



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

FNS HOLDINGS PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2023



Table of Contents

	Page
Business Operations and Performance	
Group Structure and Operations	1
Sustainable Development	4
Corporate Governance	
Corporate Governance Policy	8
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	9
Performance Report on Corporate Governance	17

Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : FNS HOLDINGS PUBLIC COMPANY LIMITED

Symbol : FNS

Address : 345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong,
Bangrak

Province : Bangkok

Postcode : 10500

Business : The Company is an investment holding company with a portfolio of
interests that can be categorized under two
main headings : (1) Real Estate Development and Investment (2)
Direct Investment

Registration Number : 0107545000080

Telephone : 0-2697-3700

Fax (if applicable) : 0-2697-3779

Website : www.fnsplc.com

Email : info@fnsplc.com

Total Shares Sold (shares)

Common Stock : 500,651,065

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)	265.95	388.57	2,594.99
Financial Services and Investment (Thousand baht)	265.95	388.57	2,594.99

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Financial Services and Investment (%)	100.00	100.00	100.00

By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	265.95	388.57	2,594.99
Domestic (Thousand baht)	265.95	388.57	2,594.99
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

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

	2021	2022	2023
Share of profit (Thousand baht)	-37.10	6.24	6.69

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	0.00	0.00	0.00

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 : www.fnsplc.com

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

Company environmental guideline : Electricity Management, Waste Management, Greenhouse Gas and Climate Change Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2021	2022	2023
Jet fuel (Litres)	0.00	0.00	0.00
Diesel (Litres)	0.00	0.00	0.00
Gasoline (Litres)	0.00	0.00	0.00
Fuel oil (Litres)	0.00	0.00	0.00
Crude oil (Barrels)	0.00	0.00	0.00
Natural gas (Standard cubic feet)	0.00	0.00	0.00
LPG (Kilograms)	0.00	0.00	0.00
Steam (Metric tonnes)	0.00	0.00	0.00

Coal (Metric tonnes)	0.00	0.00	0.00
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• Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	0.00

Water management

• Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

• Waste from operations

	2021	2022	2023
Non-hazardous waste (Kilograms)	0.00	0.00	0.00
Hazardous waste (Kilograms)	0.00	0.00	0.00
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00
Scope 1 (Tons of carbon dioxide equivalents)	0.00	0.00	0.00
Scope 2 (Tons of carbon dioxide equivalents)	0.00	0.00	0.00
Scope 3 (Tons of carbon dioxide equivalents)	0.00	0.00	0.00

Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00
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• **Verification of greenhouse gas emissions over the past year**

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

Company human right guideline : Employee 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)	29	10	11
Number of female employees (Persons)	36	17	14
Total number of employees (Persons)	65	27	25

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	0.00	0.00	0.00

• Health, safety and work environment

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	0	0	0

• 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

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	5	100.00
Number of male directors	5	100.00
Number of female directors	0	0.00
Number of executive directors	2	40.00
Number of non-executive directors	3	60.00
Number of independent directors	3	60.00

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. AKARAT NA RANONG Gender: Male Age: 70 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, Independent director) Director type: Original director	11 Jan 2011	Economics

2.	Mr. VORASIT POKACHAIYAPAT Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Computer Information Systems Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	19 Jun 2002	IT Management, Corporate Management, Finance, Property Development, Economics
3.	Mr. NUTTAWUT PHOWBOROM Gender: Male Age: 59 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	25 Apr 2013	Economics, Accounting
4.	Mr. CHANMANU SUMAWONG Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	1 Feb 2018	Law
5.	Mr. JAMES MARSHALL Gender: Male Age: 69 years old Highest level of education: Below a bachelor's degree Major: Actuarial Science, London Stock Exchange Examinations Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Original director	24 Feb 2022	Data Analysis

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 : 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. CHANMANU SUMAWONG Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Re-elected as director	1 Mar 2022	Law
2. Mr. NUTTAWUT PHOWBOROM Gender: Male Age: 59 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: Original director	25 Apr 2013	Economics, Accounting

3.	Mr. AKARAT NA RANONG	Audit committee	1 Mar 2022	Economics
	Gender: Male	(Non-executive,		
	Age: 70 years old	Independent director)		
	Highest level of education:			
	Master's degree	Director type: Original		
	Major: Business Administration	director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

