 situation in impairment of assets, lease modifications and deferred tax assets. As the accounting guidance already expired on 31 December 2020, the Group considered the impact of the expiration of this accounting guidance which have no material impact on the financial statements in 2021, except COVID-19-related rent concessions (see note 3).

6 Acquisition of a subsidiary

At the Board of Director Meeting of the Company held on 12 March 2021, the Board of Directors approved Zen & Spicy Co., Ltd. ("ZPC"), a subsidiary of the Company, invest with a group of people in Zen and Kosum Interfoods Co., Ltd. ("ZKC") which is the newly established company, in order to operate the business of manufacturing and retailing of seasoning and other food products. ZKC registered with the Department of Business Development on 25 March 2021, with the authorised share capital of Baht 4.9 million (49,001 ordinary shares, par value at Baht 100 per share).

At the Board of Director Meeting of ZPC held on 25 March 2021, the Board of Directors approved ZPC invest in ZKC by purchasing shares from the existing shareholders and increase the share capital in ZKC of 51,000 shares, amounting to a total of Baht 50.1 million (included share premium on ordinary shares), 51% of authorised share capital, and ZPC has already paid in April 2021. Later, ZKC registered to increase in authorised share capital with the Department of Business Development on 28 April 2021, then the Group obtained control in ZKC.

Taking control of ZKC will enable the Group to achieve the variety of food service businesses to expand into the food and retail business. It covers the manufacturing of seasoning and ready-to-cook and ready-to-eat food. The acquisition is expected to provide the Group to become the main business which generate more sales volume.

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<i>Identifiable assets acquired and liabilities assumed</i>	<i>Note</i>	Fair value <i>(in thousand Baht)</i>
Cash and cash equivalents		10,000
Property, plant and equipment	13	58,966
Intangible assets	16	8,423
Lease liabilities		(1,166)
Deferred tax liabilities	23	(4,478)
Non-current provisions for employee benefits	18	(2,500)
Total identifiable net assets		69,245
Less Non-controlling interests (49 %)		33,930
Total identifiable net assets received		35,315
Goodwill arising from the acquisition	15	14,785
Purchase consideration transferred		50,100
Net cash acquired with the subsidiary		10,000
Cash paid		50,100
Net cash outflows		40,100

Management has appointed an independent valuation to assess the fair value of the above business. The fair value of assets acquired and liabilities assumed have been provisionally determined at the acquisition date. Determination of fair value of assets acquired and liabilities assumed and the allocation of the purchase price have not been completed as of the date of approval of these financial statements.

The Group is continuing its review of these matters during the measurement period. If new information obtained within one year from the acquisition date about facts and circumstances that existed at the acquisition date identifies adjustments to the above provisional fair values.

7 Related parties

A related party is a person or entity that has direct or indirect control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or has significant influence over the financial and managerial decision-making of a person or entity.

Relationships with associate and subsidiaries are described in notes 11 and 12. Other related party that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation	Nature of relationships
Food Gimmick Co., Ltd.	Thailand	Related party, some common directors and shareholders are close members of family of the Group's directors and shareholders

Zen Corporation Group Public Company Limited and its Subsidiaries

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<i>Significant transactions with related parties</i> <i>Year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Subsidiaries				
Purchases of goods	-	-	492	620
Sales of goods	-	-	169	-
Purchases of fixed assets	-	-	8	2,092
Sales of fixed assets	-	-	5	446
Interest income	-	-	11,767	10,953
Interest expense	-	-	71	960
Dividend income	-	-	11,800	-
Management fee income and others	-	-	268,001	178,391
Other income	-	-	-	277
Other expenses	-	-	383	351
Associate				
Sales of goods	2,355	1,256	-	-
Franchise fee income	597	286	-	-
Sales of property and other assets	203	292	-	-
Other income	258	529	-	-
Other expenses	20	-	20	-
Other related party				
Rental expense	1,550	1,665	-	-
Key management personnel				
Key management personnel compensation				
Short-term employee benefit	32,093	27,374	30,246	27,374
Post-employment benefits	2,607	1,195	2,607	1,195
Total	34,700	28,569	32,853	28,569

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Balances as at 31 December with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<i>Trade accounts receivable</i>				
Subsidiaries	-	-	34,521	22,767
Associate	151	415	-	-
Total	151	415	34,521	22,767
<i>Other current receivables</i>				
Subsidiaries	-	-	851	37
Associate	-	2	-	2
Total	-	2	851	39
<i>Loans to</i>				
Subsidiaries	-	-	300,018	273,332
Total	-	-	300,018	273,332
<i>Refundable deposits</i>				
Other related party	2,667	2,667	-	-
Total	2,667	2,667	-	-
<i>Accrued interest income</i>				
Subsidiaries	-	-	931	763
Total	-	-	931	763
<i>Trade accounts payable</i>				
Subsidiaries	-	-	2,337	7,969
Other related party	281	235	-	-
Total	281	235	2,337	7,969
<i>Other current payables</i>				
Subsidiaries	-	-	2	47
Total	-	-	2	47
<i>Deposits for materials</i>				
Associate	270	190	-	-
Total	270	190	-	-
<i>Advance deposit received</i>				
Associate	-	47	-	-
Total	-	47	-	-
<i>Accrued interest expenses</i>				
Subsidiaries	-	-	4	3
Total	-	-	4	3

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	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<i>Borrowings from</i>				
Subsidiaries	-	-	4,077	3,572
Total	-	-	4,077	3,572

All short-term loans to and short-term borrowing with all related parties are unsecured and have repayment terms at call.

Business management service agreements

The Company made business management service agreements with subsidiaries that operates the restaurant and other related businesses. The company provides management services include allow the subsidiaries operate and distribute their restaurants under trademarks. In consideration thereof, the subsidiaries committed to pay the management fee and trademarks fee at the rate of total sales amount as specified in the agreement.

8 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Cash on hand	6,904	6,551	305	321
Cash at banks	260,623	261,989	113,896	158,153
Cash and cash equivalents in the statement of financial position	267,527	268,540	114,201	158,474

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9 Trade and other current receivables

	Consolidated financial statements		Separate financial statements	
<i>At 31 December</i>	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Within credit terms	35,613	45,105	35,827	22,553
Overdue:				
1-30 days	11,172	16,044	-	325
31-60 days	2,859	3,716	-	-
61-90 days	1,922	2,462	-	2
More than 90 days	19,487	10,143	43	30
Total	71,053	77,470	35,870	22,910
Less allowance for expected credit loss	(9,780)	(5,616)	-	-
Net	61,273	71,854	35,870	22,910

	Consolidated financial statements		Separate financial statements	
<i>Allowance for expected credit loss</i>	2021	2020	2021	2020
	<i>(in million Baht)</i>			
At 1 January	5,616	1,055	-	-
Addition	4,373	4,608	-	-
Write-off	(209)	(47)	-	-
At 31 December	9,780	5,616	-	-

Information of credit risk is disclosed in note 26 (b.1).

10 Inventories

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Finished goods	2,588	2,724	-	-
Raw materials	88,255	57,644	-	-
Consumable supplies	33,504	29,110	-	-
Total	124,347	89,478	-	-
Less Allowance for deteriorated inventories	(505)	(2,332)	-	-
Net	123,842	87,146	-	-
Inventories recognised in 'cost of sales of goods and services':				
- Costs of goods and services	1,244,781	1,230,383	-	-
- Reversal of write-down to net realisable value and deteriorate	(1,827)	(1,188)	-	-
Net	1,242,954	1,229,195	-	-

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11 Investment in an associate

Consolidated financial statements											
	Type of business	Ownership interest		Paid-up capital		Cost		Equity		Dividend income for the year	
		2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<i>Indirect associate</i>											
Kin Dee Yu Dee											
2020 Co., Ltd.	Restaurant	25.00	25.00	30,000	16,500	7,500	4,125	3,892	2,467	-	-
Total						7,500	4,125	3,892	2,467	-	-

An associate was incorporated and operates in Thailand.

None of the Group's associate is publicly listed and consequently do not have published price quotations.

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<i>Material movement for the year ended 31 December</i>	Consolidated financial statements	
	2021	2020
	<i>(in thousand Baht)</i>	
Acquire investment	3,375	4,125

Increase in investment in an associate

During the year ended 31 December 2020, a subsidiary has entered into an associate agreement with a local company for the purchase of 25% of the associate's total issued shares. At the Board of Director Meeting held on 8 May 2020, the Board of Directors approved a Subsidiary increase the investment in Kin Dee Yu Dee 2020 Co., Ltd. (the "Associate") of Baht 4.5 million, amounting to a total of Baht 7.5 million. The Associate registered to increase in authorised share capital with the Department of Business Development, Ministry of Commerce in July 2020. A Subsidiary subscribed in the Associate's capital increase in existing proportion of a Subsidiary's shareholding in the Associate (25%). Later, the Company fully paid these paid-up share capital in February 2021.

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12 Investment in subsidiaries

	Type of business	Separate financial statements											
		Ownership interest		Paid-up capital		Cost		Impairment		At cost - net		Dividend income for the year	
		2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
		(%)		(in thousand Baht)									
Direct subsidiaries													
Zen Restaurant Holding Co., Ltd.	Restaurant/ owner of franchise	99.99	99.99	75,000	75,000	75,000	75,000	-	-	75,000	75,000	-	-
Tokyo Concept Co., Ltd.	Restaurant/ owner of franchise	99.99	99.99	25,000	25,000	25,000	25,000	-	-	25,000	25,000	-	-
Aka Interfood Co., Ltd.	Restaurant	99.99	99.99	80,000	80,000	80,000	80,000	-	-	80,000	80,000	10,000	-
Gyu Grill Group Co., Ltd.	Restaurant	99.99	99.99	30,000	30,000	29,999	29,999	-	-	29,999	29,999	-	-
Zen Supply Chain Management Co., Ltd.	Sales and services of food	99.99	99.99	17,500	17,500	17,500	17,500	-	-	17,500	17,500	1,050	-
Zen & Spicy Co., Ltd.	Restaurant/ owner of franchise	99.99	99.99	20,000	20,000	20,000	20,000	-	-	20,000	20,000	-	-
Spice Synergy Co., Ltd.	Owner of trademark and services	99.99	99.99	5,000	5,000	251,317	251,317	-	-	251,317	251,317	750	-
Total						498,816	498,816	-	-	498,816	498,816	11,800	-
Indirect subsidiaries													
Zen and Kosum Interfood Co., Ltd.	Produce and sales of food products	51.00	-	10,000	-	51,000	-	-	-	51,000	-	-	-
Total						51,000	-	-	-	51,000	-	-	-

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All subsidiaries were incorporated and operate in Thailand.

<i>Material movements for the year ended 31 December</i>	<i>Note</i>	Consolidated financial statements	
		2021	2020
		<i>(in thousand Baht)</i>	
Acquire investment in ZKC	6	51,000	-

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13 Property, plant and equipment

Consolidated financial statements										
	Note	Land and land improvement	Building	Machinery and factory equipment	Leasehold improvements <i>(in thousand Baht)</i>	Tools and operating equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
Cost										
At 1 January 2020		326,313	-	-	982,507	135,648	140,935	3,723	25,949	1,615,075
Additions		-	-	-	37,504	11,933	8,089	-	1,229	58,755
Transfers		-	-	-	3,323	1,496	613	-	(5,432)	-
Disposals		-	-	-	(76,785)	(4,526)	(6,681)	(833)	(3,960)	(92,785)
At 31 December 2020 and 1 January 2021		326,313	-	-	946,549	144,551	142,956	2,890	17,786	1,581,045
Additions		-	-	118	27,327	9,385	7,328	137	190	44,485
Acquisitions through business combinations	6	21,300	29,800	5,154	-	423	160	2,129	-	58,966
Transfer from right-of-use assets	14	-	-	-	-	-	-	1,660	-	1,660
Transfers		-	-	-	1,343	-	-	-	(1,343)	-
Disposals		-	-	-	(37,534)	(4,809)	(16,662)	(137)	-	(59,142)
At 31 December 2021		347,613	29,800	5,272	937,685	149,550	133,782	6,679	16,633	1,627,014

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Consolidated financial statements										
	Note	Land and land improvement	Building	Machinery and factory equipment	Leasehold improvements (in thousand Baht)	Tools and operating equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
Depreciation and impairment losses										
At 1 January 2020		-	-	-	565,007	77,377	86,691	2,874	-	731,949
Depreciation charge for the year		-	-	-	125,850	19,173	22,725	506	-	168,254
(Reversal of) impairment losses		-	-	-	4,566	(90)	(82)	-	-	4,394
Disposals		-	-	-	(34,083)	(3,833)	(5,048)	(820)	-	(43,784)
At 31 December 2020 and 1 January 2021		-	-	-	661,340	92,627	104,286	2,560	-	860,813
Depreciation charge for the year		-	1,011	390	99,050	17,590	19,650	868	-	138,559
Transfer from right-of-use assets	14	-	-	-	-	-	-	1,026	-	1,026
(Reversal of) impairment losses		-	-	-	(4,270)	-	(5)	-	16,325	12,050
Disposals		-	-	-	(21,811)	(2,923)	(15,251)	(137)	-	(40,122)
At 31 December 2021		-	1,011	390	734,309	107,294	108,680	4,317	16,325	972,326
Net Book value										
At 31 December 2020		326,313	-	-	285,209	51,924	38,670	330	17,786	720,232
At 31 December 2021		347,613	28,789	4,882	203,376	42,256	25,102	2,362	308	654,688

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	Note	Separate financial statements						Total
		Land and land improvement	Leasehold improvements	Tools and operating equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	
		(in thousand Baht)						
Cost								
At 1 January 2020		326,313	38,931	5,512	21,960	2,774	125	395,615
Additions		-	3,110	142	2,046	-	-	5,298
Transfers		-	-	-	125	-	(125)	-
Disposals		-	(3,571)	(1,122)	(1,611)	(833)	-	(7,137)
At 31 December 2020 and 1 January 2021		326,313	38,470	4,532	22,520	1,941	-	393,776
Additions		-	196	103	707	-	111	1,117
Transfers from right-of-use assets	14	-	-	-	-	1,660	-	1,660
Disposals		-	-	(585)	(1,850)	(137)	-	(2,572)
At 31 December 2021		326,313	38,666	4,050	21,377	3,464	111	393,981

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		Separate financial statements						
		Land and land improvement	Leasehold improvements	Tools and operating equipment	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
	Note			(in thousand Baht)				
Depreciation and impairment losses								
At 1 January 2020		-	4,251	5,147	14,056	2,531	-	25,985
Depreciation charge for the year		-	4,628	253	3,782	230	-	8,893
Reversal of impairment losses		-	(219)	(89)	(87)	-	-	(395)
Disposals		-	(2,312)	(1,092)	(1,093)	(820)	-	(5,317)
At 31 December 2020 and 1 January 2021		-	6,348	4,219	16,658	1,941	-	29,166
Depreciation charge for the year		-	4,614	105	3,474	167	-	8,360
Transfers from right-of-use assets	14	-	-	-	-	1,026	-	1,026
Disposals		-	-	(581)	(1,850)	(137)	-	(2,568)
At 31 December 2021		-	10,962	3,743	18,282	2,997	-	35,984
Net Book value								
At 31 December 2020		326,313	32,122	313	5,862	-	-	364,610
At 31 December 2021		326,313	27,704	307	3,095	467	111	357,997

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Guarantee

All of the Company's land and certain assets of a subsidiary, with a net book value as of Baht 326.3 million (2020: Baht 342.6 million), have been mortgaged with a bank to secure for credit facilities and short-term borrowings from a local financial institution as mentioned in Note 17.

