



# **Annual Registration Statement / Annual Report**

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

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

**HOME PRODUCT CENTER PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2023



## Table of Contents

	Page
<b>Business Operations and Performance</b>	
Group Structure and Operations	1
Risk Management	5
Sustainable Development	11
<b>Corporate Governance</b>	
Corporate Governance Policy	15
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	16
Performance Report on Corporate Governance	28

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : HOME PRODUCT CENTER PUBLIC COMPANY LIMITED

Symbol : HMPRO

Address : 31 Prachachuennonthaburi Rd., Bangkhen, Amphoe Muang

Province : Nonthaburi

Postcode : 11000

Business : Retailer of products and provider of services relating to construction, extension, refurbishment, and improvement of home and residence

Registration Number : 0107544000043

Telephone : 0-2832-1000

Fax (if applicable) : 0-2832-1400

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

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

#### Total Shares Sold (shares)

Common Stock : 13,151,198,025

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)	63,925,789.08	69,389,430.92	72,821,770.06
Hard Line (Thousand baht)	41,864,162.63	44,269,274.08	45,214,765.37
Soft Line (Thousand baht)	9,450,041.80	9,960,739.77	9,621,494.52
Home Service (Thousand baht)	598,245.00	709,308.00	806,710.00
Revenue from Thailand (Thousand baht)	7,664,462.16	8,760,562.49	11,321,269.91
Revenue from International Business (Thousand baht)	991,000.00	1,391,000.00	1,319,071.19
Rental Income & Other income (Thousand baht)	3,357,877.48	4,298,546.58	4,538,458.79

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Hard Line (%)	65.49	63.80	62.09
Soft Line (%)	14.78	14.35	13.21
Home Service (%)	0.94	1.02	1.11
Revenue from Thailand (%)	11.99	12.63	15.55
Revenue from International Business (%)	1.55	2.00	1.81
Rental Income & Other income (%)	5.25	6.19	6.23

**By Geographical Area or Market**

	2021	2022	2023
Total revenue from operations (Thousand baht)	63,925,789.08	69,389,430.92	72,821,770.06
Domestic (Thousand baht)	62,934,789.08	67,998,430.92	71,502,698.87
International (Thousand baht)	991,000.00	1,391,000.00	1,319,071.19
Malaysia (Thousand baht)	990,000.00	1,382,000.00	1,307,761.84
Vietnam (Thousand baht)	1,000.00	9,000.00	11,309.35

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	98.45	98.00	98.19
International (%)	1.55	2.00	1.81
Malaysia (%)	99.90	99.35	99.14
Vietnam (%)	0.10	0.65	0.86

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

	2021	2022	2023
Total other income (Thousand baht)	3,357,877.48	4,298,546.58	4,538,458.79
Other income from operations (Thousand baht)	2,134,722.44	2,577,961.97	2,656,227.91
Rental Income (Thousand baht)	1,223,155.05	1,720,584.62	1,882,230.89
Other income not from operations (Thousand baht)	0.00	0.00	0.00

**Share of profit of joint ventures and associates accounted for using equity method**

	2021	2022	2023
Share of profit (Thousand baht)	0.00	-1,949.47	-862.32

## 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 : Yes

(Unit : Thousand baht)	2021	2022	2023
R&D expenses in the past 3 years	125,000.00	161,000.00	162,000.00

# 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)

<div>Economic Volatility</div> <div>Risk Management Measures: Yes</div> <div>Related Risk Topics</div> <div>Strategic Risk</div> <div><ul style="list-style-type: none"><li>• Other</li></ul></div>
<div>Domestic Investment</div> <div>Risk Management Measures: Yes</div> <div>Related Risk Topics</div> <div>Strategic Risk</div> <div><ul style="list-style-type: none"><li>• Other</li></ul></div>
<div>Foreign Investments</div> <div>Risk Management Measures: Yes</div> <div>Related Risk Topics</div> <div>Strategic Risk</div> <div><ul style="list-style-type: none"><li>• Other</li></ul></div>
<div>Competition</div> <div>Risk Management Measures: Yes</div> <div>Related Risk Topics</div> <div>Strategic Risk</div> <div><ul style="list-style-type: none"><li>• Other</li></ul></div>

