



# **Annual Registration Statement / Annual Report**

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

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

**TWZ CORPORATION 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 : TWZ CORPORATION PUBLIC COMPANY LIMITED

Symbol : TWZ

Address : 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng

Province : Bangkok

Postcode : 10400

Business : Core business is a distributor of telecommunication devices which are mobile phones, SIM cards, pre-paid cards, and accessories.

Registration Number : 0107548000285

Telephone : 0-2275-9789

Fax (if applicable) : 0-2275-9798

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

Email : [secretary@twz.co.th](mailto:secretary@twz.co.th)

#### Total Shares Sold (shares)

Common Stock : 19,859,701,555

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)	3,322,846.79	3,436,322.60	3,606,987.72
Communication equipment trading (Thousand baht)	3,051,027.41	3,377,665.25	3,540,373.09
Real estate Development (Thousand baht)	160,646.98	4,567.40	5,753.68
Investment property (Thousand baht)	11,484.53	10,874.75	19,101.58
Electric vehicles (Thousand baht)	69,718.18	13,923.69	9,026.98
Cannabis related business (Thousand baht)	131.40	1,028.50	11.07
Electric Power Generation and Distribution Group (Thousand baht)	300.00	0.00	300.00
Develop computer programs (Thousand baht)	0.00	0.00	226.35
Other (Thousand baht)	29,538.29	28,263.01	32,194.97

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Communication equipment trading (%)	91.82	98.29	98.15
Real estate Development (%)	4.83	0.13	0.16
Investment property (%)	0.35	0.32	0.53
Electric vehicles (%)	2.10	0.41	0.25
Cannabis related business (%)	0.00	0.03	0.00
Electric Power Generation and Distribution Group (%)	0.01	0.00	0.01
Develop computer programs (%)	0.00	0.00	0.01
Other (%)	0.89	0.82	0.89

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	3,322,846.79	3,436,322.60	3,606,987.72
Domestic (Thousand baht)	3,322,846.79	3,436,322.60	3,606,987.72
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)	24,795.27	-3,778.55	-10,272.67
Other income from operations (Thousand baht)	-126.68	-50.38	0.00
Profit (loss) for the year from discontinued operations (Thousand baht)	-126.68	-50.38	N/A
Other income not from operations (Thousand baht)	24,921.95	-3,728.17	-10,272.67
Gains and reversals of impairment losses (impairment loss) which is in accordance with TFRS9 (Thousand baht)	N/A	182.98	-13,660.21

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

	2021	2022	2023
Share of profit (Thousand baht)	24,921.95	-3,911.15	3,387.54

## 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

# Sustainable Development



# Sustainable Development

## Sustainability Management Policy and Targets (3.1)

### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

## Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

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

#### Energy management

• 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
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)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### • 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, Consumer Rights, 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)	180	202	157
Number of female employees (Persons)	195	222	198
<b>Total number of employees (Persons)</b>	<b>375</b>	<b>424</b>	<b>355</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	102,245,725.28	99,805,507.88	86,780,665.02

##### • Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	6.00	6.00	6.00
Employee development and training expenses (baht)	35,400.00	31,800.00	32,500.00

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

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	1	1	1

• **Employee retention**

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	13.60	31.84	26.76

• **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, Anti-corruption

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	7	100.00
Number of male directors	5	71.43
Number of female directors	2	28.57
Number of executive directors	3	42.86
Number of non-executive directors	4	57.14
Number of independent directors	3	42.86

#### 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. PHONGCHARN SAMPHAONGERN Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Public Administration Program Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	14 Aug 2020	Finance, Audit, Fund Management



2.	<p>Mrs. TIPPAKORN RUNGKASIRI</p> <p>Gender: Female</p> <p>Age: 62 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Educational Technology</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	31 Mar 2005	Commerce, Accounting, Data Management, Data Analysis
3.	<p>Mr. BUNDAL UDOL</p> <p>Gender: Male</p> <p>Age: 57 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Mechanical Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	19 Apr 2013	Engineering
4.	<p>Ms. KAIKAE CHERDVISAVAPAN</p> <p>Gender: Female</p> <p>Age: 58 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	11 Nov 2016	Economics
5.	<p>Mr. PAT LAPANUN</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Original director</p>	30 Apr 2021	Automotive, Finance, Engineering

6.	Mr. MONTREE KAILERDSIN Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	13 Aug 2021	Internal Control, Accounting, Audit
7.	Mr. PUTTACHAT RUNGKASIRI Gender: Male Age: 57 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	19 Sep 2022	Commerce, Information & Communication Technology, Accounting, IT Management, Digital Marketing, Brand Management, Project Management, Corporate Management, Change Management, Leadership

#### 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. PHONGCHARN SAMPHAONGERN [1] Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Public Administration Program Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Original director	14 May 2021	Finance, Audit, Fund Management
2.	Mr. BUNDAL UDOL Gender: Male Age: 57 years old Highest level of education: Bachelor's degree Major: Mechanical Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	14 Aug 2019	Engineering
3.	Mr. MONTREE KAILERDSIN [1] Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	13 Aug 2021	Internal Control, Accounting, Audit

[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. PUTTACHAT RUNGKASIRI Gender: Male Age: 57 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	19 Sep 2022
2. Mrs. TIPPAKORN RUNGKASIRI Gender: Female Age: 62 years old Highest level of education: Doctoral degree Major: Educational Technology Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	12 Apr 2005
3. Ms. KAIKAE CHERDVISAVAPAN Gender: Female Age: 58 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	11 Nov 2016

## Other sub-committees

### Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

## 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. PUTTACHAT RUNGKASIRI Gender: Male Age: 57 years old Highest level of education: Bachelor's degree Major: Accounting	MANAGING DIRECTOR	19 Sep 2022	Commerce, Information & Communication Technology, Accounting, IT Management, Digital Marketing, Brand Management, Project Management, Corporate Management, Change Management, Leadership
2. Ms. Nalinee Pratubsorn Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Master of Science (Industrial Psychology)	Vice President Human Resource Department and Company Secretary	1 Mar 2012	Business Administration, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Management, Data Analysis, Governance/ Compliance
3. Mr. Thanawat Krairawatthana Gender: Male Age: 45 years old Highest level of education: Bachelor's degree Major: Business Administration	Vice President Sales Department	1 Oct 2022	Business Administration, Information & Communication Technology, Data Management, Data Analysis, Brand Management, Negotiation
4. Ms. Chen Yan Gender: Female Age: 39 years old Highest level of education: Bachelor's degree Major: International Business English	Vice President Business Development Department (Telecom)	17 Oct 2022	Business Administration, Information & Communication Technology, Marketing, Procurement, IT Management, Data Management, Data Analysis, Brand Management, Digital Marketing, Negotiation, Leadership

5.	Ms. Ponpun Rungroj [1] Gender: Female Age: 43 years old Highest level of education: Bachelor's degree Major: Accounting	Assistant Vice President – Accounting and Finance Department and Acting Vice President – Accounting and Finance Department	26 Feb 2021	Business Administration, Accounting, Finance, Data Analysis, Budgeting, Audit
6.	Mr. Pak Meepan Gender: Male Age: 42 years old Highest level of education: Bachelor's degree Major: Faculty of Science and Technology	Assistant Vice President –Business Development Department (Non telecom) and Acting Vice President – Business Development Department (Non tel	1 Oct 2022	Information & Communication Technology, Procurement, IT Management, Data Management, Digital Marketing, Brand Management

[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 : No

### Remuneration

	2021	2022	2023
Total executive remuneration (baht)	3,970,322.55	3,470,000.00	2,830,000.00

### 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) : 157

Number of female employees (persons) : 198

**Total number of employees (persons) : 355**

#### Employee Remuneration

Total employee remuneration : 86,780,665.02

#### Provident fund

Total number of employees (persons) : 355

Number of employees contributing to the PVD (persons) : 128

Percentage of employees who are members (%) : 36.06

## 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. Ponpun Rungroj	Ponpun_029@twz.co.th	02-2759789

- Company secretary

General information	Email	Telephone
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1.	Ms. Nalinee Pratubsorn	nalinee_p@twz.co.th	02-2759789 ต่อ 555
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• Head of internal audit

General information	Email	Telephone
1. Mr. Wichayut Wittayasiripaiboon	Wichayut_witt@twz.co.th	02-2759789

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KARIN AUDIT COMPANY LIMITED	1. Mr. Thanathit Raksathianraphap Email: thanathit@karinaudit.co.th Telephone: -	4,554,000.00	-



# 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. Mrs. TIPPAKORN RUNGKASIRI Gender: Female Age: 62 years old Highest level of education: Doctoral degree Major: Educational Technology Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 31 Mar 2005	Commerce, Accounting, Data Management, Data Analysis
2. Ms. KAIKAE CHERDVISAVAPAN Gender: Female Age: 58 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 11 Nov 2016	Economics

##### Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PHONGCHARN SAMPHAONGERN	Chairman of the board	Non-participating
Mrs. TIPPAKORN RUNGKASIRI	Director	Non-participating
Mr. BUNDAL UDOL	Director	Non-participating

Ms. KAIKAE CHERDVISAVAPAN	Director	Non-participating
Mr. PAT LAPANUN	Director	Participating
Mr. MONTREE KAILERDSIN	Director	Non-participating
Mr. PUTTACHAT RUNGKASIRI	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) : 6

Date of AGM meeting : 28 Apr 2023

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. PHONGCHARN SAMPHAONGERN (Chairman of the board)	-	6/6	Participating	Did not hold the meeting
2. Mrs. TIPPAKORN RUNGKASIRI (Director)	-	6/6	Participating	Did not hold the meeting
3. Mr. BUNDAL UDOL (Director)	-	6/6	Participating	Did not hold the meeting
4. Ms. KAIKAE CHERDVISAVAPAN (Director)	-	5/6	Participating	Did not hold the meeting
5. Mr. PAT LAPANUN (Director)	-	6/6	Participating	Did not hold the meeting
6. Mr. MONTREE KAILERDSIN (Director)	-	6/6	Participating	Did not hold the meeting

7.	Mr. PUTTACHAT RUNGKASIRI (Director)	-	6/6	Participating	Did not hold the meeting
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#### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. PHONGCHARN SAMPHAONGERN (Chairman of the board)	-	150,000.00	4,800,000.00	No
2.	Mrs. TIPPAKORN RUNGKASIRI (Director)	-	120,000.00	300,000.00	No
3.	Mr. BUNDAL UDOL (Director)	-	120,000.00	300,000.00	No
4.	Ms. KAIKAE CHERDVISAVAPAN (Director)	-	100,000.00	300,000.00	No
5.	Mr. PAT LAPANUN (Director)	-	120,000.00	300,000.00	No
6.	Mr. MONTREE KAILERDSIN (Director)	-	120,000.00	300,000.00	No
7.	Mr. PUTTACHAT RUNGKASIRI (Director)	-	120,000.00	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

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. PHONGCHARN SAMPHAONGERN (Chairman of the audit committee)	-	4/4
2.	Mr. BUNDAL UDOL (Audit committee)	-	4/4
3.	Mr. MONTREE KAILERDSIN (Audit committee)	-	4/4