Non-current provision for decommissioning costs

<i>Movement of non-current provision for decommissioning costs</i> <i>For the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
At 1 January	62,261	67,604	5,091	6,274
Provision made	1,012	1,358	-	258
Provision reversed	(1,804)	(3,986)	-	(691)
Provision used	(1,787)	(2,715)	-	(750)
At 31 December	59,682	62,261	5,091	5,091

Such provisions were included in costs of leasehold improvement, for their restaurants situated on leased areas under leases.

14 Leases

<i>Right-of-use assets as at 31 December</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Buildings, constructions and improvements	817,490	956,144	139,235	161,068
Vehicles	-	799	-	799
Total	817,490	956,943	139,235	161,867

<i>Right-of-use assets</i>	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		<i>(in thousand Baht)</i>			
At 1 January		956,943	1,089,102	161,867	182,175
Additions		220,695	187,377	-	1,774
Disposals		(142,842)	(99,144)	-	-
Transfer to property, plant and equipment	13	(634)	-	(634)	-
Depreciation charge for the year		(215,382)	(220,392)	(21,998)	(22,082)
Impairment losses		(1,290)	-	-	-
At 31 December		817,490	956,943	139,235	161,867

The Group leases the spaces for 3 years, with extension options at the end of lease term and the rental is variable payments depending on the lease term. The rental is payable monthly as specified in the contract.

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Extension options

The Group has extension options on property leases exercisable up to one year before the end of the contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

<i>Year ended 31 December</i>	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		<i>(in thousand Baht)</i>			
<i>Amounts recognised in profit or loss</i>					
COVID-19 related rent concessions	3	87,025	-	2,381	-
Depreciation of right-of-use assets:					
- Buildings, constructions and improvements		215,217	220,059	21,833	21,749
- Vehicles		165	333	165	333
Interest on lease liabilities		37,346	33,218	7,344	8,048
Expenses relating to short-term leases		300	1,489	-	-
Expenses relating to leases of low-value assets		8,951	9,027	865	861
Variable lease payments based on sales		15,623	11,265	-	-

In 2021, total cash outflow for leases of the Group and the Company were Baht 262.5 million and Baht 24.3 million, respectively (2020: Baht 250.2 million and Baht 24.6 million respectively).

15 Goodwill

	<i>Note</i>	Consolidated financial statements	
		2021	2020
		<i>(in thousand Baht)</i>	
<i>Cost</i>			
At 1 January		181,956	181,956
Acquisitions through business combinations	6	14,785	-
At 31 December		196,741	181,956
<i>Impairment losses</i>			
At 1 January		1,932	-
Impairment losses		-	1,932
At 31 December		1,932	1,932
<i>Net book value</i>			
At 31 December		194,809	180,024

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Impairment testing for CGUs containing goodwill

For the purposes of impairment testing, goodwill has been allocated to the Group's CGUs (operating divisions) as follows.

	Consolidated financial statements	
	2021	2020
	<i>(in thousand Baht)</i>	
Goodwill from business combination - Group 1	133,581	133,581
Goodwill from business combination - Group 2	46,443	46,443
Goodwill from business combination - Group 3	14,785	-
	194,809	180,024
Multiple units without significant goodwill	-	-
Total	194,809	180,024

The recoverable amount of this CGU was based on its value in use, measured by discounting the future cash flows to be generated from the continuing operations of each type of Thai food business which determined by engaging an independent valuer. As of 31 December 2021 and 2020. The cash flow projections included specific estimates for 5 years based on the past performance of the Thai food business and the expectations of future outcomes taking into account past experience, adjusted for anticipated revenue growth.

For the year ended 31 December 2021, the Group has no impairment loss of goodwill (2020: Baht 1.9 million) since the estimated recoverable amounts of CGUs was higher than carrying amount.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

	Consolidated financial statements	
	2021	2020
	<i>(%)</i>	
Discount rate	10.04	11.46
Terminal value growth rate	3.0	3.0

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16 Other intangible assets

Consolidated financial statements						
	Note	Software licenses	Patent and trademarks	Franchise agreements	Assets under installation	Total
(in thousand Baht)						
Cost						
At 1 January 2020		28,947	72,699	24,017	4,630	130,293
Additions		2,342	5	833	6,252	9,432
Transfers in/(out)		7,870	315	-	(8,185)	-
Disposals		(180)	-	(13,431)	(137)	(13,748)
At 31 December 2020 and 1 January 2021		38,979	73,019	11,419	2,560	125,977
Acquisitions through business combinations	6	-	8,423	-	-	8,423
Additions		7,975	142	-	2,675	10,792
Transfers in/(out)		3,751	-	-	(3,751)	-
Disposals		(209)	-	(9,752)	-	(9,961)
At 31 December 2021		50,496	81,584	1,667	1,484	135,231
Amortisation and impairment losses						
At 1 January 2020		22,603	304	17,663	-	40,570
Amortisation for the year		5,557	248	4,209	-	10,014
Impairment losses		-	3,000	-	-	3,000
Disposals		(129)	-	(13,227)	-	(13,356)
At 31 December 2020 and 1 January 2021		28,031	3,552	8,645	-	40,228
Amortisation for the year		7,944	256	1,316	-	9,516
Disposals		(145)	-	(9,624)	-	(9,769)
At 31 December 2021		35,830	3,808	337	-	39,975
Net book value						
At 31 December 2020		10,948	69,467	2,774	2,560	85,749
At 31 December 2021		14,666	77,776	1,330	1,484	95,256

During 2019, a subsidiary of the Company entered into the Master Franchise, License and Technical Assistant Agreement, with an effective date of 22 July 2019 with a foreign company (licensor), whereby the latter will be granted a license to develop and operate Chinese dumplings restaurants under the name “Din’s” in Thailand. In consideration thereof, such subsidiary is committed to pay initial license fee and royalty payment to the licensor at the rates that specified in the agreement. The agreement will become effective for the period of 10 years until 22 July 2029 with renewal option for an additional period of 10 years by a notice in writing given in advance not less than 12 months.

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Impairment testing for trademarks

For the purposes of impairment testing, trademarks have been allocated to the Group's CGUs (operating divisions) as follows.

	Consolidated financial statements	
	2021	2020
	<i>(in thousand Baht)</i>	
Trademark - Group 1	35,932	35,932
Trademark - Group 2	28,480	28,480
Trademark - Group 3	8,423	-
	72,835	64,412
Multiple units without significant trademark	1,481	1,481
Total	74,316	65,893

The recoverable amount of this CGU was based on its value in use measured by income approach which which determined by engaging an independent valuer as of 31 December 2021 and 2020. The capability of production of revenue for 5 years based on historical data and the expectations of future outcomes taking into account past experience, adjusted for anticipated revenue growth.

For the year ended 31 December 2021, the group has impairment loss of trademarks (2020: Baht 3.0 million) since the estimated recoverable amounts of CGUs was higher than carrying amount.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

	Consolidated financial statements	
	2021	2020
	<i>(%)</i>	
Discount rate	10.04	10.95
Terminal value growth rate	3.0	3.0
Royalty rate	0.5	0.5

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	Separate financial statements			
	Software licenses	Patent	Assets under installation	Total
	<i>(in thousand Baht)</i>			
Cost				
At 1 January 2020	16,140	3,891	4,347	24,378
Additions	285	5	6,252	6,542
Transfers in/(out)	7,588	315	(7,903)	-
Disposals	(7)	-	(136)	(143)
At 31 December 2020 and 1 January 2021	24,006	4,211	2,560	30,777
Additions	7,774	132	2,675	10,581
Transfers in/(out)	3,751	-	(3,751)	-
Disposals	(7)	-	-	(7)
At 31 December 2021	35,524	4,343	1,484	41,351
Amortisation and impairment losses				
At 1 January 2020	12,528	305	-	12,833
Amortisation for the year	4,005	248	-	4,253
Disposals	(1)	-	-	(1)
At 31 December 2020 and 1 January 2021	16,532	553	-	17,085
Amortisation for the year	6,199	254	-	6,453
At 31 December 2021	22,731	807	-	23,538
Net book value				
At 31 December 2020	7,474	3,658	2,560	13,692
At 31 December 2021	12,793	3,536	1,484	17,813

17 Interest-bearing liabilities

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
		<i>(in thousand Baht)</i>			
Short-term borrowings from related parties	7	-	-	4,077	3,572
Lease liabilities		852,924	980,621	163,603	179,688
Total interest-bearing liabilities		852,924	980,621	167,680	183,260

Short-term borrowings

As at 31 December 2021, the Group has overdraft facility totalling Baht 30.0 million (2020: Baht 30.0 million) and has short-term borrowing facilities from a financial institution, in form of promissory notes, letter of credit, trust receipts and letter of guarantee totalling Baht 170.0 million (2020: Baht 170.0 million). The facilities are secured by all of the Company's land and certain assets of a subsidiary as disclosed in note 13 and additionally guaranteed by another subsidiary. The Group has unused bank overdrafts facilities amounting to Baht 30.0 million (2020: Baht 30.0 million) and unused short-term borrowing facilities amounting to Baht 170.0 million (2020: Baht 170.0 million).

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As at 31 December 2021, the Company had short-term borrowing facilities from another bank totalling Baht 100.0 million (2020: Baht 100.0 million). The facilities are unsecured. The Company has unused short-term borrowing facilities amounting to Baht 100.0 million (2020: Baht 100.0 million).

18 Non-current provisions for employee benefits

	Consolidated financial statements		Separate financial statements	
<i>At 31 December</i>	2021	2020	2021	2020
		(in thousand Baht)		
Defined benefit plan	24,681	17,742	13,135	8,577
Total	24,681	17,742	13,135	8,577

Defined benefit plan

The Group and the Company operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group to actuarial risks, such as interest rate risk, longevity risk, salary growth rate risk and employee turnover rate risk.

<i>Present value of the defined benefit obligations</i>		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2021	2020	2021	2020
			(in thousand Baht)		
At 1 January		17,742	16,683	8,577	6,574
Recognised in profit or loss:					
Current service cost		7,288	8,153	3,121	4,172
Interest on obligation		161	228	79	88
Recognised in other comprehensive income					
Actuarial loss (gain)		(2,622)	(7,187)	1,433	(2,257)
Acquisitions through business combination	6	2,500	-	-	-
Benefit paid		(388)	(135)	(75)	-
At 31 December		24,681	17,742	13,135	8,577

<i>Principal actuarial assumptions</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
			(%)	
Discount rate	1.19	0.93	1.19	0.93
Future salary growth	5.00	5.00	5.00	5.00
Employee turnover	0.00 - 62.00	0.00 - 63.00	0.00 - 62.00	0.00 - 63.00

Assumptions regarding future mortality have been based on published statistics and mortality tables.

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Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

<i>Effect to the defined benefit obligation At 31 December</i>	Consolidated financial statements			
	1% increase in assumption		1% decrease in assumption	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Discount rate	(906)	(864)	990	875
Future salary growth	997	937	(931)	(874)
Employee turnover	(1,004)	(962)	456	458

<i>Effect to the defined benefit obligation At 31 December</i>	Separate financial statements			
	1% increase in assumption		1% decrease in assumption	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Discount rate	(496)	(374)	540	377
Future salary growth	564	419	(527)	(393)
Employee turnover	(541)	(413)	218	171

19 Share premium on ordinary shares

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account (“share premium”). Share premium is not available for dividend distribution.

20 Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

21 Segment information and disaggregation of revenue

Segment results that are reported to the Group’s the chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Business segment

Management considers that the Group operates in a single line of business, namely restaurant, and has, therefore, only one reportable segment.

Geography

The Group is mostly managed and operates principally in Thailand. There are no material revenues derived from, or assets located in, foreign countries.

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In the following table, revenue is disaggregated by primary major products and timing of revenue recognition.

<i>For the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Major products and services lines				
Revenue from sales of goods	2,145,601	2,213,914	-	-
Franchise fee income	63,157	70,083	-	-
Management fee income and others	-	-	268,001	178,391
Total	<u>2,208,758</u>	<u>2,283,997</u>	<u>268,001</u>	<u>178,391</u>
Timing of revenue recognition				
At a point in time	2,200,953	2,277,899	-	-
Over time	7,805	6,098	268,001	178,391
Total	<u>2,208,758</u>	<u>2,283,997</u>	<u>268,001</u>	<u>178,391</u>

22 Expenses by nature

	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		<i>(in thousand Baht)</i>			
Costs of raw materials		895,652	839,273	-	-
Employee benefit expenses		614,459	689,077	217,737	147,085
Depreciation and amortisation		363,457	399,162	36,811	35,535
Service and utility expenses		175,164	257,680	3,824	3,634
Advertising costs		63,209	33,321	4,070	1,406
Commission expenses		58,602	38,858	-	-
Lease-related expenses	14	9,251	15,600	865	861
(Reversal of) impairment of goodwill, property, plant and equipment, right-of-use assets and intangible assets		13,340	9,326	-	(395)
Others		134,863	100,873	20,273	21,022
Total cost of sales of goods and services, selling expenses and administrative expenses		<u>2,327,997</u>	<u>2,383,170</u>	<u>283,580</u>	<u>209,148</u>

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23 Income tax

<i>Income tax recognised in profit or loss</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Current tax expense				
Current year	1,969	4,545	-	-
	<u>1,969</u>	<u>4,545</u>	<u>-</u>	<u>-</u>
Deferred tax expense				
Movements in temporary differences	(25,285)	(25,379)	(1,498)	(5,079)
Total	<u><u>(23,316)</u></u>	<u><u>(20,834)</u></u>	<u><u>(1,498)</u></u>	<u><u>(5,079)</u></u>

Consolidated financial statements						
	Before tax	2021 Tax expense	Net of tax	Before tax	2020 Tax expense	Net of tax
	<i>(in thousand Baht)</i>					
Income tax						
Recognised in other comprehensive income						
Defined benefit plan actuarial gains	2,622	(524)	2,098	7,187	(1,437)	5,750
Total	<u>2,622</u>	<u>(524)</u>	<u>2,098</u>	<u>7,187</u>	<u>(1,437)</u>	<u>5,750</u>