## Personnel Loss

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers

## Product Loss

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Other

## Inventory Management

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Systems or internal control system

## Procurement

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Other

## Anti-Corruption

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Corruption

#### Accounts Receivable

**Risk Management Measures:** Yes

#### Related Risk Topics

Financial Risk

- Default on payment or exchange of goods

#### Loan Covenant / Bond Issuance

**Risk Management Measures:** Yes

#### Related Risk Topics

Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations
- Fluctuation in exchange rates, interest rates, or the inflation rate

#### Exchange Rate

**Risk Management Measures:** Yes

#### Related Risk Topics

Financial Risk

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

#### Town and Country Planning Act

**Risk Management Measures:** Yes

#### Related Risk Topics

Compliance Risk

- Change in laws and regulations

### **The Trade Competition Act**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations

### **Industrial Product Standards Act 1968 B.E.**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations

### **The Direct Sales and Direct Marketing Act 2002 B.E.**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations

### **Personal Data Protection Act 2019 B.E.**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations

### **Environmental Law Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Policies or international agreements related to business operations

- Business operations of partners in the supply chain
- ESG risk

#### Operational Risk

- Impact on the environment

#### Compliance Risk

- Change in laws and regulations

### Customer Behavioral Change toward Low-carbon Society

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Behavior or needs of customers / consumers

### Abrupt Climate Change towards Supply Chain and Logistics

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Business operations of partners in the supply chain
- ESG risk
- Climate change and disasters

##### Operational Risk

- Climate change and disasters
- Impact on the environment

## Risk to Securities Holder (2.2.2)

## **Risk of Shareholder's Right and Investment**

**Risk Management Measures:** Yes

### **Related Risk Topics**

- Return from investment of securities holder

# 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://hmpro-th.listedcompany.com/misc/CG/20210601-hmpro-sustainable-development-policy-th.pdf>

### 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://hmpro-th.listedcompany.com/misc/CG/20210614-hmpro-environmental-policy-th.pdf>

Company environmental guideline : Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water Management, Waste Management, Biodiversity Management, Greenhouse Gas and Climate Change Management

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

##### Energy management

###### • Fuel consumption

	2021	2022	2023
Diesel (Litres)	9,200,000.00	8,700,000.00	8,000,000.00
LPG (Kilograms)	152,000.00	373,000.00	384,000.00

###### • Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	178,359,424.00	198,382,640.00	217,642,243.00



## Water management

### • Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	1,258,667.00	1,231,060.00	1,103,596.00

## Waste management

### • Waste from operations

	2021	2022	2023
Non-hazardous waste (Kilograms)	1,762,000.00	2,216,000.00	2,261,000.00
Hazardous waste (Kilograms)	4,100.00	6,300.00	5,170.00
<b>Total waste generated (Kilograms)</b>	<b>1,766,100.00</b>	<b>2,222,300.00</b>	<b>2,266,170.00</b>

## Greenhouse gas management

### • Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	109,620.00	103,530.00	101,920.00
Scope 1 (Tons of carbon dioxide equivalents)	17.00	198.00	215.00
Scope 2 (Tons of carbon dioxide equivalents)	64,491.00	71,263.00	68,356.00
Scope 3 (Tons of carbon dioxide equivalents)	26,400.00	25,747.00	23,798.00
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>90,908.00</b>	<b>97,208.00</b>	<b>92,369.00</b>

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

Third-party verification : Yes

Name of verifying organization : Centre of Excellence on environmental strategy for green business

## 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://hmpro-th.listedcompany.com/misc/CG/20230710-hmpro-cg-human-rights-policy-th.pdf>

Company human right guideline : Employee Rights, Migrant Workers, 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)	5,277	5,729	5,823
Number of female employees (Persons)	5,324	5,630	5,954
<b>Total number of employees (Persons)</b>	<b>10,601</b>	<b>11,359</b>	<b>11,777</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	4,639,000,000.00	4,925,000,000.00	5,242,000,000.00

##### • Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	23.72	31.90	28.50
Employee development and training expenses (baht)	7,600,000.00	14,700,000.00	19,900,000.00

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

	2021	2022	2023
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Total number of lost time injury incidents by employees (Cases)	31	17	24
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Remark : \* In 2021 and 2022, data include only the branches of HomePro and MegaHome only

\*\* In 2023, data include the branches of HomePro, MegaHome, DC Service Center and Market Village.

