



# **Annual Registration Statement / Annual Report**

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

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

**THAI OPTICAL GROUP 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 : THAI OPTICAL GROUP PUBLIC COMPANY LIMITED

Symbol : TOG

Address : 15/5 MOO 6 BANGBUATHONG-SUPHANBURI ROAD, TAMBOL LAHARN,  
AMPHOE BANG BUA THONG

Province : Nonthaburi

Postcode : 11110

Business : Thai Optical Group Public Company Limited (the Company) or TOG  
was first established under the name“Thai Polymer Lens Company  
Limited” on March 8, 1991 by the Prachartam family to produce  
organic lens, to complement the existing production line of  
Thai Optical Company Limited (the Subsidiary Company)or TOC,  
manufacturing mineral lenses for more than 52 years.

Registration Number : 0107547000044

Telephone : 021941145

Fax (if applicable) : 021941151

Website : <http://www.thaiopticalgroup.com>

Email : [companysecretary@thaiopticalgroup.com](mailto:companysecretary@thaiopticalgroup.com)

#### Total Shares Sold (shares)

Common Stock : 474,318,000

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)	2,358,360.00	2,891,111.00	2,959,004.00
Standard Organic Lenses (Thousand baht)	667,220.00	819,767.00	712,345.00
Value-added Lenses (Thousand baht)	798,940.00	805,924.00	835,064.00
Rx/Prescription Lenses (Thousand baht)	727,588.00	1,016,148.00	1,161,462.00
Mineral Lenses & Other Products and Services (Thousand baht)	164,612.00	249,272.00	250,133.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Standard Organic Lenses (%)	28.29	28.35	24.08
Value-added Lenses (%)	33.88	27.88	28.22
Rx/Prescription Lenses (%)	30.85	35.15	39.25
Mineral Lenses & Other Products and Services (%)	6.98	8.62	8.45

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	2,358,360.00	2,891,111.00	2,959,004.00
Domestic (Thousand baht)	106,668.00	116,298.00	90,755.00
International (Thousand baht)	2,251,692.00	2,774,813.00	2,868,249.00

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

Domestic (%)	4.52	4.02	3.07
International (%)	95.48	95.98	96.93

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

	2021	2022	2023
Total other income (Thousand baht)	85,679.00	57,060.00	21,932.00
Other income from operations (Thousand baht)	36,743.00	36,436.00	18,867.00
Other income not from operations (Thousand baht)	48,936.00	20,624.00	3,065.00

## 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)**

### **Risk related to Obsolete Inventories**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Product obsolescence

### **Risk related to Fluctuation of Foreign Currency Exchange Rates**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

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

### **Risk Related to Credit Line Guarantees between Related Parties**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

- Other

### **COVID-19 Variant Related Risks**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Safety, occupational health, and working environment



#### **Impact of the epidemic on the supply chain**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain

#### **Cyber Security Risks**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Information security and cyber-attack

### **Risk to Securities Holder (2.2.2)**

#### **Risk related to the Company Having a Majority Shareholder with More Than 25%**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

#### **Risks related to Uncertain Share Prices and Returns on Investment for Shareholders**

**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://www.thaiopticalgroup.com/uploads/ckeditor/files/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%84%E0%B8%A7%E0%B8%B2%E0%B8%A1%E0%B8%A2%E0%B8%B1%E0%B9%88%E0%B8%87%E0%B8%A2%E0%B8%B7%E0%B8%99%E0%B8%82%E0%B8%AD%E0%B8%87%20TOG.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://www.thaiopticalgroup.com/uploads/ckeditor/files/นโยบายสิ่งแวดล้อม\\_TH\(1\).pdf](https://www.thaiopticalgroup.com/uploads/ckeditor/files/นโยบายสิ่งแวดล้อม_TH(1).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)	23,553.03	40,240.25	35,161.24
Gasoline (Litres)	22,975.24	20,389.39	17,173.35
LPG (Kilograms)	316.70	529.00	420.00

##### • Electricity consumption

	2021	2022	2023
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Total electricity consumption within the organization (Kilowatt-Hours)	37,086,197.00	42,177,000.00	40,765,681.00
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## Water management

### • Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	312,999.00	263,273.00	293,708.00

## Waste management

### • Waste from operations

	2021	2022	2023
Non-hazardous waste (Kilograms)	N/A	1,001,520.00	1,374,122.27
Hazardous waste (Kilograms)	N/A	304,238.00	329,495.00
<b>Total waste generated (Kilograms)</b>	<b>0.00</b>	<b>1,305,758.00</b>	<b>1,703,617.27</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)	1,430.00	2,787.00	3,771.00
Scope 2 (Tons of carbon dioxide equivalents)	18,539.00	21,085.00	19,638.00
Scope 3 (Tons of carbon dioxide equivalents)	9,243.00	10,266.00	9,809.00
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>29,212.00</b>	<b>34,138.00</b>	<b>33,218.00</b>

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

Third-party verification : Yes

Name of verifying organization : ECEE Company 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://www.thaiopticalgroup.com/uploads/ckeditor/files/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%94%C2%8C%E0%B8%B2%E0%B8%99%E0%B8%AA%E0%B8%B4%E0%B8%97%E0%B8%98%E0%B8%B4%E0%B8%A1%E0%B8%99%E0%B8%B8%E0%B8%A9%E0%B8%A2%E0%B8%8A%E0%B8%99\\_TH%202024.pdf](https://www.thaiopticalgroup.com/uploads/ckeditor/files/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%94%C2%8C%E0%B8%B2%E0%B8%99%E0%B8%AA%E0%B8%B4%E0%B8%97%E0%B8%98%E0%B8%B4%E0%B8%A1%E0%B8%99%E0%B8%B8%E0%B8%A9%E0%B8%A2%E0%B8%8A%E0%B8%99_TH%202024.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)	336	351	352
Number of female employees (Persons)	628	623	599
Total number of employees (Persons)	964	974	951

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	360,963,897.15	379,843,576.70	414,390,602.57

• Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	4.37	6.67	15.29
Employee development and training expenses (baht)	271,941.19	556,244.43	1,048,621.00

• Health, safety and work environment

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	6	3	0

• Employee retention

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	11.83	12.53	11.99

• 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://www.thaiopticalgroup.com/uploads/ckeditor/files/Corporate%20Governance%20Code%20TH%20\(14-06-2022\).pdf](https://www.thaiopticalgroup.com/uploads/ckeditor/files/Corporate%20Governance%20Code%20TH%20(14-06-2022).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	12	100.00
Number of male directors	9	75.00
Number of female directors	3	25.00
Number of executive directors	2	16.67
Number of non-executive directors	10	83.33
Number of independent directors	5	41.67

#### 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. DON PRAMUDWINAI Gender: Male Age: 73 years old Highest level of education: Master's degree Major: International Relationship Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	8 Nov 2023	Governance/ Compliance

2.	<p>Mr. SAWANG PRACHARKTAM</p> <p>Gender: Male</p> <p>Age: 79 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Original director</p>	8 Nov 2023	<p>Governance/ Compliance, Corporate Management, Engineering, Leadership, Finance</p>
3.	<p>Mr. SINGH TANGTASWAS</p> <p>Gender: Male</p> <p>Age: 81 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, Independent director)</p> <p>Director type: Original director</p>	20 Apr 2004	<p>Finance, Internal Control, Governance/ Compliance, Banking, Economics, Corporate Management, Audit</p>
4.	<p>Mr. WICHA JIWALAI</p> <p>Gender: Male</p> <p>Age: 79 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	20 Apr 2004	<p>Engineering, Corporate Management, Audit, Budgeting, Governance/ Compliance, Property Development</p>
5.	<p>Mrs. PORNPUN THOTRAKUL</p> <p>Gender: Female</p> <p>Age: 69 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>Director (Non-executive)</p> <p>Director type: Original director</p>	20 Apr 2004	<p>Finance, Procurement, Governance/ Compliance, Engineering</p>

6.	Mr. PHAIRUCH MEKARPORN Gender: Male Age: 78 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	11 May 2007	Engineering, Corporate Management, Paper & Printing Materials, Audit, Governance/ Compliance, Internal Control
7.	Mr. BANCHONG CHITTCHANG Gender: Male Age: 75 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	8 Apr 2008	Engineering, Strategic Management, Change Management, Corporate Management, Human Resource Management, Audit, Governance/ Compliance, Food & Beverage
8.	Ms. WICHIT THAVEEPRECHACHAT Gender: Female Age: 63 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	8 Apr 2008	Banking, Accounting, Finance, Governance/ Compliance, Audit
9.	Mr. DAVID ANDREW CROSS Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Economics Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Re-elected as director	16 Nov 2009	Accounting, Economics, Strategic Management, Corporate Management, Finance, Personal Products & Pharmaceuticals, Governance/ Compliance, Commerce

10.	Mr. TORN PRACHARKTAM Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	10 Nov 2010	Governance/ Compliance, Strategic Management, Corporate Management, Engineering, Risk Management, Personal Products & Pharmaceuticals, Petrochemicals & Chemicals
11.	Mrs. AMOLRAT PRACHARKTAM Gender: Female Age: 56 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	15 Feb 2018	Governance/ Compliance, Change Management, Corporate Management, Corporate Social Responsibility, Sustainability, Personal Products & Pharmaceuticals
12.	Mr. PAUL BRYAN FUSSEY Gender: Male Age: 57 years old Highest level of education: Master's degree Major: Accounting Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Re-elected as director	7 Nov 2019	Accounting, Strategic Management, Finance, Budgeting, Personal Products & Pharmaceuticals, Corporate Management, Governance/ Compliance

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

General information	Position	Tenure	Replacement Director
1. Mr. SAROTE PRACHARKTAM Gender: Male Age: 76 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 20 Feb 2004 Date directorship ended: 6 Nov 2022	Mr. DON PRAMUDWINAI Date position was assumed: 8 Nov 2023

## 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. SINGH TANGTASWAS [1] Gender: Male Age: 81 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Original director	20 Apr 2004	Finance, Internal Control, Governance/ Compliance, Banking, Economics, Corporate Management, Audit
2. Mr. WICHA JIWALAI Gender: Male Age: 79 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	20 Apr 2004	Engineering, Corporate Management, Audit, Budgeting, Governance/ Compliance, Property Development
3. Mr. PHAIRUCH MEKARPORN Gender: Male Age: 78 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	12 Nov 2014	Engineering, Corporate Management, Paper & Printing Materials, Audit, Governance/ Compliance, Internal Control

[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. TORN PRACHARKTAM Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	10 Nov 2010
2. Mrs. AMOLRAT PRACHARKTAM Gender: Female Age: 56 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	7 Dec 2017

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. PHAIRUCH MEKARPORN	Chairman
	Mr. BANCHONG CHITTCHANG	Member
	Mr. WICHA JIWALAI	Member
Business Strategy Committee	Mr. BANCHONG CHITTCHANG	Chairman
	Mr. TORN PRACHARKTAM	Member
	Mr. DAVID ANDREW CROSS	Member
	Mr. PAUL BRYAN FUSSEY	Member
Audit Committee	Mr. SINGH TANGTASWAS	Chairman
	Mr. PHAIRUCH MEKARPORN	Member
	Mr. WICHA JIWALAI	Member

## **Roles of Sub-committees**

Sub-committees responsible for risk management	: Audit 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	: Audit Committee
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. TORN PRACHARKTAM Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Engineering	CHIEF EXECUTIVE OFFICER	1 Jan 2015	Governance/ Compliance, Strategic Management, Corporate Management, Engineering, Risk Management, Personal Products & Pharmaceuticals, Petrochemicals & Chemicals
2. Mrs. AMOLRAT PRACHARKTAM Gender: Female Age: 56 years old Highest level of education: Bachelor's degree Major: Business Administration	Chief Administrative Officer	11 Feb 2019	Governance/ Compliance, Change Management, Corporate Management, Corporate Social Responsibility, Sustainability, Personal Products & Pharmaceuticals
3. Mr. Chaiwat Chittikun Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Engineering	Chief Operating Officer	1 Mar 2019	Engineering, Petrochemicals & Chemicals, Corporate Management, Change Management, Project Management, Personal Products & Pharmaceuticals, Industrial Materials & Machinery
4. Mr. Lindsay Brown Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Science	Chief Commercial Officer	1 Mar 2019	Commerce, Marketing, Negotiation, Corporate Management, Personal Products & Pharmaceuticals
5. Ms. Jirasuda Sumpaotong [1][2] Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Management	Chief Financial Officer	1 Mar 2019	Accounting, Finance, Governance/ Compliance, Corporate Management, Budgeting, Audit, Agribusiness

[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)	28,257,286.00	28,451,967.00	13,165,000.00

### 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) : 352

Number of female employees (persons) : 599

**Total number of employees (persons) : 951**

## Employee Remuneration

Total employee remuneration : 414,390,602.57

## Provident fund

Total number of employees (persons) : 951

Number of employees contributing to the PVD (persons) : 831

Percentage of employees who are members (%) : 87.38

## 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. Sarinrat Phongprapacheun	sarinrat_p@thaiopticalgroup.com	02-194-1145-1150 ต่อ 3124

##### • Company secretary

General information	Email	Telephone
1. Mrs. Amolrat Prachartam	amolrat@thaiopticalgroup.com	02-194-1145-1150 ต่อ 3104

##### • Head of internal audit

General information	Email	Telephone
1. Ms. Nuchjarin Boonsermsuk	b_nuch@thaiopticalgroup.com	02-194-1145-1150 ต่อ 3504

##### • Head of compliance unit

General information	Email	Telephone
1. Mrs. Amolrat Prachacktam	amolrat@thaiopticalgroup.com	02-194-1145-1150 ต่อ 3104

• Head of investor relations

General information	Email	Telephone
1. Ms. Jirawan Namnart	jirawan_n@thaiopticalgroup.com	02-194-1145-1150

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. EY OFFICE LIMITED	<p>1. Mrs. Sarinda Hirunprasurtwutti Email: - Telephone: -</p> <p>2. Ms. Kamontip Lertwitworatep Email: - Telephone: -</p> <p>3. Ms. Patcharawan Koonarangsri Email: - Telephone: -</p>	2,400,000.00	-

# 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. WICHA JIWALAI Gender: Male Age: 79 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 20 Apr 2004	Engineering, Corporate Management, Audit, Budgeting, Governance/ Compliance, Property Development
2. Mr. BANCHONG CHITTCHANG Gender: Male Age: 75 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 8 Apr 2008	Engineering, Strategic Management, Change Management, Corporate Management, Human Resource Management, Audit, Governance/ Compliance, Food & Beverage
3. Mr. DAVID ANDREW CROSS Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Economics Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 16 Nov 2009	Accounting, Economics, Strategic Management, Corporate Management, Finance, Personal Products & Pharmaceuticals, Governance/ Compliance, Commerce



4.	Mr. PAUL BRYAN FUSSEY	Director (Non-executive)	Date position was assumed: 7 Nov 2019	Accounting, Strategic Management, Finance, Budgeting, Personal Products & Pharmaceuticals, Corporate Management, Governance/ Compliance
	Gender: Male			
	Age: 57 years old			
	Highest level of education: Master's degree	Director type: Re-elected as director		
	Major: Accounting			
	Thai nationality: No			
	Residing in Thailand: No			

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. DON PRAMUDWINAI Gender: Male Age: 73 years old Highest level of education: Master's degree Major: International Relationship Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 8 Nov 2023	Governance/ Compliance

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. DON PRAMUDWINAI	Chairman of the board	Participating
Mr. SAWANG PRACHARKTAM	Vice Chairman	Participating
Mr. SINGH TANGTASWAS	Director	Participating
Mr. WICHA JIWALAI	Director	Participating
Mrs. PORNPUN THOTRAKUL	Director	Participating
Mr. PHAIRUCH MEKARPORN	Director	Participating
Mr. BANCHONG CHITTCHANG	Director	Participating
Ms. WICHIT THAVEEPRECHACHAT	Director	Participating
Mr. DAVID ANDREW CROSS	Director	Participating

Mr. TORN PRACHARKTAM	Director	Participating
Mrs. AMOLRAT PRACHARKTAM	Director	Participating
Mr. PAUL BRYAN FUSSEY	Director	Participating
Mr. SAROTE PRACHARKTAM	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) : 7

Date of AGM meeting : 5 Apr 2023

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. DON PRAMUDWINAI (Chairman of the board)	-	1/1	Participating	Did not hold the meeting
2. Mr. SAWANG PRACHARKTAM (Vice Chairman)	-	7/7	Participating	Did not hold the meeting
3. Mr. SINGH TANGTASWAS (Director)	-	6/7	Non-participating	Did not hold the meeting
4. Mr. WICHA JIWALAI (Director)	-	7/7	Participating	Did not hold the meeting
5. Mrs. PORNpun THOTRAKUL (Director)	-	7/7	Participating	Did not hold the meeting
6. Mr. PHAIRUCH MEKARPORN (Director)	-	7/7	Participating	Did not hold the meeting

7.	Mr. BANCHONG CHITTCHANG (Director)	-	7/7	Participating	Did not hold the meeting
8.	Ms. WICHIT THAVEEPRECHACHAT (Director)	-	7/7	Participating	Did not hold the meeting
9.	Mr. DAVID ANDREW CROSS (Director)	-	7/7	Participating	Did not hold the meeting
10.	Mr. TORN PRACHARKTAM (Director)	-	6/6	Participating	Did not hold the meeting
11.	Mrs. AMOLRAT PRACHARKTAM (Director)	-	6/6	Participating	Did not hold the meeting
12.	Mr. PAUL BRYAN FUSSEY (Director)	-	6/7	Non-participating	Did not hold the meeting
13.	Mr. SAROTE PRACHARKTAM (Director)	6 Nov 2022	0/0	Non-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. DON PRAMUDWINAI (Chairman of the board)	-	183,750.00	N/A	No
2.	Mr. SAWANG PRACHARKTAM (Vice Chairman)	-	647,250.00	N/A	No
3.	Mr. SINGH TANGTASWAS (Director)	-	638,000.00	N/A	No
4.	Mr. WICHA JIWALAI (Director)	-	663,000.00	N/A	No
5.	Mrs. PORNPUN THOTRAKUL (Director)	-	294,000.00	N/A	No
6.	Mr. PHAIRUCH MEKARPORN (Director)	-	734,000.00	N/A	No
7.	Mr. BANCHONG CHITTCHANG (Director)	-	645,000.00	N/A	No
8.	Ms. WICHIT THAVEEPRECHACHAT (Director)	-	294,000.00	N/A	No
9.	Mr. DAVID ANDREW CROSS (Director)	-	434,000.00	N/A	No
10.	Mr. TORN PRACHARKTAM (Director)	-	434,000.00	N/A	No
11.	Mrs. AMOLRAT PRACHARKTAM (Director)	-	294,000.00	N/A	No

12.	Mr. PAUL BRYAN FUSSEY (Director)	-	434,000.00	N/A	No
13.	Mr. SAROTE PRACHARKTAM (Director)	6 Nov 2022	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. SINGH TANGTASWAS (Chairman of the audit committee)	-	5/5
2.	Mr. WICHA JIWALAI (Audit committee)	-	5/5
3.	Mr. PHAIRUCH MEKARPORN (Audit committee)	-	5/5