Separate financial statements						
	Before tax	2021 Tax benefit	Net of tax	Before tax	2020 Tax expense	Net of tax
	<i>(in thousand Baht)</i>					
Income tax						
Recognised in other comprehensive income						
Defined benefit plan actuarial gains (losses)	(1,433)	287	(1,146)	2,257	(451)	1,806
Total	<u>(1,433)</u>	<u>287</u>	<u>(1,146)</u>	<u>2,257</u>	<u>(451)</u>	<u>1,806</u>

Reconciliation of effective tax rate				
Consolidated financial statements				
	2021	2020		
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Loss before income tax expense		(111,898)		(84,489)
Income tax using the Thai corporation tax rate	20	(22,565)	20	(16,911)
Expenses not deductible for tax purposes		487		2,333
Additional tax deductible expenses		(1,820)		(6,333)
Depreciation - discount on business combination under common control		582		77
Total	<u>20.8</u>	<u>(23,316)</u>	<u>24.7</u>	<u>(20,834)</u>

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Reconciliation of effective tax rate

	Separate financial statements			
	2021		2020	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit (loss) before income tax expense		4,562		(25,553)
Income tax using the Thai corporation tax rate	20	912	20	(5,111)
Expenses not deductible for tax purposes		98		180
Additional tax deductible expenses		(2,360)		-
Exemption of dividend income		(148)		(148)
Total	(32.8)	(1,498)	19.9	(5,079)

Consolidated financial statements
(Charged) / Credited to

Deferred tax	Note	At 1 January	Profit or loss	Other comprehensive income (in thousand Baht)	Equity	Acquisition through business combination	At 31 December
2021							
Deferred tax assets							
Trade receivables		1,123	732	-	-	-	1,855
Inventories		466	(365)	-	-	-	101
Property, plant and equipment		3,152	(855)	-	-	-	2,297
Right-of-use assets		9,345	4,716	-	-	-	14,061
Contract liabilities		10,658	(1,684)	-	-	-	8,974
Provisions		13,865	1,327	(524)	-	-	14,668
Rental expenses		482	(313)	-	-	-	169
Expenses relating to offer share capital		4,589	-	-	-	-	4,589
Acquisition through business combination	6	-	-	-	-	(4,478)	(4,478)
Loss carry forward		22,190	21,727	-	-	-	43,917
Total		65,870	25,285	(524)	-	(4,478)	86,153

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	Consolidated financial statements (Charged) / Credited to				
	At 1 January	Profit or loss	Other comprehensive income (in thousand Baht)	Equity	At 31 December
Deferred tax					
2020					
Deferred tax assets					
Trade receivables	211	912	-	-	1,123
Inventories	704	(238)	-	-	466
Property, plant and equipment	1,739	1,413	-	-	3,152
Contract liabilities	8,428	2,230	-	-	10,658
Provisions	11,433	3,869	(1,437)	-	13,865
Rental expenses	731	(249)	-	-	482
Expenses relating to offer share capital	4,589	-	-	-	4,589
Loss carry forward	5,497	16,693	-	-	22,190
	33,332	24,630	(1,437)	-	56,525
Recognition of right-of-use assets on initially application of TFRS 16	8,596	749	-	-	9,345
Total	41,928	25,379	(1,437)	-	65,870
Separate financial statements (Charged) / Credited to					
	At 1 January	Profit or loss	Other comprehensive income (in thousand Baht)	Equity	At 31 December
Deferred tax					
2021					
Deferred tax assets					
Right-of-use assets	3,661	1,213	-	-	4,874
Provisions	2,710	832	287	-	3,829
Expenses relating to offer share capital	4,589	-	-	-	4,589
Loss carry forward	2,649	(547)	-	-	2,102
Total	13,609	1,498	287	-	15,394
2020					
Deferred tax assets					
Property, plant and equipment	79	(79)	-	-	-
Provisions	1,527	1,634	(451)	-	2,710
Expenses relating to offer share capital	4,589	-	-	-	4,589
Loss carry forward	453	2,196	-	-	2,649
	6,648	3,751	(451)	-	9,948
Recognition of right-of-use assets on initially application of TFRS 16	2,333	1,328	-	-	3,661
Total	8,981	5,079	(451)	-	13,609

Zen Corporation Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2021

24 Earnings per share

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(thousand shares/ thousand Baht)</i>			
Profit (loss) attributable to ordinary shareholders	<u>(88,582)</u>	<u>(63,655)</u>	<u>6,060</u>	<u>(20,474)</u>
Ordinary shares outstanding				
Number of ordinary shares outstanding at 1 January	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>
Number of ordinary shares outstanding (basic) at 31 December	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>	<u>300,000</u>
Earnings (loss) per share (basic) (in Baht)	<u>(0.30)</u>	<u>(0.21)</u>	<u>0.02</u>	<u>(0.07)</u>

25 Dividends

The dividends paid by the Group to the shareholders are as follows:

	Approval date	Payment schedule	Dividend rate per share (Baht)	Amount (in thousand Baht)
2020				
2020 Interim dividend	9 November 2020	December 2020	0.25	74,992
2019 Annual dividend	24 August 2020	September 2020	0.20	60,000

26 Financial instruments

(a) Carrying amounts and fair values

The carrying amounts and fair values of financial current assets and financial current liabilities are taken to approximate the carrying values due to the relatively short-term maturity of these financial assets and liabilities.

(b) Financial risk management policies

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

Zen Corporation Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2021

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(b.1) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

(b.1.1) Trade and other current receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review financial statements. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the risk management committee.

The Group limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 1 months. Outstanding trade receivables are regularly monitored by the Group. An impairment analysis is performed by the Group at each reporting date. The provision rates of expected credit loss are based on days past due for individual trade receivables to reflect differences between economic conditions in the past, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Information relevant to trade and other current receivables are disclosed in note 9.

(b.1.2) Cash and cash equivalent

The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions which the Group considers to have low credit risk.

(b.1.2) Guarantees

The Group's policy is to provide financial guarantees only for subsidiaries' liabilities and an associate's liabilities.

(b.2) Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Zen Corporation Group Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2021

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

Consolidated financial statements					
Contractual cash flows					
More than 1 year but less than 5 years					
<i>At 31 December</i>	Carrying amount	1 year or less	More than 1 year but less than 5 years	More than 5 years	Total
<i>(in thousand Baht)</i>					
2021					
Financial liabilities					
Trade payables	278,059	272,550	5,509	-	278,059
Lease liabilities	852,924	232,148	630,831	65,307	928,286
	<u>1,130,983</u>	<u>504,698</u>	<u>636,340</u>	<u>65,307</u>	<u>1,206,345</u>
2020					
Trade payables	223,577	223,577	-	-	223,577
Lease liabilities	980,621	237,945	733,945	95,444	1,067,334
	<u>1,204,198</u>	<u>461,522</u>	<u>733,945</u>	<u>95,444</u>	<u>1,290,911</u>
Separate financial statements					
Contractual cash flows					
More than 1 year but less than 5 years					
<i>At 31 December</i>	Carrying amount	1 year or less	More than 1 year but less than 5 years	More than 5 years	Total
<i>(in thousand Baht)</i>					
2021					
Financial liabilities					
Trade payables	54	54	-	-	54
Lease liabilities	163,603	25,776	117,447	45,141	188,364
Loans payable - Related parties	4,077	4,077	-	-	4,077
	<u>167,734</u>	<u>29,907</u>	<u>117,447</u>	<u>45,141</u>	<u>192,495</u>
2020					
Trade payables	596	596	-	-	596
Lease liabilities	179,688	23,120	111,358	77,006	211,484
Loans payable - Related parties	3,572	3,572	-	-	3,572
	<u>183,856</u>	<u>27,288</u>	<u>111,358</u>	<u>77,006</u>	<u>215,652</u>

(b.3) Market risk

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because loan interest rates are mainly fixed.

Zen Corporation Group Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2021

27 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board regularly monitors the return on capital, by evaluating result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

28 Commitments with non-related parties

	Consolidated financial statement		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<i>Capital commitments</i>				
Leasehold improvements	2,952	9,536	-	-
Office equipments	908	1,748	45	19
Intangible assets	61	1,414	61	1,172
Total	3,921	12,698	106	1,191
<i>Other commitments</i>				
Short-term lease commitments	12,411	15,265	1,168	1,622
Purchase orders for goods and supplies	75,208	35,165	835	738
Bank guarantees	1,100	800	-	-
Service agreements	292,049	334,555	-	-
Other agreements	3,896	65,982	2,025	50,698
Total	384,664	451,767	4,028	53,058

The Group has the Marketing Support Agreement with 2 local companies for promotion and distribution of certain products of such companies in the group's and franchisees' restaurants for the period from 1 July 2019 to 31 December 2024. In consideration thereof, the Group is committed to perform promotion activities and comply with certain conditions as indicated in the agreement.

Distributorship Agreement

On 18 January 2022, a Subsidiary entered into the Distributorship Agreement with a local company to be a distributor of the Company, in order to increase sales channels under such company's control for the period from 1 February 2022 to 31 January 2025.

29 Events after the reporting period

At the Board of Director Meeting held on 24 February 2022, the Board of Directors approved Spice Synergy Company Limited ("SYN"), a Subsidiary of the Company, invest in King Marine Foods Company Limited ("KMF") which operates the business as the retailer and wholesaler of Japanese restaurant and general restaurants frozen seafood of 25,500 shares, amounting to a total of Baht 72.1 million, 51% of authorised share capital. The Company is still in the process and expected to be completed within the 1st quarter of 2022.

ZEN Corporation Group Public Company Limited

Section 4

Certification of Information Accuracy

Section 4

Certification of Information Accuracy

4. Securities Offering by Issuing Company

The Company has reviewed the information in this annual registration statement and hereby certifies that the aforementioned information is true, accurate, and complete and contains no false or misleading statements or no omission of any material facts that should have been stated therein. In addition, the Company hereby certifies that:

(1) The financial statements and financial information accompanying the annual registration statement contains true, accurate, and complete information concerning the financial status, business operations, and cash flow of the Company and its subsidiaries.

(2) The Company sets up a proper disclosure system to ensure that the Company discloses all material parts of both the Company and its subsidiaries correctly and completely, as well as monitor compliance with such system.

(3) The Company establishes a proper internal control system and monitor compliance with the system. The Company has informed the internal control system assessment to the Audit and Corporate Governance Committee of the Company, which covers deficiencies and significant changes to the internal control system, including any wrongdoing that may affect the financial reporting of the Company and its subsidiaries.

In this regard, as proof that all documents are the same as the documents certified by the Company, I have assigned Mrs. Yupaphan Ekasitikul or Mr.Pree Suvimolthirabutr to sign every page of the documents. If any document does not contain Mrs. Yupaphan Ekasittikul's or Mr.Pree Suvimolthirabutr's signature, I will deem that such document is not the information that I have certified as above.

Name	Position	Signature
Mr. Boonyong Tansakul	Director / Chairman of the Executive Committee / Risk Management Committee/ Chief Executive Officer / (Acting) Chief of Project Management and Business Development Officer /(Acting) Chief Marketing Officer	<i>Mr. Boonyong Tansakul</i>
Miss Jomkwan Chirathivat	Director / Executive Director / Marketing and	<i>Miss Jomkwan Chirathivat</i>

Name	Position	Signature
	Sustainable Development Committee / (Acting)	
	Chief Intellectual Property Officer	

Grantee

Mrs. Yupaphan Ekasittikul	Executive Director / Chief Financial Officer / Accounting Director (Acting) / Finance Director (Acting)	<i>Mrs. Yupaphan Ekasittikul</i>
Mr.Pree Suvimolthirabutr	Executive Director / Chief Operations Officer / Head of Investor Relations	<i>Mr.Pree Suvimolthirabutr</i>

Zen Corporation Group Public Company Limited

APPENDIX

Zen Corporation Group Public Company Limited

APPENDIX1

Details of Directors, Executives , Controlling Person, The highest responsibility in accounting and finance, The person who directly responsible for accounting supervision and Company Secretary.

APPENDIX1 : Details of Directors, Executives , Controlling Person, The highest responsibility in accounting and finance, The person who directly responsible for accounting supervision and Company Secretary

APPENDIX1.1: Details of Directors, Executives , Controlling Person, The highest responsibility in accounting and finance, The person who directly responsible for accounting supervision and Company Secretary.

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Paitoon Taveebhol Chairman of the Board of Directors (February 20, 2019) Independent Director (February 20, 2019)	71	- Bachelor of Business Administration (Accounting), Ramkhamhaeng University, Thailand	-None-	-None-	4	-None-	2014 – Present	Chairman of the Board of Directors / Independent Director	Zen Corporation Group Public Company Limited	Holding Company of Food Business
		- Master of Business Administration (Finance), Kasetsart University, Thailand - -Graduate Diploma Program in Auditing,Thammasat					2012 - Present	Independent Director / Chairman of Audit Committee / Chairman of Risk PolicyCommittee/No mination and Remuneration Committee ⁽¹⁾	KCE Electronics Public Company Limited	Electronic component manufacturing and distribution business

Note ⁽¹⁾ Appointed position of the Nomination and Remuneration Committee in 2018

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		University, Thailand - Director Accreditation Program (DAP) Thai Institute of Directors (IOD) Class of 4/2003 - Director Certification Program (DCP) Thai Institute of Directors (IOD) Class of 38/2003 - Audit Committee Program (ACP) Thai Institute of Directors (IOD) Class of 6/2005 - Role of Chairman Program (RCP) Thai Institute of Directors (IOD) Class of 11/2005					2012 - Present	Independent Director / Audit Committee	Easy Buy Public Company Limited	Credit service business
							2008 - Present	Chairman of the Nomination and Remuneration Committee / Independent Director / Audit and Corporate Governance Committee	Somboon Advance Technology Public Company Limited	Auto parts manufacturing business

		<ul style="list-style-type: none"> - Chartered Director Class (R-CDC) Thai Institute of Directors (IOD) Class of 3/2008 - Monitoring Fraud Risk - Management (MFM) Thai Institute of Directors (IOD) Class of 1/2009 - Monitoring the Quality of Financial Reporting (MFR) Thai Institute of Directors (IOD) Class of 11/2010 - Role of the Compensation Committee (RCC) Thai Institute of Directors (IOD) Class of 10/2010 - Monitoring the Internal Audit Function (MIA) Thai Institute of Directors (IOD) Class of 9/2010 - Monitoring the System of Internal Control and Risk Management (MIR) Thai Institute of Directors (IOD) Class of 9/2010 - Anti-Corruption for 					2002 - Present	Independent Director /Chairman of the Audit Committee /Chairman of the Risk Policy Committee	Central Pattana Public Company Limited	Real estate development business
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Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Executive Program (ACEP) Thai Institute of Directors (IOD) Class of 2/2012 - DCP Reunion (M-DCP Re) Thai Institute of Directors (IOD) Class of 1/2012								
Mr. Sakkanon Chirathivat Director (February 20, 2019) Vice Chairman of the Board of Directors (February 20, 2019) Nomination and Remuneration Committee (February 20, 2019) Risk Management	44	- Bachelor of Architecture, University of Westminster, England - Master of Urban Design, AA School of Architecture, England - Master of Business Administration,Sasin Graduate Institute of Business Administration of Thailand	33.46	Being a sibling of Miss Jomkwan Chirathivat, who is a director and executive of the Group	-None-	13	2014 – Present	Vice Chairman of the Board of Directors / Nomination and Remuneration Committee/ Risk Management Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2016 - Present	Director	Zen and Spicy Company Limited	Restaurant business
							2016 - Present	Director	Spice Synergy Company Limited	Service mark owner Restaurant brands

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Committee April 29, 2019) Director of Subsidiaries ⁽³⁾		<ul style="list-style-type: none"> - Director Certification Program (DCP) Thai Institute of Directors (IOD) Class of 211/2015 - Ethical Leadership Program (ELP) Thai Institute of Directors (IOD) Class of 7/2017 					2016 - Present	Director	Food Active Company Limited	Wholesale business of other food products Which is not elsewhere classified
							2015 - Present	Director	AGB Family Holding Company Limited	A holding company that does not primarily invest in financial business
							2015 - Present	Director	AGB Siblings Holding Company Limited	A holding company that does not primarily invest in financial business
							2015- Present	Director	Zen Supply Chain Management Company Limited	Management business, procurement, purchase and delivery of raw materials
							2015 - Present	Director	Suan Saladaeng Company Limited	Real estate rental and operation business
							2013 - Present	Director	Tokyo Concepts Company Limited	Restaurant business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2013 - Present	Director	Gyu Grill Group Company Limited	Restaurant business
							2013 - Present	Director	Aka Inter Foods Company Limited	Restaurant business
							2011 - Present	Director	Zen Restaurant Holding Company Limited	Restaurant business
							2006 - Present	Director	Terra Cottage Company Limited	Resort hotel business And apartments
							2006 - Present	Director	Canyon Cottage Company Limited	Hotel and Resort Business
							2014 - 2018	Chief Executive Officer	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Prawit Kijpaisalrattana Independent Director (February 20, 2019) Chairman of the Audit and Corporate Governance Committee (February 20, 2019) Chairman of the Nomination and Remuneration Committee (August 8, 2019)	68	<ul style="list-style-type: none"> - Bachelor of Accounting, Thammasat University, Thailand - Master of Accounting, Thammasat University, Thailand - Board Nomination and Compensation Program (BNCP) Thai Institute of Directors (IOD) Class of 7/2019 - Director Accreditation Program (DAP) Thai Institute of Directors (IOD) Class of 120/2015 - Advanced Audit Committee Program (AACP) Thai Institute of Directors (IOD) Class of 	-None-	-None-	-None-	1	2014 - present	Independent Director/Chairman of the Audit and Corporate Governance Committee /Chairman of the Nomination and Remuneration Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		30/2018					2018 - present	Independent Director/Chairman of the Audit Committee	Thai Eastern Group Holdings Company Limited	Holding shares in other companies (Holding Company) operating rubber business Palm oil business Renewable energy business And other related businesses
							2015 - 2020	Director	Baan Suay Group (Suratthani) Public Company Limited	Real estate business
							2013 - 2014	Cooperative Chairman	Beef cattle cooperatives	Agricultural Cooperatives

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Assoc.Prof.Dr. Wilert Puriwat Independent Director (February 20, 2019) Chairman of the Marketing and Sustainable Development Committee (February 20, 2019) Nomination and Remuneration Committee (8 August 2019)	54	<ul style="list-style-type: none"> - Bachelor's Degree in Finance and Banking Chulalongkorn University, Thailand - Master of Marketing, Thammasat University, Thailand - Master's Degree in Private and Public Management, Yale University, USA - Ph.D. in International Business, University of Oxford, England - Director Accreditation Program (DAP)Thai Institute of Directors (IOD), Class of 137/2017 	-None-	-None-	-None-	1	2015 - Present	Independent Director / Chairman of the Marketing and Sustainable Development Committee / Nomination and Remuneration Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2019 - Present	Dean of Faculty of Commerce and Accountancy	Chulalongkorn University	University
							2018 - 2019	Audit Committee	Zen Corporation Group Public Company Limited	Holding shares in other companies (Holding Company) that operate a restaurant business and other related businesses

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2010 – 2019	Head of Marketing Department	Chulalongkorn University	University
							2010 - 2015	Consultant	Spa Haku Hodo Company Limited	Advertising service business
Mrs. Jotika Savanananda Independent Director (February 20, 2019) Audit and Corporate Governance Committee (February 20, 2019) Nomination and Remuneration Committee (March 12, 2021)	61	<ul style="list-style-type: none"> - B.A. in Psychology, University of Minnesota, USA - M.S. in Psychology, University of San Francisco, USA - MBA (Finance and International Business), Sasin Graduate Institute of Business Administration, 	-None-	-None-	1	5	2021 - Present	Nomination and Remuneration Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2018 - Present	Independent Director / Audit and Corporate Governance Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2018 – Present	Director	RFS Company Limited	Hospital support service business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Chulalongkorn University - Director Certification Program (DCP) Thai Institute of Directors (IOD), Class of 73/2006 - Advanced Audit Committee Program (AACP) Thai Institute of Directors (IOD), Class of 18/2015 - Risk Management Committee Program (RMP) Thai Institute of Directors (IOD), Class of 6/2015 - Corporate Governance for Capital Market Intermediaries (CGI) Thai Institute of Directors (IOD) Class of 18/2017					2017 - present	Consultant	Securities and Exchange Commission	Government agency
							2016 - Present	Sub-Committee	Securities and Exchange Commission	Government agency
							2015 - Present	Independent Director / Audit Committee / Nomination and Remuneration Committee	Central Pattana Public Company Limited	Real estate development business
							2015 - Present	Chairman of the Board	Talis Asset Management Company Limited	Asset Management Business
							2018 - present	Qualified University Council Member	Mahidol University Council	University
							2019 – Present	Qualified Director	Thailand Capital Market Development Fund	Promote the development of the capital market

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2019 – 2020	Qualified Director	Life Insurance Fund (Life Insurance Fund)	Insurance business
							2017 – 2020	Director / Audit Committee / Investment Committee	Life Insurance Fund (Life Insurance Fund)	Insurance business
							2018 - 2019	Nomination and Remuneration Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2014 – 2018	Director / Chairman of the Audit Subcommittee / Nomination and Remuneration Committee	The Stock Exchange of Thailand	The Stock Exchange of Thailand
							2014 - 2017	Qualified Financial Director	The Office of Insurance Commission (OIC)	Government agency

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2014 - 2015	Director / Risk Management Committee / Nomination and Remuneration Committee	Government Housing Bank	State Enterprises
							2009 - 2014	Managing Director	SCB Asset Management Company Limited	Asset Management Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Chavalit Chindavanig Independent Director (April 29, 2019) Chairman of the Risk Management Committee (April 29, 2019) Audit and Corporate Governance Committee (April 19, 2019)	58	<ul style="list-style-type: none"> - Bachelor of Faculty of Engineering Mechanical Engineering Chulalongkorn University Thailand - Master of Business Administration Finance Eastern Michigan University USA - IT Governance and Cyber Resilience Program (ITG) Thai Institute of Directors (IOD), Class of 10/2019 - Certification Program Update (DCPU) Thai Institute of Directors (IOD), Class of 5/2015 - Corporate Governance for Capital Market 	-None-	-None-	1	2	2019 – present	Independent Director / Chairman of the Risk Management Committee / Audit Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2019 - present	Independent Director / Audit Committee	Internet Thailand Public Company Limited	The company is a fully integrated provider of ICT infrastructure
							2018- present	Audit Committee	KKP Capital Public Company Limited	Holding shares in other companies (Holding Company) In the capital market business
							2012 - present	Director	KKP Capital Public Company Limited	Holding shares in other companies (Holding Company) In the capital market business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Intermediaries (CGI) Thai Institute of Directors (IOD), Class of 4/2015					2016 - present	Audit Committee	Kiatnakin Phatra Bank Public Company Limited	Securities business
		- Monitoring the System of Internal Control and Risk Management (MIR) Thai Institute of Directors (IOD), Class of 12/2012					2012- present	Director	Kiatnakin Phatra Bank Public Company Limited	Securities business
		- Monitoring the Quality of Financial Reporting (MFR) Thai Institute of Directors (IOD), Class of 15/2015					2019 - 2020	Director	Limousine and Car Transport Company Limited	Holding shares in other companies (Holding Company) operating car rental business
		- Monitoring the Internal Audit Function (MIA) Thai Institute of Directors (IOD), Class of 11/2013					2012 - 2018	First Executive Vice President	Kiatnakin Bank Public Company Limited	Commercial banking business
		- Monitoring Fraud Risk					2007 – 2018	Head of Corporate Strategy Group / Member of the Risk Management Committee	Kiatnakin Bank Public Company Limited	Commercial banking business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Management (MFM) Thai Institute of Directors (IOD), Class of 6/2013 - Audit Committee Program (ACP) Thai Institute of Directors (IOD), Class of 37/2013 - Director Certification Program (DCP) Thai Institute of Directors (IOD), Class of 76/2006 - Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 21/2004					2011 - 2017	Director / Audit Committee	Kiatnakin Phatra Asset Management Company Limited	Investment management business
							2009 - 2016	Director	KKTrade Securities Company Limited	Securities business
							2010 - 2016	Audit Committee	KKTrade Securities Company Limited	Securities business
							2009 - 2016	Director	Erawan Law Office Limited	Law firm

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Boonyong Tansakul Director <i>(February 20, 2019)</i> Chairman of the Executive Committee <i>(February 20, 2019)</i> Risk Management Committee <i>(April 29, 2019)</i> Chief Executive Officer <i>(June 1, 2018)</i> (Acting) Chief Marketing Officer <i>(October 16, 2021)</i> (Acting) Chief of Project Management and Business Development Officer	56	- Bachelor of Science degree in Electrical Engineering King Mongkut's Institute of Technology Thonburi, Thailand - Certificate in Introductory Manufacturing Management, Sanno Institute of Management Thai Japanese Technological Promotion Association Thailand - Certificate of completion in Executive Development Program, Kellogg Graduate School of Management, Northwestern University,	-None-	-None-	-None-	9	2021 - Present	Independent Director	Knight Club Capital Asset Management Company Limited	Buying or accepting transfers of non- performing assets from financial institutions
							2020 - Present	Chief of Project Management and Business Development Officer (Acting)	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2019 - Present	Risk Management Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2018 - Present	Chairman of the Executive Committee / Chief Executive Officer	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2016 - Present	Director /	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
(October 1, 2020) Director of Subsidiaries ⁽³⁾ Executive of Subsidiaries ⁽³⁾		USA - Capital Market Academy Leadership Program Class 2015, The Securities and Exchange Commission, Thailand - Capital Market Academy Program (CMA) Class 13/2011, The Stock Exchange of Thailand - Director Certification Program (DCP) Class 96/2007, Thai Institute of Directors (IOD) - IOD Chartered Director Class 3/2008, Thai Institute of Directors (IOD) - Anti-Corruption for Executive Program (ACEP) Class 2/2012, Thai Institute					2019 - Present	Director of Nomination and Remuneration Committee	Thai Listed Companies Association	Non-profit Organization
							2020 - Present	Chief of Project Management and Business Development Group (Acting)	Zen Restaurant Holding Company Limited	Restaurant Business
							2018 - Present	Chief Executive Officer / Director	Zen Restaurant Holding Company Limited	Restaurant Business
							2020 - Present	Chief of Project Management and Business Development Group (Acting)	Aka Inter Foods Company Limited	Restaurant Business
							2018 - Present	Chief Executive Officer / Director	Aka Inter Foods Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		of Directors (IOD) - Executive Development Program (EDP) Class 4/2009, Thai Listed Companies Association					2020 - Present	Chief of Project Management and Business Development Group (Acting)	Gyu Grill Group Company Limited	Restaurant Business
							2018 - Present	Chief Executive Officer / Director	Gyu Grill Group Company Limited	Restaurant Business
							2020 - Present	Chief of Project Management and Business Development Group (Acting)	Spice Synergy Company Limited	Restaurant's Service Mark Holder
							2018 - Present	Chief Executive Officer / Director	Spice Synergy Company Limited	Restaurant's Service Mark Holder
							2020 - Present	Chief of Project Management and Business Development Group (Acting)	Tokyo Concept Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2018 - Present	Chief Executive Officer / Director	Tokyo Concept Company Limited	Restaurant Business
							2020 - Present	Chief of Project Management and Business Development Group (Acting)	Zen and Spicy Company Limited	Restaurant Business
							2018 - Present	Chief Executive Officer / Director	Zen and Spicy Company Limited	Restaurant Business
							2020 - Present	Chief of Project Management and Business Development Group (Acting)	Zen Supply Chain Management Company Limited	Supply Chain Business
							2018 - Present	Chief Executive Officer / Director	Zen Supply Chain Management Company Limited	Supply Chain Business
							2013 – 2016	Managing Director	Singer Thailand Public Company Limited	Retail and Leasing Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2013 - 2015	Executive Vice President	Singer Asia Limited	Retail and Leasing Business
Miss Jomkwan Chirathivat Director (February 20, 2019) Executive Director (February 20, 2019) Marketing and Sustainable Development Committee (December 14, 2020) (Acting) Chief Intellectual Property Officer (August 14, 2018) Director of Subsidiaries ⁽³⁾ Executive of Subsidiaries ⁽³⁾	39	<ul style="list-style-type: none"> - Bachelor's Degree in Mass Communication Chulalongkorn University, Thailand - Fashion Portfolio Certificate, London College of Fashion, England - Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 116/2015 	33.46	Being a sibling of Mr. Sakkanon Chirathivat, who is Vice Chairman of the Board of Directors of the Group	-None-	12	2020 - Present	Marketing and Sustainable Development Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2018 - Present	Executive Director/ (Acting) Chief Intellectual Property Officer	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2014 - Present	Director	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2019 - Present	(Acting) Chief Intellectual Property Officer	Zen and Spicy Company Limited	Restaurant Business
							2016 - present	Director	Zen and Spicy Company Limited	Restaurant Business
							2018 - Present	(Acting) Chief Intellectual Property Officer	Spice Synergy Company Limited	Restaurant's Service Mark Holder
							2016 - present	Director /	Spice Synergy Company Limited	Restaurant's Service Mark Holder
							2015 - present	Director	AGB Family Holding Company Limited	A holding company that does not primarily invest in financial business
							2015 - present	Director	AGB Siblings Holding Company Limited	A holding company that does not primarily invest in financial business
							2019 - present	(Acting) Chief Intellectual Property Officer	Gyu Grill Group Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2015 - present	Director	Gyu Grill Group Company Limited	Restaurant Business
							2019 - present	(Acting) Chief Intellectual Property Officer	Zen Supply Chain Management Company Limited	Supply Chain Business
							2015 - present	Director	Zen Supply Chain Management Company Limited	Supply Chain Business
							2015 - present	Director	Suan Saladaeng Company Limited	Real estate rental and operation business
							2019 - present	(Acting) Chief Intellectual Property Officer	Aka Inter Foods Company Limited	Restaurant Business
							2014 – Present	Director	Aka Inter Foods Company Limited	Restaurant Business
							2019 - present	(Acting) Chief Intellectual Property Officer	Zen Restaurant Holding Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2011 – Present	Director	Zen Restaurant Holding Company Limited	Restaurant Business
							2019 - present	(Acting) Chief Intellectual Property Officer	Tokyo Concept Company Limited	Restaurant Business
							2011 – Present	Director / (Acting) Chief Intellectual Property Officer	Tokyo Concept Company Limited	Restaurant Business
							2006 – Present	Director	Terra Cotta Company Limited	Resort hotel business And apartments
							2006 – Present	Director	Canyon Cottage Company Limited	Hotel and Resort Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Chittapon Vivaddhanakasem Director (February 20, 2019) Executive Director (March 6, 2020) Risk Management Committee (December 14, 2020) Chief People Officer (April 1, 2020) Director of Subsidiaries ⁽³⁾	42	- Bachelor's Degree in General Management Assumption University, Thailand - - Master of Finance and Marketing, University of San Francisco - Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class 116/2015	1.44	-None-	-None-	9	2020 - Present	Executive Director/ Risk Management Committee / Chief People Officer	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2014 - Present	Director	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2018 - Present	Director	Ready Set Go Company Limited	Sports equipment business
							2020 - Present	Chief People Officer	Spice Synergy Company Limited	Restaurant's Service Mark Holder
							2016 - Present	Director	Spice Synergy Company Limited	Restaurant's Service Mark Holder
							2020 - Present	Chief People Officer	Zen and Spicy Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2016 - Present	Director	Zen and Spicy Company Limited	Restaurant Business
							2020 - Present	Chief People Officer	Zen Supply Chain Management Company Limited	Supply Chain Business
							2015 - Present	Director	Zen Supply Chain Management Company Limited	Supply Chain Business
							2020 - Present	Chief People Officer	Zen Restaurant Holding Company Limited	Restaurant Business
							2014 - Present	Director	Zen Restaurant Holding Company Limited	Restaurant Business
							2020 - Present	Chief People Officer	Tokyo Concept Company Limited	Restaurant Business
							2014 - Present	Director	Tokyo Concept Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2020 - Present	Chief People Officer	Gyu Grill Group Company Limited	Restaurant Business
							2013 - Present	Director	Gyu Grill Group Company Limited	Restaurant Business
							2020 - Present	Chief People Officer	Aka Inter Foods Company Limited	Restaurant Business
							2013 - Present	Director	Aka Inter Foods Company Limited	Restaurant Business
							2010 - Presen	Director	Haad Samran Company Limited	Hotel business
							2019 - 2020	Marketing and Sustainable Development Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Steven David Halliday Director (February 20, 2019) Risk Management Committee (August 13, 2021) Director of Subsidiaries ⁽¹⁾	42	<ul style="list-style-type: none"> - Bachelor of Mechanical Engineering, University of Southampton, England - Master of Engineering Business Management, University of Warwick, England - Master of Engineering Management, Chulalongkorn University, Thailand - Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 115/2015 	1.26	Husband of Miss. Suchanpa Balankura, the Group's executive	-None-	7	2021 - present	Risk Management Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2014 - present	Director	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2016 - present	Director	Spicy Synergy Company Limited	Restaurant's Service Mark Holder
							2016 - present	Director	Zen and Spicy Company Limited	Restaurant Business
							2015 - present	Director	Aka Inters Foods Company Limited	Restaurant Business
							2015 - present	Director	Zen Supply Chain Management Company Limited	Supply Chain Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2014 - present	Director	Zen Restaurant Holding Company Limited	Restaurant Business
							2014 - present	Director	Gyu Grill Group Company Limited	Restaurant Business
							2014 - present	Director	Tokyo Concept Company Limited	Restaurant Business
							2010 - 2013	Vice President, Strategy Department	TMB Bank Public Company Limited	Commercial bank