#### • Employee retention

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	16.04	18.51	16.63

#### • 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://hmpro-th.listedcompany.com/misc/CG/20201119-hmpro-cg-policy-th.pdf>

#### 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	8	72.73
Number of female directors	3	27.27
Number of executive directors	1	9.09
Number of non-executive directors	10	90.91
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. ANANT ASAVABHOKHIN Gender: Male Age: 73 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Original director	8 Apr 2022	Property Development, Finance, Banking, Commerce, Economics, Accounting

2.	Mr. NAPORN SUNTHORNCHITCHAROEN Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	20 Oct 1995	Property Development, Finance & Securities, Finance, Fund Management, Banking, Property Fund & REITs, Commerce, Economics, Accounting
3.	Mr. KHUNAWUT THUMPOMKUL Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	29 May 2001	Transportation & Logistics, Construction Materials, Commerce, Finance, Home & Office Products, Banking, Marketing, Procurement, Brand Management, Corporate Management, Leadership, Strategic Management, Risk Management, Economics, Accounting, Property Development
4.	Mrs. SUWANNA BUDDHAPRASART Gender: Female Age: 68 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Original director	2 Jul 2003	Property Development, Tourism & Leisure, Commerce, Fund Management, Economics, Accounting, Finance, Risk Management
5.	Mr. ACHAWIN ASAVABHOKIN Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	10 Apr 2014	Property Development, Fund Management, Commerce, Economics, Accounting, Finance



6.	Mr. BOONSOM LERDHIRUNWONG Gender: Male Age: 70 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	1 Oct 2014	Property Development, Energy & Utilities, Commerce, Information & Communication Technology, IT Management, Governance/ Compliance, Risk Management
7.	Mr. PORNWUT SARASIN Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	1 Oct 2015	Packaging, Property Development, Food & Beverage, Industrial Materials & Machinery, Automotive, Commerce, Economics, Accounting, Finance
8.	Mr. WEERAPUN UNGSUMALEE Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	1 Feb 2019	Construction Materials, Transportation & Logistics, Commerce, Information & Communication Technology, IT Management, Risk Management
9.	Mr. RATHIAN SRIMONGKOL Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	1 May 2023	Economics, Accounting, Finance, IT Management, Governance/ Compliance, Risk Management, Information & Communication Technology, Property Development

10.	Ms. KESSARA THANYALAKPARK Gender: Female Age: 49 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	1 May 2023	Economics, Accounting, Finance, Property Development, Governance/ Compliance, Risk Management
11.	Ms. VAREEPORN UDOMKUNNATUM Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	1 May 2023	Economics, Accounting, Finance, Property Development

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

General information		Position	Tenure	Replacement Director
1.	Mr. MANIT UDOMKUNATUM Gender: Male Age: 78 years old Highest level of education: Below a bachelor's degree Major: N/A Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Executive)	Date position was assumed: 2 Feb 2000 Date directorship ended: 30 Apr 2023	No replacement director
2.	Mr. THAVEEVAT TATIYAMANEEKUL Gender: Male Age: 78 years old Highest level of education: Below a bachelor's degree Major: N/A Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 9 Jul 2001 Date directorship ended: 30 Apr 2023	No replacement director

3.	Mr. RUTT PHANIJPHAND	Director (Executive)	Date position was assumed: 20 Dec 2001 Date directorship ended: 7 Apr 2023	No replacement director
	Gender: Male			
	Age: 76 years old			
	Highest level of education:			
	Master's degree			
	Major: Business Administration			
	Thai nationality: Yes			
	Residing in Thailand: Yes			
4.	Mr. CHANIN ROONSAMRARN	Director (Non-executive, Independent director)	Date position was assumed: 22 Sep 2005 Date directorship ended: 30 Apr 2023	No replacement director
	Gender: Male			
	Age: 76 years old			
	Highest level of education:			
	Master's degree			
	Major: Business Administration			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