[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. VORASIT POKACHAIYAPAT	Member of the	19 Jun 2002
	Gender: Male	executive committee	
	Age: 60 years old		
	Highest level of education: Master's degree		
	Major: Computer Information Systems		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
2.	Mr. JAMES MARSHALL	Member of the	24 Feb 2022
	Gender: Male	executive committee	
	Age: 69 years old		
	Highest level of education: Below a bachelor's degree		
	Major: Actuarial Science, London Stock Exchange Examinations		
	Thai nationality: No		
	Residing in Thailand: Yes		

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
The Nomination, Compensation and Corporate Governance Committee	Mr. AKARAT NA RANONG	Member
	Mr. CHANMANU SUMAWONG	Chairman
	Mr. VORASIT POKACHAIYAPAT	Member

Roles of Sub-committees

Sub-committees responsible for risk management	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for nomination	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for remuneration	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for corporate governance	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for corporate sustainability development	: The Nomination, Compensation 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. VORASIT POKACHAIYAPAT Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Computer Information Systems	MANAGING DIRECTOR	19 Jun 2002	IT Management, Corporate Management, Finance, Property Development, Economics

[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)	37,100,000.00	31,860,000.00	25,620,000.00

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)	: 11
Number of female employees (persons)	: 14
Total number of employees (persons)	: 25

Employee Remuneration

Total employee remuneration	: 0.00
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Provident fund

Total number of employees (persons)	: 25
Number of employees contributing to the PVD (persons)	: 25
Percentage of employees who are members (%)	: 100.00

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Pornpen Putthikullawut	ir@fnsplc.com	

- Company secretary

General information	Email	Telephone
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1.	Mr. VORASIT POKACHAIYAPAT	ir@fnsplc.com
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• Head of internal audit

General information	Email	Telephone
1. Mrs. Sasivimon Suksai	ir@fnsplc.com	

• Head of compliance unit

General information	Email	Telephone
1. Ms. Wipa Nilsophon	ir@fnsplc.com	

• Head of investor relations

General information	Email	Telephone
1. Ms. Papatsamon Chantravee	ir@fnsplc.com	

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KPMG PHOOMCHAI AUDIT COMPANY LIMITED	1. Ms. Sureerat Thongarunsang Email: sureerat@kpmg.co.th Telephone: -	2,000,000.00	-

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. VORASIT POKACHAIYAPAT Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Computer Information Systems Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 19 Jun 2002	IT Management, Corporate Management, Finance, Property Development, Economics
2. Mr. CHANMANU SUMAWONG Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 1 Feb 2018	Law

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. AKARAT NA RANONG	Chairman of the board	Non-participating
Mr. VORASIT POKACHAIYAPAT	Director	Non-participating
Mr. NUTTAWUT PHOWBOROM	Director	Non-participating

Mr. CHANMANU SUMAWONG	Director	Participating
Mr. JAMES MARSHALL	Director	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) : 10
Date of AGM meeting : 25 Apr 2023
EGM meeting : Yes

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. AKARAT NA RANONG (Chairman of the board)	-	10/10	Participating	Participating
2. Mr. VORASIT POKACHAIYAPAT (Director)	-	10/10	Participating	Participating
3. Mr. NUTTAWUT PHOWBOROM (Director)	-	8/10	Participating	Participating
4. Mr. CHANMANU SUMAWONG (Director)	-	10/10	Participating	Participating
5. Mr. JAMES MARSHALL (Director)	-	10/10	Participating	Participating

Remuneration for company directors

List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1. Mr. AKARAT NA RANONG (Chairman of the board)	-	665,000.00	1,000,000.00	No
2. Mr. VORASIT POKACHAIYAPAT (Director)	-	0.00	0.00	No

3.	Mr. NUTTAWUT PHOWBOROM (Director)	-	325,000.00	450,000.00	No
4.	Mr. CHANMANU SUMAWONG (Director)	-	425,000.00	500,000.00	No
5.	Mr. JAMES MARSHALL (Director)	-	0.00	0.00	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) : 5

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. CHANMANU SUMAWONG (Chairman of the audit committee)	-	5/5
2.	Mr. NUTTAWUT PHOWBOROM (Audit committee)	-	5/5
3.	Mr. AKARAT NA RANONG (Audit committee)	-	5/5