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Mr. Siruwat Chatchaval Director (August 24, 2020) Marketing and Sustainable Development Committee (February 24, 2020) Executive Director (March 6, 2020) Chief Commercial Officer_Thai Brand (March 25, 2020)	43	- Bachelor of Arts in Communication Design Rangsit University, Thailand - Global Mini MBA, Entrepreneurial Manager, Thammasat University, Thailand BrandKU EXT Certificate in Business Administration, Kasetsart University, Thailand - Director Accreditation Program (DAP) Thai Institute of Directors (IOD), Class of 169/2020	1.58	-None-	-None-	9	2021 - Present	Director	Zen And Kosum Interfood Company Limited	Production and distribution of retail and wholesale both domestically and internationally relating to products such as bottled fermented fish sauce and including other food products

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Director of Subsidiaries ⁽¹⁾ Executive of Subsidiaries ⁽¹⁾							2020 - Present	Director / Executive Director / Marketing and Sustainable Development Committee / Chief Commercial Officer_Thai Brand	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Zen Restaurant Holding Company Limited	Restaurant Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Aka Inters Foods Company Limited	Restaurant Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Tokyo Concept Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Gyu Grill Group Company Limited	Restaurant Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Zen Supply Chain Management Company Limited	Supply Chain Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Zen and Spicy Company Limited	Restaurant Business
							2020 - Present	Director / Chief Commercial Officer_Thai Brand	Spicy Synergy Company Limited	Restaurant's Service Mark Holder
							2016 - Present	Committee	Chef Best Company Limited	Business for property rental
							2018 - 2020	Risk Management Committee	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2009 - 2016	Chief Executive Officer	Crazy Spicy Group Company Limited	Restaurant franchise business
Mrs. Yupaphan Ekasittikul Executive Director (June 1, 2018) Chief Financial Officer (June 1, 2018) Accounting Director (Acting) (June 1, 2018) Finance Director (Acting) (June 1, 2018) Highest Authorized Person responsible for Accounting and Finance Executive in Subsidiaries ⁽¹⁾	54	- Bachelor of Accounting, Thammasat University, Thailand - Master of Accounting, Thammasat University, Thailand - Diploma in Advanced Accounting Examination Thammasat University, Thailand - Director Accreditation Program (DAP), Thai Institute of Directors (IOD), Class of 96/2012	-None-	-None-	1	11	2021 - Present	Director	Zen And Kosum Interfood Company Limited	Production and distribution of retail and wholesale both domestically and internationally relating to products such as bottled fermented fish sauce and including other food products

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Director of Associated ⁽²⁾		<ul style="list-style-type: none"> - Board Reporting Program (BRP), Thai Institute of Directors (IOD), Class of 12/2013 - Company Secretary Program (CSP), Thai Institute of Directors (IOD), Class of 53/2013 - Company Reporting Program (CRP), Thai Institute of Directors (IOD), Class of 9/2014 - Effective Minutes Taking (EMT), Thai Institute of Directors (IOD), Class of 30/2014 - Anti-Corruption the Practical Guide (ACPG), 					2018 - Present	Executive Director / Risk Management Committee / Chief Financial Officer / Chief Financial Officer / Accounting Director (Acting) / Finance Director (Acting)	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2020 - Present	Director	KIN DEE YU DEE 2020 Company Limited	Restaurant Business
							2019 - Present	Chief Financial Officer	Zen Restaurant Holding Company Limited	Restaurant Business
							2018 - Present	Chief Financial Officer	Aka Inters Foods Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Thai Institute of Directors (IOD), Class of 18/2015 - Risk Management Program for Corporate Leaders, Thai Institute of Directors (IOD), Class of 9/2017					2018 - Present	Chief Financial Officer	Tokyo Concept Company Limited	Restaurant Business
							2018 - Present	Chief Financial Officer	Gyu Grill Group Company Limited	Restaurant Business
							2018 - Present	Chief Financial Officer	Zen Supply Chain Management Company Limited	Supply Chain Business
							2018 - Present	Chief Financial Officer	Zen and Spicy Company Limited	Restaurant Business
							2018 - Present	Chief Financial Officer	Spicy Synergy Company Limited	Restaurant's Service Mark Holder
							2018 - Present	Independent Director / Audit Committee	Eastern Power Group Public Company Limited	Energy and utilities business
							2017 - Present	Director	Sithikul Associates Company Limited	Accounting services, bookkeeping, auditing
							2016 - 2017	Chief Financial Officer	Post Publishing Public Company Limited	Printing media business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2012 - 2015	Deputy Managing Director	Erawan Sugar Company Limited	Sugar factory business
							2012 - 2014	Financial Accounting Director	TOA Paint (Thailand) Company Limited	Color production and distribution business And coating
							1997 - 2011	Financial Accounting Director	Central Restaurants Group Company Limited	Restaurant Business
Mr.Pree Suvimolthirabutr Executive Director (December 14, 2021) Chief Operations Officer (September 1, 2021) Executive in Subsidiaries ⁽¹⁾	47	- Bachelor's degree in Engineering, Department of Electrical, Chulalongkorn University - Master's degree MBA ,Oregon State University, USA - Director Accreditation	-None -	-None -	-None -	-None -	2021 - Present	Executive Director/ Chief Operations Officer	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2021 - Present	Chief Operations Officer	Zen Restaurant Holding Company Limited	Restaurant Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Program (DAP) Thai Institute of Directors (IOD) , Class of 162/2019 - Advanced certificate in public economics management, King Prajadhipok's Institute, Class 9					2020 - Present	Chief Operations Officer	Aka Inters Foods Company Limited	Restaurant Business
							2020 - Present	Chief Operations Officer	Tokyo Concept Company Limited	Restaurant Business
							2020 - Present	Chief Operations Officer	Gyu Grill Group Company Limited	Restaurant Business
							2020 - Present	Chief Operations Officer	Zen Supply Chain Management Company Limited	Supply Chain Business
							2020 - Present	Chief Commercial Officer Japanese Brand	Zen and Spicy Company Limited	Restaurant Business
							2020 - Present	Chief Operations Officer	Spicy Synergy Company Limited	Restaurant's Service Mark Holder

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
							2018 - 2020	General Manager Yakiniku & Cafe Brand	Zen Corporation Group Company Limited	Restaurant Business
							2021 – 2021	Senior Expert	Boston Consulting Group	consulting business
							2018 – 2020	Managing Director	About passion / Food generation	Restaurant Business
							2016 – 2017	Supply Chain & IT Director	Boots Retail (Thailand)	Retail business
							2007 – 2014	Supply Chain Director	Big C Supercenter	Retail business
							2005 – 2006	Country Sales Manager	Ge energy	energy business
							2003 – 2004	Senior Manager	True Corporation	Information technology business
							1999 – 2003	Senior consultant	Accenture	consulting business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companies	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
Miss Kanlaya Chuaychoo Accounting Manager (14 December 2016) A person whom has been assigned to responsible accounting control	42	- Bachelor of Business Administration (Accounting), Srinakharintarawiroj University, Thailand - Master of Business Administration (Accounting), Ramkhamhang University, Thailand	-None-	-None -	-None -	-None -	2016 – Present	Senior Accounting Manager	Zen Corporation Group Public Company Limited	Holding Company of Food Business
							2012 – 2016	Accounting Assistant Manager	Mc Group Public Company Limited	Business, trade, fabrics, woven from synthetic fibers, elastic threads, nylon fibers, synthetic fibers
Miss Oraya Uesakul Corporate Secretary (24 July 2015)	56	- Bachelor of Business Administration (Money and Banking), Ramkhamhang University, Thailand - Master of Business Administration (M.B.A.-	-None -	-None -	-None -	-None -	2020 – present	Committee of Thai Company Secretary Club	Thai Listed Companies Association	Thai Listed Companies Association
							2015 – present	Corporate Secretary	Zen Corporation Group Public Company Limited	Holding Company of Food Business

Name-Surname / Position (Date of appointment)	Age (Year)	Education / Training (IOD)	% Shareholding in the Company ⁽¹⁾	Family Relation between Directors and Executives	Other current position of director / executive positions		Work Experience			
					Other listed companie s	Companies or Other position in other company doing business	Time period	Position	Company / Department name	Type of Business
		Finance), Western Michigan University, U.S.A. - Company Secretary Program (CSP), Thai Institute of Directors (IOD), Class 36/2010 Effective Minute Taking (EMT), Thai Institute of Directors (IOD), Class 17/2010 - Anti Corruption: The practical Guide (ACPG) Thai Institute of Directors (IOD), Class 15/2014					2014 – 2015	Corporate Secretary	Mc Group Public Company Limited	Business, trade, fabrics, woven from synthetic fibers, elastic threads, nylon fibers, synthetic fibers
							2011 – 2013	Assistant Vice President for Accounting and Finance	Chemical Man Public Company Limited	Production and distribution of lime And continuous chemical products
							2010 – 2011	Corporate Secretary	Minor International Public Company Limited	Resort hotel business and apartments
							2000 – 2009	Financial director	Minor International Public Company Limited	Resort hotel business and apartments

Remark: ⁽¹⁾ Being a person approved by the Board of Directors to be a director and / or executive of a subsidiary

⁽²⁾ Being a person approved by the Board of Directors to be a director of a Associated

APPENDIX 1.2 : The position of director and executives in the Company, subsidiaries and associates

List of Directors	The Company or ZCG	Subsidiary								Associated
		ZRH	AKA	GGG	SYN	OTT	ZPC	ZSM	ZKC	KIN DEE YU DEE 2020 Co., Ltd.
1. Mr. Paitoon Taveebhol	C, II	-	-	-	-	-	-	-	-	-
2. Mr. Sakkanon Chirathivat	I, V, VII	I	I	I	I	I	I	I	-	-
3. Mr. Prawit Kijpaisalrattana	I, II, III, V	-	-	-	-	-	-	-	-	-
4. Asst.Prof. Wilert Puriwat	I, II, VI	-	-	-	-	-	-	-	-	-
5. Mrs. Jotika Savanananda	I, II, III, V	-	-	-	-	-	-	-	-	-
6. Mr. Chavalit Chindavanig	I, II, III, VII	-	-	-	-	-	-	-	-	-
7. Mr. Boonyong Tansakul	I, VII	I	I	I	I	I	I	I	-	-
8. Miss Jomkwan Chirathivat	I, IV, VII, X	I, X	I, X	I, X	I, X	I, X	I, X	I, X	-	-
9. Mr. Chittapon Vivaddhanakasem	I, IV, VI, X	I, X	I, X	I, X	I, X	I, X	I, X	I, X	-	-
10. Mr. Steven David Halliday	I, IV, VII, X	I, X	I, X	I, X	I, X	I, X	I, X	I, X	-	-
11. Mr. Siruwat Chatchaval	I, IV, VI, X	I, X	I, X	I, X	I, X	I, X	I, X	I, X	I	-
12. Mrs. Yupaphan Ekasittikul	IV, X	X	X	X	X	X	X	X	C, I	I
13. Mr. Pree Suvimolthirabutr	IV, X	X	X	X	X	X	X	X	-	-

Remark:

C = Chairman of the Board

I = Director

II = Independent Director

III = Audit Committee

IV = Executive Committee

V = Nomination and Remuneration Committee

VI = Marketing and Sustainable Development Committee

VII = Risk Management Committee

X = Executive

APPENDIX 1.3 : The position of director and executives in related companies

Company list	List of Directors and Executives												
	Mr. Paitoon Taveebhol	Mr. Sakkanon Chirathivat	Mr. Prawit Kijpaisalrattana	Assoc.Prof.Dr. Wilert Puriwat	Mrs. Jotika Savanananda	Mr. Chavalit Chindavanig	Mr. Boonyong Tansakul	Miss Jomkwan Chirathivat	Mr. Chittapon Vivaddhanakasem	Mr. Steven David Halliday	Mr. Siruwat Chatchaval	Mrs. Yupaphan Ekasittikul	Mr.Pree Suvimolthirabutr
KCE Electronics Public Company Limited	I, II, III, V, VII	-	-	-	-	-	-	-	-	-	-	-	-
Easy Buy Public Company Limited	I, II, III	-	-	-	-	-	-	-	-	-	-	-	-
Somboon Advance Technology Public Company Limited	I, II, III, V	-	-	-	-	-	-	-	-	-	-	-	-
Central Pattana Public Company Limited	I, II, III, VII	-	-	-	I, II, III, V	-	-	-	-	-	-	-	-
AGB Family Holding Company Limited	-	I	-	-	-	-	-	I	-	-	-	-	-
AGB Siblings Holding Company Limited	-	I	-	-	-	-	-	I	-	-	-	-	-
Terra Cotta Company Limited	-	I	-	-	-	-	-	I	-	-	-	-	-
Canyon Cottage Company Limited	-	I	-	-	-	-	-	I	-	-	-	-	-
Food Active Company Limited	-	I	-	-	-	-	-	-	-	-	-	-	-
Suan Saladaeng Company Limited	-	I	-	-	-	-	-	I	-	-	-	-	-

Company list	List of Directors and Executives												
	Mr. Paitoon Taveebhol	Mr. Sakkanon Chirathivat	Mr. Prawit Kijpaisalrattana	Assoc.Prof.Dr. Wilert Puriwat	Mrs. Jotika Savanananda	Mr. Chavalit Chindavanig	Mr. Boonyong Tansakul	Miss Jomkwan Chirathivat	Mr. Chittapon Vivaddhanakasem	Mr. Steven David Halliday	Mr. Siruwat Chatchaval	Mrs. Yupaphan Ekasitikul	Mr.Pree Suvimolthirabutr
Thai Eastern Group Holdings Company Limited	-	-	I, II, III	-	-	-	-	-	-	-	-	-	-
RFS Company Limited	-	-	-	-	I	-	-	-	-	-	-	-	-
Talis Asset Management Company Limited	-	-	-	-	C	-	-	-	-	-	-	-	-
Haad Samran Company Limited	-	-	-	-	-	-	-	-	I	-	-	-	-
Ready Set Go Company Limited	-	-	-	-	-	-	-	-	I	-	-	-	-
Sithikul Associates Company Limited	-	-	-	-	-	-	-	-	-	-	-	I	-
Eastern Printing Public Company Limited	-	-	-	-	-	-	-	-	-	-	-	I, II, III	-
Chef Best Company Limited	-	-	-	-	-	-	-	-	-	-	I	-	-

Remark:

C = Chairman of the Board

I = Director

II = Independent Director

III = Audit Committee

IV = Executive Committee

V = Nomination and Remuneration Committee

VI = Marketing and Sustainable Development Committee

VII = Risk Management Committee

VIII = Risk Policy Committee

IX = Investment Committee

X = Executive

Zen Corporation Group Public Company Limited

APPENDIX 2

Details of the Directors of the Subsidiary

APPENDIX 2 : Details of the Directors of the Subsidiary

List of Directors	Subsidiary							
	ZRH	AKA	GGG	SYN	OTT	ZPC	ZSM	ZKC
1. Mr. Boonyong Tansakul	C,I, X	C,I, X	C,I, X	C,I, X	C,I, X	C,I, X	C,I, X	-
2. Mr. Sakkanon Chirathivat	I	I	I	I	I	I	I	-
3. Miss Jomkwan Chirathivat	I, X	I, X	I, X	I, X	I, X	I, X	I, X	-
4. Mr. Chittapon Vivaddhanakasem	I, X	I, X	I, X	I, X	I, X	I, X	I, X	-
5. Mr. Steven David Halliday	I	I	I	I	I	I	I	-
6. Mr. Siruwat Chatchaval	I, X	I, X	I, X	I, X	I, X	I, X	I, X	I
7. Mrs. Yupaphan Ekasittikul	-	-	-	-	-	-	-	C, I

Note:

C = Chairman of the Board

I = Directors

X = Executive

Zen Corporation Group Public Company Limited

APPENDIX 3

Details about Head of Internal Audit and Head of Operations (Compliance)

APPENDIX 3 : 3.1 Details about Head of Internal Audit

The Company assigned Miss. Rungaroon Phongwilai to be the Head of Internal Audit. The details of the Head of Internal Audit as follows:

Head of Internal Audit	Age (Year)	Education / Training	Time period	Company	Position
Miss. Rungaroon Phongwilai	43	Education - Bachelor of Business - Bachelor's degree in Accounting, Thammasat University - Master's degree in Business Administration National Institute of Development Administration	Oct. 2021-Present	Zen Corporation Group Public Company Limited	(Acting) Internal Audit Director
			2018 – Sep. 2021	Zen Corporation Group Public Company Limited	Assistant Director of Internal Audit
			2015 - 2018	Zen Corporation Group Public Company Limited	Audit Executive
		Training - Anti-Corruption the Practical Guide (ACPG) Class of 57/2021 - Internal Audit Management - Fraud investigation	2005 – 2015	Siam Food Products Public Company Limited	Internal Audit Manager

APPENDIX 3 : 3.2 Details about Head of Operations (Compliance)

The Company assigned Mr. Songwut Boakhem to be the Head of Operations (Compliance) as follows:

Head of Operations	Age (Year)	Education / Training	Time period	Company	Position
Mr. Songwut Boakhem	66	<ul style="list-style-type: none"> - Bachelor of Business Accounting ,Thammasat University - Bachelor of Business Master of Laws,Thammasat University - Master of Business Master of Business Administration Kasetsart University 	2018-Present	Zen Corporation Group Public Company Limited	Head of Management Office
			2017-2018	RHB Securities (Thailand) Public Company Limited	Legal Director
			2014-2017	Suetrong Property Company Limited Group	Legal Manager
			2010-2013	CIMB Thai Bank Public Company Limited	Executive Vice President Business support Line
			2007-2010	Sathorn Asset Management Company Limited (subordinate to CIMB Thai Bank Public Company Limited)	Managing Director
			1999-2007	BankThai Public Company Limited	Executive Vice President Business

Head of Operations	Age (Year)	Education / Training	Time period	Company	Position
			1190-1999	United Bank Public Company Limited	Senior Director Credit Quality and Legal Development Department
			2517-2533	Bangkok Bank Public Company Limited	Section Chief / Senior Auditor

Zen Corporation Group Public Company Limited

APPENDIX 4

Assets for business operation and Details about the appraisal items

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 1.1, page 46, item 4.

2. Details about the appraisal items

- None -

Zen Corporation Group Public Company Limited

APPENDIX5

Policy and Practice of Corporate Governance and Code of Conduct of the Company in Full
Version

APPENDIX 5: Policy and Practice of Corporate Governance and Code of Conduct of the Company in Full Version
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Good Corporate Governance Policy

Of

ZEN Corporation Group Public Company Limited and Its 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 1

Rights of Shareholders

1. Shareholder meetings

1. Zen Corporation Group Public Company Limited ("the Company") shall support all shareholders and the institutional shareholders to attend the shareholders' meetings.

2. The Company shall send documents stating the date, time, location, and agenda of a meeting, as well as explanations and reasons for each agenda, all information related to matters that need to be decided at a meeting, in an invitation letter of the shareholders' meeting or in an attachment of meeting agenda. All shareholders shall be notified at least 28 days in advance, and the details shall be available on the Company website <http://www.zengroup.co.th>.

3. The Company shall give shareholders an opportunity to submit questions regarding the meeting agenda to the Board of Directors in advance, from the date of the Company providing the details about the invitation letter of the shareholders' meeting and related documents on the Company website up to 7 days before the date of the shareholders' meeting. The shareholders may submit questions via the Company website or via fax or email of the Company Secretary. The Company shall notify the rules of the submission in advance through the news system of the Stock Exchange of Thailand ("SET") in the invitation letter of the shareholders' meeting and on the Company website <http://www.zengroup.co.th>.

4. The Company shall facilitate shareholders to fully exercise their rights to attend the meeting and vote. A meeting shall be held on working days, and its location shall be in Bangkok or its perimeter with convenient transportation for shareholders. It shall also provide sufficient personnel and technology for document verification and provide duty stamps for the proxies.

5. The Company shall nominate at least one independent director as a proxy from shareholders who are unable to attend the meeting with a power of attorney in the form where shareholders can specify the voting direction.

2. Actions on the day of the shareholders' meeting

1. The Company shall arrange to use ballots and/or electronic voting in the event of an E-Meeting and/or technology for the shareholders' meeting, shareholder registration voting on important agenda such as connected transactions, acquisition or disposition of assets, and vote counts and voting display for

transparency and accountability and enable the meeting to be conducted quickly, accurately, and precisely. In the case of meeting via electronic media (E-Meeting), it will comply with the Royal Ordinance on Electronic Conferencing B.E. 2563 (2020) and other laws and regulations. related.

2. The Company shall require the directors and the senior management of the Company to attend the shareholders' meeting and answering questions at the shareholders' meeting.

3. The Company shall allow the shareholders to vote separately in accordance with the sub-transactions in each proposed agenda, such as the voting agenda for the election of individual directors.

4. The Company shall arrange an independent person(s) to count or check the votes in the shareholders' meeting, and the voting results shall be disclosed to the meeting and recorded in the minutes of the meeting.

5. The Chairman of the meeting shall manage the time appropriately and encourage the shareholders with an opportunity to express their opinions and ask questions related to the meeting according to the agenda.

3. Preparation of meeting minutes and the disclosure of the resolutions of the shareholders' meeting

1. The Company shall prepare the minutes of the shareholders' meeting within 14 days from the meeting date with the clarification of voting procedures, a method of displaying the scores to the meeting before conducting the meeting, an opportunity for shareholders to raise issues or raise questions, answering important issues, inquiries, clarifications, opinions, and voting methods, including the number of votes in approval or disapproval, or abstention of all agendas, as well as the names of the directors who attend the meeting and the directors who take leave. The minutes of the meeting shall be sent to the Stock Exchange of Thailand in accordance with the regulations and published on the Company website to be available to check and reference.

2. The Company shall disclose to the public the voting results of each agenda in the next shareholders' meeting on the Company website.

Section 2

Equitable Treatment of Shareholders

1. Providing Information before the Shareholders' Meeting

1. The Company shall inform the schedule of the shareholders' meeting along with the agenda and opinions of the Board of Directors to the SET and publish it on the Company website at least 28 days before the date of the shareholders' meeting.

2. The Company shall inform shareholders of various rules for the meeting, voting process, voting rights for each type of share in the invitation letter.

3. The Company shall make the invitation letter to the shareholders' meeting in both Thai and English.

2. Protection of Rights of Minority Shareholders

1. The shareholders have the right to propose the Company matters to be included in the agenda of the shareholders' meeting in accordance with the rules stipulated by the Company, which are disclosed on the Company website at [http:// www.zengroup.co.th](http://www.zengroup.co.th), by December 31 of every year.

2. The shareholders may nominate persons to be elected as directors in accordance with the rules stipulated by the Company, which are disclosed on the Company website at <http://www.zengroup.co.th>, by December 31 of every year.

3. The executive shareholders shall not add an agenda item to the meeting or change important information without notifying the shareholders at least 21 days before the meeting date.

3. Prevention of Internal Information

1. The Company shall provide knowledge to the directors and executives of the Company, including those with management positions in the accounting or finance department who are department managers or higher or equivalent (according to the definition of the Capital Market Supervisory Board and the Stock Exchange of Thailand) regarding the obligation to report the Company's securities holdings under Section 59 and the penalty under Section 275 of the Securities and Exchange Act B.E. 2535 (the "Securities Act"), including reporting of acquisition or disposal of the Company's securities under Section 246 and the penalty under Section 298 of the Securities Act.

2. (a) Directors and executives, including those with management positions in the accounting or finance department who are department managers or higher or equivalent are obliged to prepare and disclose their stock holding reports issued by the Company, including spouses or people who live together as husband and wife and children who are not legal age and (b) a juristic person in which the persons under (a) hold more than 30% of the total voting rights of the juristic person and the combined shareholding is the largest proportion of that juristic person under the Notification of the Office of the Securities and Exchange Commission and Section 59 of the Securities and Exchange Act within seven working days from the reporting obligation and within three working days every time there is a change with buying, selling, transferring or accepting the transfer of securities, through the Company's Secretary in order to be submitted to the Office of the Securities and Exchange Commission at all times. The Company's Secretary shall summarize the report of securities holding and changes in securities holding to the Board of Directors meeting for acknowledgment on a regular basis every six months, and the directors and senior management shall notify the Board or the person assigned by the Board and trading the shares of the Company at least one day in advance before trading.

3. The directors and executives, including those with management positions in the accounting or finance department who are department managers or higher or equivalent, and relevant workers who have received internal information regarding the financial statements, financial status or results of operations of the Company, including other important internal information, shall not buy, sell, offer to buy or sell, or solicit other people to buy, sell, offer to buy or sell shares or other securities (if any) of the Company, either directly or indirectly within the period prior to the disclosure of the financial statements or the financial status and operating results of the Company until the Company has disclosed the information to the public. The Company shall notify the directors and executives in writing to refrain from the above actions for at least 30 days in advance of public disclosure, and they should wait for at least 24 hours after the information has been made public before performing the above actions.

4. The directors, executives, officers and employees of the Company and its subsidiaries, including those who are assumed to acknowledge or possess information within the Securities Act shall not use the Company's and its subsidiaries' internal information that has or may have an effect on the price change of the Company's securities, and that has not been made public, which they have known due to their position or status for the purpose of buying, selling, offering to buy or sell, or solicit other people to buy, sell, offer to buy or sell shares or other securities (if any) of the Company, either directly or indirectly, and whether such actions are

done for the benefit of themselves or others, or shall not reveal such facts for others to do so as to whether they gain benefits or not.

5. The Company's and its subsidiaries' directors, executives, officers and employees, including those who are assumed to acknowledge or possess information within the Securities Act shall not disclose internal or confidential information of the Company and its subsidiaries, including confidential information of business partners of the Company and its subsidiaries, which they have known due to their performance of duties to third parties even though the disclosure of the said information does not cause damage to the Company, its subsidiaries or partners.

6. The directors, executives, officers and employees of the Company and its subsidiaries, including those who are assumed to acknowledge or possess information within the Securities Act shall keep confidential and/or internal information of the Company and its subsidiaries and the directors, executives, officers and employees of the Company and its subsidiaries, including those who are assumed to acknowledge or possess information within the Securities Act shall not use confidential information and/or internal information of the Company and its subsidiaries to benefit other companies.

7. The directors, executives, officers and employees of the Company and its subsidiaries, including those who are assumed to acknowledge or possess information within the Securities Act shall be responsible for complying with the guidelines for using the internal information of the Securities Act and the Public Limited Companies Act, and other relevant rules.

4. Conflicts of Interest of directors

Company Code of Conduct stipulates that the directors, executives, and employees of the Company and its subsidiaries to cope with conflicts of interest by adhering to the benefits of the Company as a key point. The Company has set up a system to oversee connected transactions in accordance with the Notification of the Capital Market Supervisory Board and required that directors and executives to disclose information regarding to their own interests and those involved in consideration of any agenda in which their directors or executives have a stake, and they shall inform the interests before considering that agenda and record it in the minutes of the meeting. The directors or executives with interests in any agenda shall not participate in the decision of the agenda and shall leave the meeting room in that agenda.

Section 3

The Role of Stakeholders

The Company and its subsidiaries place importance on the treatment of all groups of stakeholders and take into account legal rights or agreements. It shall not violate the rights of stakeholders such as customers, employees, shareholders or investors, business partners, creditors, society, communities in which the Company is located, including government sectors, auditors, and competitors for financial stability and sustainability of the business. Therefore, the Company and its subsidiaries also take into consideration the participation of interested parties and shall disclose important, relevant information to those interested parties sufficiently, including carrying out the process and channels for receiving and managing the complaints of the interested parties by disclosing processes and channels on the Company website and the annual report. All stakeholders of the Company are as follows:

1. Customers

The Company and its subsidiaries are committed to providing customers with maximum satisfaction with development of quality products and services to meet the needs of customers as much as possible at a fair price, providing accurate information about the operations and products of the Company and its subsidiaries, as well as maintaining communication channels with customers by regularly listening to customer feedback.

2. Employees

The Company and its subsidiaries shall focus on the development of employees' knowledge and capabilities with provision of opportunities for employees thoroughly and consistently and consider employees as valuable resources for the organization and important for growth and profitability of the Company and its subsidiaries along with provision of care and quality work environments for employees, focusing on health and safety, and shall treat all employees with fairness in order to gain fair returns when compared to similar businesses.

3. Shareholders

The Company and its subsidiaries are committed to the operation and shall perform their duties with honesty, transparency, and fairness, and use knowledge, expertise, and experience in management by taking into account the best interests of the shareholders with good returns and ongoing growth, as well as to report

the situation of the Company and its subsidiaries continuously, completely, transparently, reliably, and give every shareholder equal rights.

4. Business Partners and Creditors

The Company and its subsidiaries deem that it is important to encourage business partners and creditors of the Company fully to understand the Company's business. In addition, in order to maintain a clear, lasting, and trustworthy relationship, the Company and its subsidiaries shall strictly comply with the terms and conditions of the agreements, as well as providing complete and accurate financial information to business partners and creditors of the Company. It also sets a policy not to demand, accept, or pay any dishonest benefits to business partners and creditors of the Company.

5. Society, Community, and Environment

The Company and its subsidiaries pay attention to and place importance to safety to society, environment, and quality of life of people involved in all operations of the Company and also provides supervision for compliance with laws and regulations in accordance with the spirit of the law and regulations of responsible departments. In addition, the Company seeks to raise awareness of responsibility to the community, society, and environment among employees at all levels, including ongoing evaluation and monitoring.

6. Competitors

The Company and its subsidiaries shall treat competitors in a fair and ethical manner and operate the business with the purpose of development and market progress, which is beneficial to the industry as a whole without seeking the confidential information of dishonest or inappropriate competitors.

7. Business Partners

The Company and its subsidiaries shall comply with trade conditions and agreements, aiming to treat trade partners based on fairness and consider mutual benefits. It also sets the rules to select partners by providing detailed information to all partners and shall not discourage anyone partner from competing in a business competition and provide a management and monitoring system to ensure that all agreements and contracts are fulfilled, including a process for on-time payment to partners in accordance with the agreed payment terms.

In addition, the Company and its subsidiaries shall conduct a partner evaluation annually and inform the evaluation results and recommendations to enable partners to continuously improve their quality of products and services. At the same time, it allows the partners to submit complaints.

Section 4

Disclosure of Information and Transparency

The Board of Directors are committed to ensuring the disclosure of important information relating to the Company and its subsidiaries, including financial and non-financial information is accurate, complete, timely, transparent, through easy access channels, fair and reliable, and also strictly complies with relevant laws, regulations, and regulations. The main principles of information disclosure are as follows:

1. The disclosed information shall be accurate, sufficient, clear, timely, and not to cause any misunderstanding in the material contents.
2. It shall comply with regulations regarding disclosure of information correctly and completely.
3. The Company shall authorize an assigned person(s) to disclose important information that has not been disclosed to the public only.
4. In the case of information that affects the trading prices and the investment decision, the Company shall disclose to the public without delay through the SET.
5. Disclosures are made through various channels, such as reporting to the SET and/or the Office of the Securities and Exchange Commission or on the Company website.

Section 5

Board of Directors' responsibilities

1. Board of Directors' Structure

1. The Company has set up its Board of Directors to consist of at least five directors as specified by the shareholders' meeting, but no more than 12 and at least 1 in 3 independent directors but not less than 3, and the remaining members are executive directors and non-executive directors. It has also set the structure of the Board to consist of various qualifications in terms of skills, experience, gender and specific talents that are beneficial to the Company with dissemination of policies on the diverse qualifications of the directors, including the number of years holding the position of each director in the annual report and on the Company website.

2. The directors shall be qualified and shall not be under any prohibition under the Public Company Limited Act and shall not have characteristics that indicate lack of appropriateness to be entrusted to the management of a public-owned business under the law and the Notification of the Securities and Exchange Commission and in the selection of new directors, it shall also consider from the Director Pool database.

3. To strengthen the Board of Directors and enable the directors to devote their time to perform duties in the Company, the Company requires that the directors be able to hold their position of no more than five registered companies.

4. To enable management in the Company's business to achieve effective results, the Company has guidelines in the case of the Chief Executive Officer, and the senior management of the Company will take a position of not more than five companies in which the Company invests and the company in which the directors hold their position shall not have a conflict of interest and shall not be a competitor of the Company. Directorship in other companies shall be proposed for approval by the Board of Directors, and they shall be prohibited from working in any other company other than companies that the Company invests in.

5. The Company requires qualifications of independent directors in accordance with the Notification of the Capital Market Supervisory Board, except for the matters of shares that the Company has stipulated to be stricter. The shares shall not be more than 0.5 percent of the Company's paid-up capital, and the shares held by related persons shall also be counted. The term of office for the independent directors shall be no more than nine years

6. The Company requires the Chairman of the Board and the Chief Executive Officer to be different persons in order to be able to independently carry out the audit for balance the work of the management by dividing duties and responsibilities for each as follows:

(1) The Chairman is responsible for overseeing the meetings of the Board of Directors to be efficient and shall ensure provision of an important and necessary meeting agenda for the Company's business operations, especially in the strategic plan, allocate time for the management to present clear information, record the minutes of the meeting correctly, including overseeing the corporate governance of the Company to be in line with the stipulated policies. It also serves as the Chairman of the shareholders' meeting.

(2) The Chief Executive Officer is responsible for overseeing the management as assigned by the Board of Directors, preparing the policy, business strategy guidelines, goals, work plans, and annual budgets of the Company and its subsidiaries to propose to the Board of Directors for approval as well as carry out operations in accordance with the policy, business strategy guidelines, goals, work plans, and annual budgets of the Company and its subsidiaries as approved by the Board of Directors.

7. The Company has appointed Company Secretary to provide legal advice, rules, and regulations that the Board of Directors should acknowledge and to perform in overseeing the activities of the Directors, as

well as coordinating the implementation of the resolutions of the Board of Directors. The Company Secretary shall hold a bachelor's degree in law or accounting or have passed training courses related to the performance of duties of the Company Secretary. The Company has specified the appropriate qualifications of the Company Secretary and disclose the qualifications and experience of the Company Secretary in the annual report and on the Company website and allow the Company Secretary to participate in training and knowledge development.

2. Establishment of Sub-Committees

The Board of Directors has appointed five sub-committees as follows

1. Audit and Corporate Governance Committee
2. Risk Management Committee
3. Marketing and Sustainable Development Committee
4. Nomination and Remuneration Committee
5. Executive Committee

Each sub-committee shall perform its duties as assigned by the Board of Directors, which has the power to notify the management to attend the meeting to clarify or prepare the report to present as deemed appropriate.

Each sub-committee consists of the component, term of office, and duties in accordance with the charter, which can be summarized as follows:

1) Audit and Corporate Governance Committee: consists of at least three independent directors appointed by the Board of Directors, of which at least one shall have knowledge in accounting, finance, and shall have qualifications regarding independence under the Notification of the Capital Market Supervisory Board. The Audit Committee is responsible for overseeing the Company to prepare sufficient and accurate financial reports, reviewing the internal control system and effective internal audit, as well as supervising compliance with relevant laws, selecting and appointing an auditor(s), and considering connected transactions or transactions that may have conflicts of interest to ensure compliance with the criteria including good corporate governance.

2) Risk Management Committee: consists of at least three directors and executives of the Company, who shall be appointed by the Board of Directors.

3) Marketing and Sustainable Development Committee: consists of at least three directors of the Company and independent directors appointed by the Board of Directors, and an independent director shall be the Chairman of the Marketing and Sustainable Development Committee.

4) Nomination and Remuneration Committee: consists of at least three directors appointed by the Board of Directors, and an independent director shall be the Chairman of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall be consist of more than half of independent directors.

5) Executive Committee: consists of some of the Company's directors and may consist of one or more other persons, as deemed and appointed by the Board of Directors.

3. Roles, Duties, and Responsibilities of the Board of Directors

1. Duties and responsibilities of the Board of Directors shall be as stipulated by law, memorandum of association, articles of association, and resolutions of the shareholders' meeting, which include the following actions:

(1) To stipulate the vision, mission, policy, strategy and financial goals for the Company and its subsidiaries, as well as to consider and approve the policy and operation direction that the management proposes, and to supervise the management to proceed in accordance with the vision, mission, policy, strategy and financial goals, with the purpose to increase economic value for shareholders by taking into account all interested parties involved.

(2) To review the Board of Directors Charter at least once per year

(3) To set the structure and define the Company's and its subsidiaries' processes to ensure that operations are in accordance with the rules, regulations, board resolutions, resolutions of the shareholders' meeting, with honesty and carefulness.

(4) To set the structure and define the Company's and its subsidiaries' processes for a sound risk management system, supervision and inspection, and internal control.

(5) To monitor and evaluate the management of the Company and its subsidiaries to achieve the strategic plan under the budget approved by the Board of Directors.

(6) To oversee the preparation of accounts and keep accounts and related documents, including the disclosure of appropriate information to shareholders and the general public.

(7) To inspect and ensure that the Company and its subsidiaries have complied with the Code of Ethics and anti-corruption policy set by the Board of Directors and determine the Company's and its subsidiaries' policies in corporate governance and social responsibility.

(8) To appoint a person to be a director or executive of a subsidiary company in proportion to his/her shareholding in the subsidiary company and provide a clear scope of duties and responsibilities of the appointed directors and executives, which include setting a clear framework for exercise discretion and allowing the voting in the Board of Directors' meeting on important matters to be approved by the Board of Directors, and also conduct management control in accordance with the Company policy and transactions to be legal, which includes the disclosure of financial status, information, performance, connected transactions and the acquisition or disposal of significant assets.

However, the delegation of authority and responsibility of the Board of Directors shall not be made in a power of attorney or sub-authorization which allows the Board of Directors or a delegate from the Board of Directors to approve transactions in which they or persons with potential conflicts of interest (as defined in the Notification of the Securities and Exchange Commission or Notification of the Capital Market Supervisory Board) may have a conflict of interest or may receive benefits in any manner or may have a conflict of interest with the Company or its subsidiaries, except for approval of items in accordance with the policies and criteria approved by the shareholders' meeting or the Board of Directors of the Company.

2. In the principles of the good corporate governance of the Company, apart from conducting business in accordance with the law, objectives, and regulations, as well as the resolutions of the shareholders' meeting, the Board of Directors also has the authority, duties, and responsibilities of the Board of Directors as shown in the Board of Directors Charter.

4. Board Meeting and Receipt of Documents

The Board of Directors operates through a meeting of the Board of Directors as follows:

1. The Company shall schedule a meeting of the Board of Directors in advance for the whole year, and the Company Secretary shall inform each director of the schedule.

2. The Board of Directors shall schedule a meeting at least six times a year and at least once within three months.

3. The Chairman of the Board of Directors and the Chief Executive Officer jointly consider and select matters for the agenda of the Board of Directors' meeting and allow each director to propose matters that are beneficial to the Company.

4. Each meeting of the Board of Directors shall have a clear meeting agenda and sufficient and complete meeting documents that shall be submitted to the Board of Directors at least seven days in advance of the meeting date.

5. All directors shall attend every meeting of the Board of Directors and the shareholders, except in the case of necessity.

6. The Chairman of the Board shall allocate sufficient time for the management to propose the matters and to allow the directors to thoroughly discuss the important issues. The Chairman of the Board shall promote careful discretion, and every director shall pay attention to every matter and issue brought to the meetings, including corporate governance issues.

7. The minimum quorum at the time that the Board of Directors is passing a resolution shall not be less than 2 in 3 of the total number of directors.

8. In the case that the Chairman is not an independent director, the Board of Directors shall appoint one of the independent directors to consider the agenda of the meeting in order to be in accordance with the principles of good corporate governance for registered companies.

9. The Company has a policy for non-executive directors meeting as necessary in order to discuss various issues regarding management without the management team and to inform the Chief Executive Officer of the meeting results.

10. The Company has the policy to encourage senior executives to attend the meeting of the Board of Directors.

11. All directors have access to additional necessary information from the Chief Executive Officer, the Company Secretary, or other assigned executives within the specified policy scope and, if necessary, they may provide independent opinions from consultants.

12. Board of Directors shall assign the Company Secretary to record the minutes completely and accurate, and the minutes shall be clear with the meeting results and the opinions of the Board for reference.

5. Board of Directors' Self-Assessment

The Board of Directors requires the assessment of the Board of Directors' performance annually to consider the performance and issues for further improvement.

The Company has the assessment process of the Board of Directors as follows

1. The Board of Directors arranges for annual self-performance assessment for the directors to jointly consider their performance and issues for further improvement. The assessment of the Board of Directors shall use the assessment guidelines suggested by the Stock Exchange of Thailand, and modify to suit with the company's business operations.

2. The Board of Directors arranges for the evaluation of the Chief Executive Officer to compare with the operating results. The Board of Directors shall evaluate in the evaluation form, and the Board of Directors shall assign the Chairman of the Board of Directors to inform the evaluation results to the Chief Executive Officer and the Board of Directors.

6. Directors' Remuneration

To prevent the conflict of interests of the Company, the Nomination and Remuneration Committee is responsible for determining and proposing to the Board for approval. Then, the shareholders may give approval to the work of the Board of Directors with the following rules and regulations:

1. The Committee shall consider the remuneration of the directors by comparing it with the companies in the same industry, company performance, and responsibilities of the directors. The consideration of the remuneration of directors is under the approval of the shareholders' meeting, and the shareholders have the right to consider the criteria and policies for determining remuneration for the directors every year. The Board of Directors has to propose the directors' remuneration for the shareholders to consider as the agenda of the annual general meeting of shareholders.

2. Executive remuneration shall be in accordance with the principles and policies determined by the Board of Directors, which are connected to the Company's operation and the performance of each executive.

3. Board of Directors and the senior management shall report on the directors' remuneration and rationale in the annual report and financial statements of the Company.

7. Development of Directors and Executives

1. The Company and its subsidiaries shall promote and facilitate the training and education of relevant parties in the corporate governance system of the Company and its subsidiaries, such as directors, audit committee, executives, and the Company Secretary, in order to continuously improve operations.

2. The Company and its subsidiaries shall arrange an orientation and arrange documents and information useful for the performance of the duties of the new directors.

3. The Board shall set a plan to develop the potential of executives from the level of Chief Executive Officer to the director level by assigning the management to create a succession plan and a report to the Board of Directors

Code of Conduct

Zen Corporation Group Public Company Limited and its subsidiaries

Vol. 1, 2018

1. Scope

The Code of Conduct of Zen Corporation Group Public Company Limited (the Company”) applies to directors, executives, employees of the Company and its subsidiaries.

2. Policy

The Company has the policy to conduct business in a lawful manner and compliance with requirements to respect the rights of employees, business partners and all related groups of the Company and its subsidiaries.

3. The Company s Code of Conduct consists of:

3.1 Compliance with rules, regulations, notifications and orders of the Company and its subsidiaries

Directors, executives, all employees of the Company and its subsidiaries have duties and responsibilities to acknowledge, understand, and comply with the Code of Conduct, rules, regulations, notifications and orders of the Company and its subsidiaries and supervisors, as follows:

3.1.1. They shall support and strictly comply with the Company s and its subsidiaries policies, regulations, orders, agreements, notifications or circular letters;

3.1.2. They shall perform their duties with honesty and fairness, as well as reporting events that may cause damage to the Company s and its subsidiaries reputation and assets;

3.1.3. They shall be polite and respect colleagues;

3.1.4. They shall perform duties with determination and diligence and maintain regulations and good governance of the Company and its subsidiaries to be a good example make the company and its subsidiaries progress and operate in a proper manner;

3.1.5. They shall strictly maintain the interests and confidentiality of the Company, its subsidiaries and customers or in connection with any activity that must not be disclosed. Dissemination of news related to the business, finance, and individuals of the Company and its subsidiaries shall be done only in a proper and authorized manner and with prudence and efficiency. All related parties agree to keep the above information confidential.

If such information is disclosed or sent to others or used for any matter other than performance of duties for the Company and its subsidiaries, a violator agrees to be responsible for a compensation of civil damages to the Company and its subsidiaries in all respects;

3.1.6. They shall maintain and prevent the Company and its subsidiaries' assets from being damaged or lost, either from an individual or from any disaster, as far as possible;

3.1.7. They shall conduct management by adhering to morality and ethics, enhances morality and ethics at all levels of the Company and its subsidiaries, and monitor and resolve conflicts of interest that may arise in the Company and its subsidiaries by taking the benefits of the Company and its subsidiaries as a priority;

3.1.8. They shall supervise subordinates closely without prejudice or bias;

3.1.9. They shall prepare to work as a team and be open-minded to others' opinions;

3.1.10. They shall comply with and support and supervise all employees to strictly comply with the rules, disciplines and regulations of the Company and its subsidiaries for using computer systems, computer data, computer traffic information of the Company and its subsidiaries to make the use of computers of the Company and its subsidiaries efficiently and in accordance with the computer law, copyright law, or other applicable law, and prevent damage to the reputation and image of the Company and its subsidiaries or subject to civil and/or criminal prosecution.

3.2 Restrictions

Directors, executives, and all employees of the Company and its subsidiaries should refrain from performing or behaving in a manner that may lead to the detriment of the Company, its subsidiaries and themselves.

3.2.1. They shall not spend time working for the Company and its subsidiaries to do something else or take personal advantage;

3.2.2. They shall not operate a business of the same condition and in competition with the business of the Company and its subsidiaries, whether it is for personal gain or for others, or being a shareholder with management dominance which may damage the Company and its subsidiaries, either directly or indirectly;

3.2.3. They shall not behave in a manner which may damage the Company's and its subsidiaries position and honor;

3.2.4. They shall not be deliberately or with the intention of making or using false statements or conceal any fact that should be reported to the Company and its subsidiaries;

3.2.5. They shall not work with negligence or perform any act which is inappropriate for the performance of their duties;

3.2.6. They shall not conceal or misrepresent any fact in order to obtain benefits of themselves or others, which may damage to the Company and its subsidiaries, either directly or indirectly;

3.2.7. They shall not prevent or take any action that impedes the legitimate performance of authorized personnel in the Company and its subsidiaries or issue any order for employees to act in a wrongful or unethical manner;

3.2.8. They shall not engage in any breach of civil and/or criminal law that will harm themselves or others, including the Company and its subsidiaries, whether on purpose or not;

3.2.9. They shall not disclose their own or others wages or salaries, rates of salary increase, whether on purpose or not;

3.2.10. They shall not ask for or agree to receive property or any other benefit from business partners, competitors or any other persons engaging in business with the Company and its subsidiaries or a reception that proves to be more than appropriate, except for traditional gifts or normal business entertainment or business promotion expenses that bring a reputation for trade for exchange according to custom. In case that those items or benefits are worth more than 3,000 baht, they must immediately notify their supervisor at the Department-Director level or higher.

3.2.11. They shall not give a bribe and/or perform any acts that cause damage to the Company and its subsidiaries and/or corruption, either directly or through a third party, and/or misrepresent their influence and/or authority on a business partner's agent, which constitutes a conflict of the Company's and its subsidiaries policy;

3.2.12. They shall not add, remove or amend any records or information in any way in order to change, alter or distort financial positions or performance of the Company and its subsidiaries and to misrepresent their accounting record status for any purpose;

3.2.13. They shall not be a person with insolvency or for any reason under the law to be presumed to be insolvent and/or ordered by the court to be bankrupt under the law;

3.2.14. They shall not perform any act that fails to protect the intellectual property information of the Company and its subsidiaries or obtained from performance of duties of employees. In addition, the intellectual property of the Company and its subsidiaries shall not be reproduced, adapted or used for personal benefit or for the benefit of others without permission from the Company and its subsidiaries;

3.2.15. They shall not imitate the Company's and its subsidiaries' performance and intellectual property and/or of others for their own benefit or others;

3.2.16. They shall not perform any act which is wrongful exploitation for themselves or others;

3.2.17. They shall not solicit or ask for support from a business partner (if it is necessary to seek such support for the benefit of the Company and its subsidiaries, departments shall consult with a purchasing agency to be responsible for the implementation);

3.2.18. They shall not perform any act which facilitates any person to seek, benefit, or access or disrupt the computer system, computer data, traffic computer information of the Company and its subsidiaries without authorization or permission from the Company and its subsidiaries, or intentionally encourage, support, or allow it to occur or exist in the course of an act of service provider under the computer law, copyright law, other relevant laws;

3.2.19. They shall not buy, sell, transfer, and receive the Company's and its subsidiaries securities by leveraging inside information that has not yet been disclosed for the benefit of themselves or others;

3.2.20. They shall not bring any items, equipment or assets of the Company and its subsidiaries for personal gain or for the benefit of others

4. Code of Conduct Punishment

Any persons accused of violating or failing to comply with this Code of Conduct shall be subject to punishment according to their level of one or several offenses and the Company's and its subsidiaries Regulations

In this regard, a supervisor or the Disciplinary Committee shall have the power to consider punishment under this Notification. For the punishment in the event of serious disciplinary offenses or punishment from suspension, the punishment shall be considered by the Disciplinary Committee only.

Zen Corporation Group Public Company Limited

APPENDIX 6

Report of the Audit and Corporate Governance Committee

Appendix 6: Report of the Audit and Corporate Governance Committee

Report of the Audit and Corporate Governance Committee 2021

Dear Shareholders

The Audit and Corporate Governance Committee of ZEN Corporation Group Public Company Limited comprises of 3 knowledgeable independent directors as follow:

Mr. Prawit Kijpaisalrattana	Chairman of the Audit and Corporate Governance Committee
Mrs. Jotika Savanananda	Member of the Audit and Corporate Governance Committee
Mr. Chavalit Chindavanig	Member of the Audit and Corporate Governance Committee

The Audit and Corporate Governance Committee has fulfilled its duties and carried out all the responsibilities stipulated in the charter of the Audit and Corporate Governance Committee and as assigned by the Board of Directors without limitation in obtaining information for performing its duties. The Audit and Corporate Governance Committee focuses on the implementation of the principles of corporate governance in accordance with the rules and best practices set by the Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2021, the Audit and Corporate Governance Committee held 8 meeting, with all 3 members attending in every meeting. In these meetings, the Audit and Corporate Governance Committee discussed with the management team, auditor, risk management committee, and internal audit department in relevant matters. Its main activities can be summarized as follows:

1. **Financial Report** To review the Company's quarterly and annual financial statements by taking into account the significant items, suitability of accounting policies used, disclosure of information supplementary to the financial statements, completeness and accuracy of the disclosure in the notes to financial statements and the auditor's observations. The Audit and Corporate Governance Committee requested for the auditor's opinion on the accuracy and completeness of the financial statements, disclosure of information, including adjusting important entries, in which the auditor gave a consistent opinion that the financial statements and financial disclosures were sufficient and appropriate in accordance with generally accepted accounting standards.
2. **Internal Control and Risk Management** To review the internal control system and corporate governance to ensure that the Company's operations achieved the objectives. The Audit and Corporate Governance Committee continuously reviewed both the audit and also the reports of the internal audit department of the Company, which were continuously followed up and reviewed. The suggestions on internal control system can be used by the management to prevent such events from recurring. This reasonably ensures that the Company has a good

and sufficient internal control system in order for identifying weaknesses and significantly preventing fraud or unusual operations.

3. **Anti-Corruption Supervision** The Audit and Corporate Governance Committee recognizes the importance of corporate compliance and reviewing the anti-fraud and corruption guidelines by supervising the expansion of the anti-fraud and corruption practices of the management to its subsidiaries and trading partners to create a balance such as application to be a member of the Thai Private Sector Collective Action Coalition Against Corruption of Subsidiaries; and the guidelines for accepting and giving gifts.

On 21 August 2018, Thailand's Private Sector Collective Action Coalition Against Corruption had a resolution to approve ZEN Corporation Group Public Company Limited as its member. and on June 30, 2021, the membership of the Thai Private Sector Collective Action Coalition against Corruption has been renewed for the 1st time.

4. **Internal Audit Supervision** The Audit and Corporate Governance Committee reviewed the scope of operation, duties, responsibilities, personnel adequacy, personnel knowledge and competency development, and also supervised the internal audit to ensure that the internal audit activity and the role as a consultant of the internal audit department regarding internal control systems, risk management systems and corporate governance are independent, effective and efficient. In addition, the Audit Committee also approved the internal audit plan for the year 2022, which was established in accordance with the strategic direction of the Company and was risk-based by focusing on auditing the effectiveness of operations which were the important preventive control points, as well as the anti-corruption investigation.
5. **Compliance with Rules and Regulations** The Audit and Corporate Governance Committee reviewed the operations of the company to be in accordance with the Securities and Exchange Act, rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and other laws related to the Company's businesses. The Audit and Corporate Governance Committee gave an opinion that the Company strictly complied with the said laws and regulations.
6. **Connected Transactions or Potential Conflicts of Interest** The Audit and Corporate Governance Committee reviewed, supervised, and gave an opinion on the connected transactions or potential conflicts of interest on a quarterly basis based on reasonability, transparency and adequate information disclosure for the best interest of the Company.

The Audit and Corporate Governance Committee gave an opinion that the management decided to make the aforementioned transaction for the benefit of the Company, as it normally did with external parties with normal trading conditions at a reasonable price and comparable to the reference price of the market in that business.

7. **Auditor** The Audit and Corporate Governance Committee selected, appointed and proposed the remuneration of the auditor for the year 2022 by considering the qualifications of the auditor, skills, knowledge, abilities and experience in auditing, independence of the auditor in accordance with the ethics of accounting professionals and the requirements of the Securities and Exchange Commission, the quality of auditing work for the past year and the appropriateness of audit fees. The Audit Committee therefore had a resolution to propose to the Board of Directors for approval in the shareholders' meeting to appoint an auditor from KPMG Phoomchai Audit Company Limited as an auditor for the year 2021.
8. **Self-assessment** The Audit and Corporate Governance Committee evaluated its performance using self-assessment as group or as individual according to the guidelines of the Stock Exchange of Thailand. The results showed that the Audit and Corporate Governance Committee performed its duties and responsibilities as specified in the Audit and Corporate Governance Committee Charter by adhering to the accuracy, prudence, transparency, sufficient independence and fairness without restrictions on access to information from executives, employees and relevant parties, as well as providing constructive comments and suggestions for the equal benefit of all stakeholders.

In conclusion, the Audit and Corporate Governance Committee has overall opinion that the Board of Directors, the Executive Committee, and the management of the Company have ethics and a commitment to perform their duties in order to achieve the Company's goals with quality, professionalism, keeping up with the changes by attaching great importance to operations under an efficient, transparent corporate governance system. In addition, the Company has concise, sufficient and appropriate risk management and internal control systems.

(Mr. Prawit Kijpaisalrattana)

Chairman of the Audit and Corporate Governance Committee

Zen Corporation Group Public Company Limited