#### Other Information pertaining to committees

The Chairman is an independent director	: No
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	: Yes

## 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. Mr. BOONSOM LERDHIRUNWONG Gender: Male Age: 70 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	1 Oct 2014	Property Development, Energy & Utilities, Commerce, Information & Communication Technology, IT Management, Governance/ Compliance, Risk Management
2. Mr. RATHIAN SRIMONGKOL Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	1 May 2023	Economics, Accounting, Finance, IT Management, Governance/ Compliance, Risk Management, Information & Communication Technology, Property Development
3. Ms. KESSARA THANYALAKPARK [1] Gender: Female Age: 49 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	1 May 2023	Economics, Accounting, Finance, Property Development, Governance/ Compliance, Risk Management

[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. THAVEEVAT TATIYAMANEEKUL Gender: Male Age: 78 years old Highest level of education: Below a bachelor's degree Major: N/A Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 9 Jul 2001 Date directorship ended: 30 Apr 2023	No replacement director
2. Mr. CHANIN ROONSAMRARN [1] Gender: Male Age: 76 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 22 Sep 2005 Date directorship ended: 30 Apr 2023	No replacement director

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

#### Executive Committee

##### List of executive committee members

General information	Position	Date position was assumed
1. Mr. KHUNAWUT THUMPOMKUL Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	29 May 2001

2.	Mr. NAPORN SUNTHORNCHITCHAROEN Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	29 May 2001
3.	Mr. ACHAWIN ASAVABHOKIN Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	8 Apr 2023

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

General information	Position	Tenure	Replacement Director
1. Mr. RUTT PHANIJPHAND Gender: Male Age: 76 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 21 Jun 2007 Date directorship ended: 7 Apr 2023	No replacement director
2. Mr. MANIT UDOMKUNATUM Gender: Male Age: 78 years old Highest level of education: Below a bachelor's degree Major: N/A Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	Date position was assumed: 29 May 2011 Date directorship ended: 1 Jan 2023	No replacement director

**Other sub-committees**

## Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. NAPORN SUNTHORNCHITCHAROEN	Chairman
	Mr. KHUNAWUT THUMPOMKUL	Member
	Mr. PORNWUT SARASIN	Member
Risk Management Committee	Mr. KHUNAWUT THUMPOMKUL	Chairman
	Mr. WEERAPUN UNGSUMALEE	Member
	Ms. Wannee Juntamongkol	Member
	Ms. Jarusopha Thumkathikanon	Member
	Mr. Nitat Aroonthipaitoon	Member
	Ms. Sudapa Chamod	Member
	Ms. Sannipa Swangpuen	Member
Strategy and Sustainable Development Committee	Mr. KHUNAWUT THUMPOMKUL	Chairman
	Mr. WEERAPUN UNGSUMALEE	Member
	Mr. Vathuny Visuthikosol	Member
	Mr. Chaiyuth Karunyasopon	Member
	Mr. Nitat Aroonthipaitoon	Member
	Ms. Wannee Juntamongkol	Member
	Ms. Ittaporn Srisukwattana	Member
	Ms. Jarusopha Thumkathikanon	Member
	Ms. Sudapa Chamod	Member
	Ms. Saowanee Sirariyakul	Member
Personal Data Protection Committee	Mr. WEERAPUN UNGSUMALEE	Chairman
	Ms. Sudapa Chamod	Member
	Ms. Wannee Juntamongkol	Member
	Ms. Saowanee Sirariyakul	Member
	Mr. Nitat Aroonthipaitoon	Member
	Mr. Aryuratas Chai-anan	Member
	Ms. Apirade Thavilap	Member
	Mrs. Kamonthip Amornariyakul	Member
	Mrs. Surangkana Chaiprasart	Member

## Roles of Sub-committees

Sub-committees responsible for risk management : Risk Management Committee

Sub-committees responsible for nomination : Nomination and Remuneration Committee

Sub-committees responsible for remuneration : Nomination and Remuneration Committee

Sub-committees responsible for corporate governance

: Strategy and Sustainable Development Committee

Sub-committees responsible for corporate sustainability development

: Strategy and Sustainable Development 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. WEERAPUN UNGSUMALEE Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Engineering	MANAGING DIRECTOR	1 Jan 2023	Construction Materials, Transportation & Logistics, Commerce, Information & Communication Technology, IT Management, Risk Management
2. Mr. Chaiyuth Karunyasopon Gender: Male Age: 65 years old Highest level of education: Bachelor's degree Major: Finance	Executive Vice President - Supply Chain Management	1 Jan 2019	Commerce, Transportation & Logistics, Finance
3. Mr. Vathunyu Visuthikosol Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Business Administration	Executive Vice President - Business Development	1 Jan 2019	Commerce
4. Ms. Wannee Juntamongkol [1] Gender: Female Age: 59 years old Highest level of education: Master's degree Major: Business Administration	Executive Vice President - Finance and Accounting	1 Jan 2021	Commerce, Accounting, Finance, Sustainability, Law, Steel, Budgeting, Governance/ Compliance

[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)	148,830,000.00	164,300,000.00	153,070,000.00

### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : Yes

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 5,823

Number of female employees (persons) : 5,954

**Total number of employees (persons)** : 11,777

#### Employee Remuneration

Total employee remuneration : 5,242,000,000.00

#### Provident fund

Total number of employees (persons) : 11,777

Number of employees contributing to the PVD (persons) : 10,398

Percentage of employees who are members (%) : 88.29

# 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. NAPORN SUNTHORNCHITCHAROEN Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 20 Oct 1995	Property Development, Finance & Securities, Finance, Fund Management, Banking, Property Fund & REITs, Commerce, Economics, Accounting
2. Mr. KHUNAWUT THUMPOMKUL Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 29 May 2001	Transportation & Logistics, Construction Materials, Commerce, Finance, Home & Office Products, Banking, Marketing, Procurement, Brand Management, Corporate Management, Leadership, Strategic Management, Risk Management, Economics, Accounting, Property Development
3. Mr. ACHAWIN ASAVABHOKIN Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 10 Apr 2014	Property Development, Fund Management, Commerce, Economics, Accounting, Finance

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. RATHIAN SRIMONGKOL Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 1 May 2023	Economics, Accounting, Finance, IT Management, Governance/ Compliance, Risk Management, Information & Communication Technology, Property Development
2. Ms. KESSARA THANYALAKPARK Gender: Female Age: 49 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 1 May 2023	Economics, Accounting, Finance, Property Development, Governance/ Compliance, Risk Management
3. Ms. VAREEPORN UDOMKUNNATUM Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 1 May 2023	Economics, Accounting, Finance, Property Development

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. ANANT ASAVABHOKHIN	Chairman of the board	Non-participating
Mr. NAPORN SUNTHORNCHITCHAROEN	Director	Non-participating
Mr. KHUNAWUT THUMPOMKUL	Director	Non-participating
Mrs. SUWANNA BHUDDHAPRASART	Director	Participating

Mr. ACHAWIN ASAVABHOKIN	Director	Non-participating
Mr. BOONSOM LERDHIRUNWONG	Director	Non-participating
Mr. PORNWUT SARASIN	Director	Non-participating
Mr. WEERAPUN UNGSUMALEE	Director	Non-participating
Mr. RATHIAN SRIMONGKOL	Director	Non-participating
Ms. KESSARA THANYALAKPARK	Director	Non-participating
Ms. VAREEPORN UDOMKUNNATUM	Director	Non-participating
Mr. MANIT UDOMKUNATUM	Vice Chairman	Non-participating
Mr. THAVEEVAT TATIYAMANEEKUL	Director	Non-participating
Mr. RUTT PHANIJPHAND	Director	Non-participating
Mr. CHANIN ROONSAMRARN	Director	Non-participating

Remark : \* Participation in the training for directors as mentioned above includes only participation with the Thai Institute of Directors (IOD) in the past year. However, each director participated in the training with other institutions as well.

## 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) : 12

Date of AGM meeting : 7 Apr 2023

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
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1.	Mr. ANANT ASAVABHOKHIN (Chairman of the board)	-	7/12	Participating	Did not hold the meeting
2.	Mr. NAPORN SUNTHORNCHITCHAROEN (Director)	-	11/12	Participating	Did not hold the meeting
3.	Mr. KHUNAWUT THUMPOMKUL (Director)	-	12/12	Participating	Did not hold the meeting
4.	Mrs. SUWANNA BHUDDHAPRASART (Director)	-	12/12	Participating	Did not hold the meeting
5.	Mr. ACHAWIN ASAVABHOKIN (Director)	-	11/12	Participating	Did not hold the meeting
6.	Mr. BOONSOM LERDHIRUNWONG (Director)	-	12/12	Participating	Did not hold the meeting
7.	Mr. PORNWUT SARASIN (Director)	-	11/12	Participating	Did not hold the meeting
8.	Mr. WEERAPUN UNGSUMALEE (Director)	-	12/12	Participating	Did not hold the meeting
9.	Mr. RATHIAN SRIMONGKOL (Director)	-	8/8	Participating	Did not hold the meeting
10.	Ms. KESSARA THANYALAKPARK (Director)	-	8/8	Participating	Did not hold the meeting
11.	Ms. VAREEPORN UDOMKUNNATUM (Director)	-	8/8	Participating	Did not hold the meeting
12.	Mr. MANIT UDOMKUNATUM (Vice Chairman)	30 Apr 2023	4/4	Participating	Did not hold the meeting
13.	Mr. THAVEEVAT TATIYAMANEEKUL (Director)	30 Apr 2023	4/4	Non-participating	Did not hold the meeting
14.	Mr. RUTT PHANIJPHAND (Director)	7 Apr 2023	3/3	Participating	Did not hold the meeting
15.	Mr. CHANIN ROONSAMRARN (Director)	30 Apr 2023	4/4	Participating	Did not hold the meeting

## Remuneration for company directors

List of directors		Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. ANANT ASAVABHOKHIN (Chairman of the board)	-	210,000.00	960,000.00	Yes
2.	Mr. NAPORN SUNTHORNCHITCHAROEN (Director)	-	220,000.00	480,000.00	Yes
3.	Mr. KHUNAWUT THUMPOMKUL (Director)	-	330,000.00	660,000.00	Yes
4.	Mrs. SUWANNA BHUDDHAPRASART (Director)	-	240,000.00	480,000.00	Yes
5.	Mr. ACHAWIN ASAVABHOKIN (Director)	-	220,000.00	480,000.00	Yes
6.	Mr. BOONSOM LERDHIRUNWONG (Director)	-	240,000.00	480,000.00	Yes
7.	Mr. PORNWUT SARASIN (Director)	-	220,000.00	480,000.00	Yes
8.	Mr. WEERAPUN UNGSUMALEE (Director)	-	0.00	480,000.00	Yes
9.	Mr. RATHIAN SRIMONGKOL (Director)	-	160,000.00	320,000.00	Yes
10.	Ms. KESSARA THANYALAKPARK (Director)	-	160,000.00	320,000.00	Yes
11.	Ms. VAREEPORN UDOMKUNNATUM (Director)	-	160,000.00	320,000.00	Yes
12.	Mr. MANIT UDOMKUNATUM (Vice Chairman)	30 Apr 2023	90,000.00	150,000.00	Yes
13.	Mr. THAVEEVAT TATIYAMANEEKUL (Director)	30 Apr 2023	80,000.00	160,000.00	Yes
14.	Mr. RUTT PHANIJPHAND (Director)	7 Apr 2023	60,000.00	129,333.00	Yes
15.	Mr. CHANIN ROONSAMRARN (Director)	30 Apr 2023	80,000.00	160,000.00	Yes



## 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) : 12

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. BOONSOM LERDHIRUNWONG (Chairman of the audit committee)	-	12/12
2.	Mr. RATHIAN SRIMONGKOL (Audit committee)	-	8/8
3.	Ms. KESSARA THANYALAKPARK (Audit committee)	-	7/8
4.	Mr. THAVEEVAT TATIYAMANEEKUL (Audit committee)	30 Apr 2023	4/4
5.	Mr. CHANIN ROONSAMRARN (Audit committee)	30 Apr 2023	4/4