



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024



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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 : COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED

Symbol : CGH

Address : 132 Sindhorn Tower 3, 20th Floor, Wireless Road, Lumpini Sub district, Pathum Wan District

Province : Bangkok

Postcode : 10330

Business : CGH is a holding company that invests in financial business. CGH invests in Pi Securities public company limited, which operates securities business, as a core company.

Registration Number : 0107557000187

Telephone : 0-2256-7999

Fax (if applicable) : -

Website : www.cgholdings.co.th

Email : companysec@cgholdings.co.th

Total Shares Sold (shares)

Common Stock : 4,152,448,429

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2022	2023	2024
Total revenue from operations (Thousand baht)	1,526,252.24	1,401,531.69	1,989,350.90
Revenue structure of the company and its subsidiary (Thousand baht)	1,176,969.00	983,234.23	849,646.58
Fee and services income (Thousand baht)	98,467.53	107,634.81	155,879.01
Interest income under the effective interest rate method (Thousand baht)	139,296.11	200,912.67	255,567.65
Gain on investment and derivatives (Thousand baht)	59,512.00	60,583.00	188,525.00
Other income (Thousand baht)	42,574.60	32,904.67	43,991.61
Interest and dividends (Thousand baht)	9,433.00	10,920.00	11,179.00
Other (Thousand baht)	0.00	5,342.31	484,562.05
	2022	2023	2024
Total revenue from operations (%)	100.00	100.00	100.00
Revenue structure of the company and its subsidiary (%)	77.11	70.15	42.71
Fee and services income (%)	6.45	7.68	7.84
Interest income under the effective interest rate method (%)	9.13	14.34	12.85
Gain on investment and derivatives (%)	3.90	4.32	9.48
Other income (%)	2.79	2.35	2.21
Interest and dividends (%)	0.62	0.78	0.56
Other (%)	0.00	0.38	24.36

By Geographical Area or Market

	2022	2023	2024
Total revenue from operations (Thousand baht)	1,526,252.24	1,401,531.69	1,989,350.90
Domestic (Thousand baht)	1,526,252.24	1,401,531.69	1,989,350.90
International (Thousand baht)	0.00	0.00	0.00

	2022	2023	2024
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

	2022	2023	2024
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

	2022	2023	2024
Share of profit (Thousand baht)	0.00	0.00	0.00

Information on Products and Services (1.2.2)**Product/Service Information and Business Innovation Development (1.2.2.1)**

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2022	2023	2024
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R&D expenses in the past 3 years	N/A	N/A	N/A
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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 from operating as a holding company

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- New business risk
- Other

Financial Risk

- Income volatility

Risk from operating in the investment

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Economic risk
- Other

Financial Risk

- Fluctuation in return on assets or investment
- Income volatility

Risk from competition in the securities industry

Risk Management Measures: No

Related Risk Topics

Strategic Risk

- Changes in technologies
- Competition risk
- Other

Operational Risk

- Reliance on employees in key positions
- Systems or internal control system
- Other

Risk from defaults

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Other

Financial Risk

- Default on payment or exchange of goods

Risk from clients switching out

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Operational Risk

- Systems or internal control system

Risk from Depending Upon Major Clients or a Limited Number of Clients

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Reliance on large customers or few customers
- Competition risk

Risk from Human Resources

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Operational Risk

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

Compliance Risk

- Corporate Governance

Financial Risk

- Income volatility

Risk from investments in securities

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Financial Risk

- Fluctuation in return on assets or investment

Risk from Underwriting Business

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Damage to company image and reputation

Operational Risk

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects

Financial Risk

- Other

Risk from margin loans

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Loss or damage from non-compliance of partners or counterparties

Financial Risk

- Default on payment or exchange of goods
- Other

Risk from Derivatives Brokerage Business

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Reliance on large partners / distributors or few partners / distributors
- Damage to company image and reputation

Operational Risk

- Shortage or reliance on skilled workers
- Corruption

Compliance Risk

- Violations of laws and regulations

Financial Risk

- Other

Risk from Block Trade Transactions in Single Stock Futures

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding
- Fluctuation in return on assets or investment
- Other

Risk from Private Fund Management Business

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Economic risk
- Other

Risk of business impacts from crises

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Risk of Cyber Security

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Operational Risk

- Information security and cyber-attack
- Other

Sustainability and Responsibility in Environmental, Social, and Governance (ESG)

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- ESG risk

Operational Risk

- Impact on the environment

Compliance Risk

- Corporate Governance

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

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

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Electricity consumption

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	45.42	28.91

Water management

• Water consumption

	2022	2023	2024
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

• Waste from operations

	2022	2023	2024
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2022	2023	2024
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
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

• 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, Migrant Workers, Child Labor, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2022	2023	2024
Total number of employees (Persons)	640	721	658

• Employee remuneration

	2022	2023	2024
Employee remuneration (baht)	0.00	0.00	0.00

• Health, safety and work environment

	2022	2023	2024
Total number of lost time injury incidents by employees (Cases)	0	0	0

• Employee retention

	2022	2023	2024
Percentage of employees who voluntarily resigned (%)	0.00	0.00	0.00

• Significant labor dispute

	2022	2023	2024
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Significant labor dispute	No	No	No
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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.cgholdings.co.th/storage/content/ir/corporate-governance/20240325-cgh-good-corporate-governance-poliy-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, 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	9	100.00
Number of male directors	7	77.78
Number of female directors	2	22.22
Number of executive directors	2	22.22
Number of non-executive directors	7	77.78
Number of independent directors	4	44.44

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. SADAWUT TAECHAUBOL Gender: Male Age: 72 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Re-elected as director	15 May 2014	Finance & Securities, Leadership, Strategic Management

2.	<p>Mr. SURABHON KWUNCHAITHUNYA</p> <p>Gender: Male</p> <p>Age: 73 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Original director</p>	15 May 2014	<p>Finance & Securities, Finance, Engineering, Leadership, Strategic Management</p>
3.	<p>Mr. TOMMY TAECHAUBOL</p> <p>Gender: Male</p> <p>Age: 41 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	22 May 2014	<p>Finance & Securities, Digital Marketing, