



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**QUALITY HOUSES PUBLIC COMPANY LIMITED**

**Fiscal Year End 31 December 2023**



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# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : QUALITY HOUSES PUBLIC COMPANY LIMITED

Symbol : QH

Address : Q.HOUSE LUMPINI BUILDING, FLOOR 7, 1 SOUTH SATHORN ROAD, TUNG  
MAHAMAEEK, SATHON

Province : Bangkok

Postcode : 10120

Business : The Company engages in the residential and commercial property  
development businesses. Its businesses include land and house  
projects, residential projects, service apartment for rent,  
hotel, office building for rent, residential and commercial  
buildings management services, investment business and  
others.

Registration Number : 0107536000579

Telephone : 0-2343-8888, 0-2677-7000

Website : [www.qh.co.th](http://www.qh.co.th)

Email : [ir@qh.co.th](mailto:ir@qh.co.th)

#### Total Shares Sold (shares)

Common Stock : 10,714,381,645

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

|                                                   | 2021         | 2022         | 2023         |
|---------------------------------------------------|--------------|--------------|--------------|
| Total revenue from operations (Thousand baht)     | 8,351,512.00 | 9,444,915.00 | 9,237,003.00 |
| Real Estate for Sales Business (Thousand baht)    | 7,502,387.00 | 8,226,938.00 | 7,619,275.00 |
| Hotel Business (Thousand baht)                    | 314,353.00   | 716,954.00   | 1,214,863.00 |
| Office Building for Rent Business (Thousand baht) | 303,132.00   | 282,235.00   | 134,078.00   |
| Other (Thousand baht)                             | 231,640.00   | 218,788.00   | 268,787.00   |

|                                       | 2021   | 2022   | 2023   |
|---------------------------------------|--------|--------|--------|
| Total revenue from operations (%)     | 100.00 | 100.00 | 100.00 |
| Real Estate for Sales Business (%)    | 89.83  | 87.10  | 82.49  |
| Hotel Business (%)                    | 3.76   | 7.59   | 13.15  |
| Office Building for Rent Business (%) | 3.63   | 2.99   | 1.45   |
| Other (%)                             | 2.77   | 2.32   | 2.91   |

#### By Geographical Area or Market

|                                               | 2021         | 2022         | 2023         |
|-----------------------------------------------|--------------|--------------|--------------|
| Total revenue from operations (Thousand baht) | 8,351,512.00 | 9,444,915.00 | 9,237,003.00 |
| Domestic (Thousand baht)                      | 8,351,512.00 | 9,444,915.00 | 9,237,003.00 |
| International (Thousand baht)                 | 0.00         | 0.00         | 0.00         |

|                                   | 2021   | 2022   | 2023   |
|-----------------------------------|--------|--------|--------|
| Total revenue from operations (%) | 100.00 | 100.00 | 100.00 |

|                   |        |        |        |
|-------------------|--------|--------|--------|
| Domestic (%)      | 100.00 | 100.00 | 100.00 |
| International (%) | 0.00   | 0.00   | 0.00   |

#### Other income as specified in the financial statements

|                                                  | 2021 | 2022 | 2023 |
|--------------------------------------------------|------|------|------|
| Total other income (Thousand baht)               | 0.00 | 0.00 | 0.00 |
| Other income from operations (Thousand baht)     | 0.00 | 0.00 | 0.00 |
| Other income not from operations (Thousand baht) | 0.00 | 0.00 | 0.00 |

## Information on Products and Services (1.2.2)

### Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

| (Unit : Thousand baht)           | 2021 | 2022 | 2023 |
|----------------------------------|------|------|------|
| R&D expenses in the past 3 years | N/A  | N/A  | N/A  |

# Risk Management

# Risk Management

## Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

### Financial Risks

Risk Management Measures: Yes

#### Related Risk Topics

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

### Business Risks

Risk Management Measures: Yes

#### Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Government policy
- Competition risk

### Production Risk

Risk Management Measures: Yes

#### Related Risk Topics

Operational Risk

- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources

## **Risk from mortgage loan by commercial banks**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://investor.qh.co.th/th/corporate-governance/sustainable-development>

### Environmental Aspect (3.3)

#### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://investor.qh.co.th/th/corporate-governance/sustainable-development>

Company environmental guideline : Electricity Management, Water Management, Waste Management

### Results with Respect to the Environmental Aspect (3.3.2)

#### Energy management

##### • Fuel consumption

|                   | 2021 | 2022      | 2023      |
|-------------------|------|-----------|-----------|
| Diesel (Litres)   | N/A  | 7,141.00  | 12,448.66 |
| Gasoline (Litres) | N/A  | 66,912.26 | 81,261.05 |

##### • Electricity consumption

|                                                                        | 2021 | 2022       | 2023       |
|------------------------------------------------------------------------|------|------------|------------|
| Total electricity consumption within the organization (Kilowatt-Hours) | 0.00 | 919,305.12 | 959,829.00 |

## Water management

### • Water consumption

|                                       | 2021 | 2022      | 2023      |
|---------------------------------------|------|-----------|-----------|
| Total water withdrawal (Cubic meters) | 0.00 | 19,673.67 | 26,450.00 |

## Waste management

### • Waste from operations

|                                          | 2021        | 2022             | 2023             |
|------------------------------------------|-------------|------------------|------------------|
| Non-hazardous waste (Kilograms)          | N/A         | 13,790.07        | 23,961.96        |
| <b>Total waste generated (Kilograms)</b> | <b>0.00</b> | <b>13,790.07</b> | <b>23,961.96</b> |

## Greenhouse gas management

### • Greenhouse gas emissions

|                                                                         | 2021        | 2022            | 2023            |
|-------------------------------------------------------------------------|-------------|-----------------|-----------------|
| Total GHG emissions target (Metric tonnes of carbon dioxide equivalent) | N/A         | N/A             | N/A             |
| Scope 1 (Tons of carbon dioxide equivalents)                            | N/A         | 231.00          | 518.00          |
| Scope 2 (Tons of carbon dioxide equivalents)                            | N/A         | 460.00          | 480.00          |
| Scope 3 (Tons of carbon dioxide equivalents)                            | N/A         | 378.00          | 253.00          |
| <b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b> | <b>0.00</b> | <b>1,069.00</b> | <b>1,251.00</b> |

### • Verification of greenhouse gas emissions over the past year

Third-party verification : Yes

Name of verifying organization : Bureau Veritas Certification (Thailand) Limited

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://investor.qh.co.th/storage/content/corporate-governance/20210310-qh-cg-policy-th.pdf>

Company human right guideline : Employee Rights, Child Labor, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

### Results with Respect to the Social Aspect (3.4.2)

#### Information about employees

##### • Total number of employees

|                                            | 2021     | 2022       | 2023       |
|--------------------------------------------|----------|------------|------------|
| Number of male employees (Persons)         | 0        | 503        | 501        |
| Number of female employees (Persons)       | 0        | 401        | 410        |
| <b>Total number of employees (Persons)</b> | <b>0</b> | <b>904</b> | <b>911</b> |

##### • Employee remuneration

|                              | 2021 | 2022           | 2023           |
|------------------------------|------|----------------|----------------|
| Employee remuneration (baht) | 0.00 | 639,614,754.00 | 664,259,734.00 |

##### • Employee development and training

|                                                         | 2021 | 2022         | 2023         |
|---------------------------------------------------------|------|--------------|--------------|
| Average employee training hours (Hours / Person / Year) | N/A  | 13.42        | 9.17         |
| Employee development and training expenses (baht)       | N/A  | 1,486,436.00 | 2,015,935.00 |

##### • Health, safety and work environment

|  | 2021 | 2022 | 2023 |
|--|------|------|------|
|--|------|------|------|

|                                                                    |     |   |   |
|--------------------------------------------------------------------|-----|---|---|
| Total number of lost time injury incidents by employees<br>(Cases) | N/A | 0 | 0 |
|--------------------------------------------------------------------|-----|---|---|

• **Employee retention**

|                                                      | 2021 | 2022 | 2023 |
|------------------------------------------------------|------|------|------|
| Percentage of employees who voluntarily resigned (%) | N/A  | 9.85 | 8.12 |

• **Significant labor dispute**

|                           | 2021 | 2022 | 2023 |
|---------------------------|------|------|------|
| Significant labor dispute | No   | No   | No   |

# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://investor.qh.co.th/th/corporate-governance/corporate-governance>

#### Policy and Guideline Related to the Board of Directors (6.1.1)

##### Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

**Corporate Governance Structure  
and Significant Information Regarding  
the Board of Directors, Subcommittees,  
Management,  
Employee and Other Information**

## Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

|                                   | Number of persons | Percentage (%) |
|-----------------------------------|-------------------|----------------|
| Total number of directors         | 11                | 100.00         |
| Number of male directors          | 7                 | 63.64          |
| Number of female directors        | 4                 | 36.36          |
| Number of executive directors     | 3                 | 27.27          |
| Number of non-executive directors | 8                 | 72.73          |
| Number of independent directors   | 4                 | 36.36          |

#### Information on the board of directors and persons with authority to control the company (7.2.2)

##### List of directors

| General information                                                                                                                                                                             | Position                                                                                                          | Date position was assumed | Experience and expertise           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------------------|------------------------------------|
| 1. Mr. BOONSOM LERDHIRUNWONG<br>Gender: Male<br>Age: 70 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Chairman of the board<br>(Non-executive,<br>Independent director)<br><br>Director type: Re-elected<br>as director | 21 Sep 2015               | Engineering, Energy &<br>Utilities |

|    |                                                                                                                                                                                                                                                   |                                                                                      |             |                                                                  |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------|------------------------------------------------------------------|
| 2. | <p>Mrs. SUWANNA<br/>BHUDDHAPRASART</p> <p>Gender: Female</p> <p>Age: 68 years old</p> <p>Highest level of education:<br/>Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>  | <p>Director<br/>(Non-executive)</p> <p>Director type: Original<br/>director</p>      | 1 Jul 2000  | Accounting, Business<br>Administration                           |
| 3. | <p>Mr. ADISORN THANANAN-<br/>NARAPOOL</p> <p>Gender: Male</p> <p>Age: 69 years old</p> <p>Highest level of education:<br/>Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Director<br/>(Non-executive)</p> <p>Director type: Original<br/>director</p>      | 9 Apr 2003  | Accounting, Property<br>Development                              |
| 4. | <p>Mr. PRAVIT<br/>CHOATEWATTANAPHUN</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education:<br/>Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>   | <p>Director<br/>(Executive)</p> <p>Director type: Original<br/>director</p>          | 20 Apr 2010 | Engineering, Business<br>Administration, Property<br>Development |
| 5. | <p>Mr. NAPORN<br/>SUNTHORNCHITCHAROEN</p> <p>Gender: Male</p> <p>Age: 65 years old</p> <p>Highest level of education:<br/>Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Director<br/>(Non-executive)</p> <p>Director type: Re-elected<br/>as director</p> | 27 Jun 2017 | Engineering, Business<br>Administration, Property<br>Development |

|    |                                                                                                                                                                                                            |                                                                                                                         |             |                                                                                             |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-------------|---------------------------------------------------------------------------------------------|
| 6. | Mr. ACHAWIN ASAVABHOKIN<br>Gender: Male<br>Age: 48 years old<br>Highest level of education: Bachelor's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes                  | Director<br>(Non-executive)<br><br>Director type: Original director                                                     | 26 Dec 2017 | Engineering, Business Administration, Economics, Finance & Securities, Property Development |
| 7. | Ms. APINYA JARUTRAKULCHAI<br>Gender: Female<br>Age: 61 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes    | Director<br>(Executive)<br><br>Director type: Original director                                                         | 10 Aug 2018 | Banking, Business Administration, Property Development                                      |
| 8. | Mr. CHALERM KIETTITANABUMROONG<br>Gender: Male<br>Age: 71 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Executive)<br><br>Director type: Re-elected as director                                                    | 26 Feb 2019 | Engineering, Business Administration, Property Development                                  |
| 9. | Mrs. TIPAWAN CHAYUTIMANTA<br>Gender: Female<br>Age: 66 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes    | Director<br>(Non-executive, Independent director)<br><br>Director type: Newly appointed director to replace ex-director | 21 Apr 2023 | Business Administration, Accounting, Audit                                                  |

|     |                                                                                                                                                                                               |                                                                                                                                  |             |                                      |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------|--------------------------------------|
| 10. | Ms. VILASNA POONPATPIBUL<br>Gender: Female<br>Age: 50 years old<br>Highest level of education:<br>Master's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | 1 May 2023  | Engineering, Strategic<br>Management |
| 11. | Mr. NARONGDECH SRUKHOSIT<br>Gender: Male<br>Age: 45 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes           | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | 27 Jun 2023 | Law, Audit                           |

#### List of directors who resigned/vacated their position during the year

| General information                                                                                                                                                                                        | Position                                             | Tenure                                                                                    | Replacement Director                                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| 1. Mr. RACHAI WATTANAKASAEM<br>Gender: Male<br>Age: 76 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive,<br>Independent director) | Date position was<br>assumed:<br>10 Apr 2005<br>Date directorship<br>ended:<br>1 May 2023 | Mr. NARONGDECH SRUKHOSIT<br>Date position was assumed:<br>27 Jun 2023 |
| 2. Mr. SURI BUAKHOM<br>Gender: Male<br>Age: 79 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes         | Director<br>(Non-executive,<br>Independent director) | Date position was<br>assumed:<br>20 Apr 2010<br>Date directorship<br>ended:<br>1 May 2023 | Ms. VILASNA POONPATPIBUL<br>Date position was assumed:<br>1 May 2023  |

|    |                             |                       |                            |                            |
|----|-----------------------------|-----------------------|----------------------------|----------------------------|
| 3. | Mr. ADUL VINAIPHAT          | Director              | Date position was assumed: | Mrs. TIPAWAN CHAYUTIMANTA  |
|    | Gender: Male                | (Non-executive,       |                            | Date position was assumed: |
|    | Age: 77 years old           | Independent director) | 30 Mar 2018                | 21 Apr 2023                |
|    | Highest level of education: |                       | Date directorship ended:   |                            |
|    | Master's degree             |                       |                            |                            |
|    | Major: Economics            |                       | 21 Apr 2023                |                            |
|    | Thai nationality: Yes       |                       |                            |                            |
|    | Residing in Thailand: Yes   |                       |                            |                            |

### Other Information pertaining to committees

|                                                                                                                    |       |
|--------------------------------------------------------------------------------------------------------------------|-------|
| The Chairman is an independent director                                                                            | : Yes |
| The Chairman and the manager are the same person                                                                   | : No  |
| The Chairman and the manager are members of the same family                                                        | : No  |
| The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings | : No  |

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

| General information |                                                                                                                                                                                                                                            | Position                                                                                                                                                  | Date position was assumed | Experience and expertise                   |
|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------------------------------------|
| 1.                  | <p>Mrs. TIPAWAN CHAYUTIMANTA [1]</p> <p>Gender: Female</p> <p>Age: 66 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Chairman of the audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p> | 1 May 2023                | Business Administration, Accounting, Audit |
| 2.                  | <p>Ms. VILASNA POONPATPIBUL</p> <p>Gender: Female</p> <p>Age: 50 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                  | <p>Audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>                 | 1 May 2023                | Engineering, Strategic Management          |
| 3.                  | <p>Mr. NARONGDECH SRUKHOSIT</p> <p>Gender: Male</p> <p>Age: 45 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                            | <p>Audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>                 | 27 Jun 2023               | Law, Audit                                 |

[1] A director with the accounting expertise needed to review financial statements

**List of audit committee who resigned/vacated their position during the year**

| General information                                                                                                                                                                                     | Position                                                                 | Tenure                                                                         | Replacement Director                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 1. Mr. RACHAI WATTANAKASAEM<br>Gender: Male<br>Age: 76 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Chairman of the audit committee<br>(Non-executive, Independent director) | Date position was assumed: 24 Sep 2019<br>Date directorship ended: 1 May 2023  | Mr. NARONGDECH SRUKHOSIT<br>Date position was assumed: 27 Jun 2023  |
| 2. Mr. SURI BUAKHOM<br>Gender: Male<br>Age: 79 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes         | Audit committee<br>(Non-executive, Independent director)                 | Date position was assumed: 26 May 2014<br>Date directorship ended: 1 May 2023  | Ms. VILASNA POONPATPIBUL<br>Date position was assumed: 1 May 2023   |
| 3. Mr. ADUL VINAIPHAT<br>Gender: Male<br>Age: 77 years old<br>Highest level of education: Master's degree<br>Major: Economics<br>Thai nationality: Yes<br>Residing in Thailand: Yes                     | Audit committee<br>(Non-executive, Independent director)                 | Date position was assumed: 30 Mar 2018<br>Date directorship ended: 21 Apr 2023 | Mrs. TIPAWAN CHAYUTIMANTA<br>Date position was assumed: 21 Apr 2023 |

[1] A director with the accounting expertise needed to review financial statements

**Other sub-committees**

**Sub-committees information**

| Name of sub-committees                    | List of directors                                          | Position           |
|-------------------------------------------|------------------------------------------------------------|--------------------|
| The Nomination and Remuneration Committee | Mrs. TIPAWAN CHAYUTIMANTA<br>Mr. ADISORN THANANAN-NARAPOOL | Member<br>Chairman |

|                                                                |                                |          |
|----------------------------------------------------------------|--------------------------------|----------|
| The Risk management Committee                                  | Mr. CHALERM KIETTITANABUMROONG | Chairman |
|                                                                | Mrs. SUWANNA BHUDDHAPRASART    | Member   |
|                                                                | Ms. APINYA JARUTRAKULCHAI      | Member   |
|                                                                | Mr. PRAVIT CHOATEWATTANAPHUN   | Member   |
| The Sustainable Development and Corporate Governance Committee | Mrs. SUWANNA BHUDDHAPRASART    | Chairman |
|                                                                | Mr. PRAVIT CHOATEWATTANAPHUN   | Member   |
|                                                                | Ms. APINYA JARUTRAKULCHAI      | Member   |
|                                                                | Mr. Sommart Promkunakorn       | Member   |
|                                                                | Mr. Adisak Srisook             | Member   |

#### Roles of Sub-committees

|                                                                     |                                                                  |
|---------------------------------------------------------------------|------------------------------------------------------------------|
| Sub-committees responsible for risk management                      | : The Risk management Committee                                  |
| Sub-committees responsible for nomination                           | : The Nomination and Remuneration Committee                      |
| Sub-committees responsible for remuneration                         | : The Nomination and Remuneration Committee                      |
| Sub-committees responsible for corporate governance                 | : The Sustainable Development and Corporate Governance Committee |
| Sub-committees responsible for corporate sustainability development | : The Sustainable Development and Corporate Governance Committee |

## Executives (7.4)

### List and positions of the executive (7.4.1)

#### The four highest-ranking executives

| General information                                                                                                                                      | Position                        | Date position was assumed | Experience and expertise                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------|------------------------------------------------------------|
| 1. Mr. CHALERM KIETTITANABUMROONG<br>Gender: Male<br>Age: 71 years old<br>Highest level of education: Master's degree<br>Major: Business Administration  | CHIEF EXECUTIVE OFFICER         | 26 Feb 2019               | Engineering, Business Administration, Property Development |
| 2. Mr. PRAVIT CHOATEWATTANAPHUN<br>Gender: Male<br>Age: 66 years old<br>Highest level of education: Master's degree<br>Major: Business Administration    | Managing Director               | 1 Jul 2018                | Engineering, Business Administration, Property Development |
| 3. Ms. APINYA JARUTRAKULCHAI [1]<br>Gender: Female<br>Age: 61 years old<br>Highest level of education: Master's degree<br>Major: Business Administration | Senior Executive Vice President | 1 May 2016                | Banking, Business Administration, Property Development     |
| 4. Mr. Sommart Promkunakorn<br>Gender: Male<br>Age: 56 years old<br>Highest level of education: Master's degree<br>Major: Business Administration        | Executive Vice President        | 1 Jan 2015                | Business Administration, Property Development, Engineering |
| 5. Mr. Adisak Srisook<br>Gender: Male<br>Age: 58 years old<br>Highest level of education: Bachelor's degree<br>Major: Engineering                        | Executive Vice President        | 1 May 2016                | Engineering                                                |

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

## Remuneration policy for executives (7.4.2 – 7.4.3)

### Remuneration policy for executives

Remuneration policy for executives : Yes

### Remuneration

|                                     | 2021 | 2022          | 2023          |
|-------------------------------------|------|---------------|---------------|
| Total executive remuneration (baht) | N/A  | 46,007,024.00 | 51,592,590.00 |

### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 501

Number of female employees (persons) : 410

**Total number of employees (persons)** : 911

#### Employee Remuneration

Total employee remuneration : 664,259,734.00

#### Provident fund

Total number of employees (persons) : 911

Number of employees contributing to the PVD (persons) : 814

Percentage of employees who are members (%) : 89.35

# Performance Report on Corporate Governance

# Performance Report on Corporate Governance

## Summary of Director Performance (8.1)

### Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

#### List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

| General information                                                                                                                                                                                                 | Position                                                                                                          | Date position was assumed                    | Experience and expertise                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------------------------|
| 1. Mr. BOONSOM LERDHIRUNWONG<br>Gender: Male<br>Age: 70 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes                     | Chairman of the board<br>(Non-executive,<br>Independent director)<br><br>Director type: Re-elected<br>as director | Date position was<br>assumed:<br>21 Sep 2015 | Engineering, Energy &<br>Utilities                               |
| 2. Mr. NAPORN<br>SUNTHORNCHITCHAROEN<br>Gender: Male<br>Age: 65 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive)<br><br>Director type: Re-elected<br>as director                                       | Date position was<br>assumed:<br>27 Jun 2017 | Engineering, Business<br>Administration, Property<br>Development |
| 3. Mr. CHALERM<br>KIETTITANABUMROONG<br>Gender: Male<br>Age: 71 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Executive)<br><br>Director type: Re-elected<br>as director                                           | Date position was<br>assumed:<br>26 Feb 2019 | Engineering, Business<br>Administration, Property<br>Development |

• List of newly appointed director to replace the ex-director

| General information                                                                                                                                                                                           | Position                                                                                                                         | Date position was assumed                    | Experience and expertise                      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|
| 1. Mrs. TIPAWAN CHAYUTIMANTA<br>Gender: Female<br>Age: 66 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | Date position was<br>assumed:<br>21 Apr 2023 | Business Administration,<br>Accounting, Audit |
| 2. Ms. VILASNA POONPATPIBUL<br>Gender: Female<br>Age: 50 years old<br>Highest level of education:<br>Master's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes              | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | Date position was<br>assumed:<br>1 May 2023  | Engineering, Strategic<br>Management          |
| 3. Mr. NARONGDECH SRUKHOSIT<br>Gender: Male<br>Age: 45 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                        | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | Date position was<br>assumed:<br>27 Jun 2023 | Law, Audit                                    |

Development of directors over the past year

| List of directors              | Position              | Participated in director development program |
|--------------------------------|-----------------------|----------------------------------------------|
| Mr. BOONSOM LERDHIRUNWONG      | Chairman of the board | Non-participating                            |
| Mrs. SUWANNA BHUDDHAPRASART    | Director              | Participating                                |
| Mr. ADISORN THANANAN-NARAPOOL  | Director              | Non-participating                            |
| Mr. PRAVIT CHOATEWATTANAPHUN   | Director              | Participating                                |
| Mr. NAPORN SUNTHORNCHITCHAROEN | Director              | Non-participating                            |

|                                |          |                   |
|--------------------------------|----------|-------------------|
| Mr. ACHAWIN ASAVABHOKIN        | Director | Participating     |
| Ms. APINYA JARUTRAKULCHAI      | Director | Participating     |
| Mr. CHALERM KIETTITANABUMROONG | Director | Non-participating |
| Mrs. TIPAWAN CHAYUTIMANTA      | Director | Non-participating |
| Ms. VILASNA POONPATPIBUL       | Director | Participating     |
| Mr. NARONGDECH SRUKHOSIT       | Director | Participating     |
| Mr. RACHAI WATTANAKASAEM       | Director | Participating     |
| Mr. SURI BUAKHOM               | Director | Participating     |
| Mr. ADUL VINAIPHAT             | Director | Non-participating |

### Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

### Meeting attendance and remuneration to each Board member (8.1.2)

#### Meeting attendance of the board of directors

Number of board meetings (times) : 9

Date of AGM meeting : 21 Apr 2023

EGM meeting : No

|    | List of directors                                    | Termination date | Number of Board Meeting | AGM meetings  | EGM meetings             |
|----|------------------------------------------------------|------------------|-------------------------|---------------|--------------------------|
| 1. | Mr. BOONSOM LERDHIRUNWONG<br>(Chairman of the board) | -                | 9/9                     | Participating | Did not hold the meeting |
| 2. | Mrs. SUWANNA BHUDDHAPRASART<br>(Director)            | -                | 9/9                     | Participating | Did not hold the meeting |

|     |                                              |             |     |                   |                          |
|-----|----------------------------------------------|-------------|-----|-------------------|--------------------------|
| 3.  | Mr. ADISORN THANANAN-NARAPOOL<br>(Director)  | -           | 9/9 | Participating     | Did not hold the meeting |
| 4.  | Mr. PRAVIT CHOATEWATTANAPHUN<br>(Director)   | -           | 9/9 | Participating     | Did not hold the meeting |
| 5.  | Mr. NAPORN SUNTHORNCHITCHAROEN<br>(Director) | -           | 9/9 | Participating     | Did not hold the meeting |
| 6.  | Mr. ACHAWIN ASAVABHOKIN<br>(Director)        | -           | 9/9 | Participating     | Did not hold the meeting |
| 7.  | Ms. APINYA JARUTRAKULCHAI<br>(Director)      | -           | 9/9 | Participating     | Did not hold the meeting |
| 8.  | Mr. CHALERM KIETTITANABUMROONG<br>(Director) | -           | 9/9 | Participating     | Did not hold the meeting |
| 9.  | Mrs. TIPAWAN CHAYUTIMANTA<br>(Director)      | -           | 6/6 | Non-participating | Did not hold the meeting |
| 10. | Ms. VILASNA POONPATPIBUL<br>(Director)       | -           | 6/6 | Non-participating | Did not hold the meeting |
| 11. | Mr. NARONGDECH SRUKHOSIT<br>(Director)       | -           | 4/4 | Non-participating | Did not hold the meeting |
| 12. | Mr. RACHAI WATTANAKASAEM<br>(Director)       | 1 May 2023  | 3/3 | Participating     | Did not hold the meeting |
| 13. | Mr. SURI BUAKHOM<br>(Director)               | 1 May 2023  | 3/3 | Participating     | Did not hold the meeting |
| 14. | Mr. ADUL VINAIPHAT<br>(Director)             | 21 Apr 2023 | 3/3 | Participating     | Did not hold the meeting |

### Remuneration for company directors

|    | List of directors                                    | Termination date | Meeting allowance<br>(baht) | Other monetary<br>remuneration<br>(baht) | Other non-<br>monetary |
|----|------------------------------------------------------|------------------|-----------------------------|------------------------------------------|------------------------|
| 1. | Mr. BOONSOM LERDHIRUNWONG<br>(Chairman of the board) | -                | 342,000.00                  | 2,044,450.00                             | No                     |
| 2. | Mrs. SUWANNA BHUDDHAPRASART<br>(Director)            | -                | 406,000.00                  | 1,635,555.00                             | No                     |
| 3. | Mr. ADISORN THANANAN-NARAPOOL<br>(Director)          | -                | 444,000.00                  | 1,635,555.00                             | No                     |

|     |                                              |             |            |              |    |
|-----|----------------------------------------------|-------------|------------|--------------|----|
| 4.  | Mr. PRAVIT CHOATEWATTANAPHUN<br>(Director)   | -           | 0.00       | 1,635,555.00 | No |
| 5.  | Mr. NAPORN SUNTHORNCHITCHAROEN<br>(Director) | -           | 270,000.00 | 1,635,555.00 | No |
| 6.  | Mr. ACHAWIN ASAVABHOKIN<br>(Director)        | -           | 270,000.00 | 1,635,555.00 | No |
| 7.  | Ms. APINYA JARUTRAKULCHAI<br>(Director)      | -           | 0.00       | 1,635,555.00 | No |
| 8.  | Mr. CHALERM KIETTITANABUMROONG<br>(Director) | -           | 0.00       | 1,635,555.00 | No |
| 9.  | Mrs. TIPAWAN CHAYUTIMANTA<br>(Director)      | -           | 460,000.00 | 333,333.33   | No |
| 10. | Ms. VILASNA POONPATPIBUL<br>(Director)       | -           | 330,000.00 | 320,000.00   | No |
| 11. | Mr. NARONGDECH SRUKHOSIT<br>(Director)       | -           | 210,000.00 | 245,333.33   | No |
| 12. | Mr. RACHAI WATTANAKASAEM<br>(Director)       | 1 May 2023  | 188,000.00 | 1,315,555.00 | No |
| 13. | Mr. SURI BUAKHOM<br>(Director)               | 1 May 2023  | 158,000.00 | 1,315,555.00 | No |
| 14. | Mr. ADUL VINAIPHAT<br>(Director)             | 21 Apr 2023 | 196,000.00 | 1,303,555.00 | No |

## Report on the Audit Committee's Performance for the Past Year (8.2)

### Report on the audit committee's performance for the past year

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 6

|    | List of directors                                              | Termination date | Number of the audit committee meeting |
|----|----------------------------------------------------------------|------------------|---------------------------------------|
| 1. | Mrs. TIPAWAN CHAYUTIMANTA<br>(Chairman of the audit committee) | -                | 5/5                                   |
| 2. | Ms. VILASNA POONPATPIBUL<br>(Audit committee)                  | -                | 5/5                                   |
| 3. | Mr. NARONGDECH SRUKHOSIT<br>(Audit committee)                  | -                | 3/3                                   |
| 4. | Mr. RACHAI WATTANAKASAEM<br>(Chairman of the audit committee)  | 1 May 2023       | 1/1                                   |
| 5. | Mr. SURI BUAKHOM<br>(Audit committee)                          | 1 May 2023       | 1/1                                   |

6. Mr. ADUL VINAIPHAT  
(Audit committee)

21 Apr 2023

1/1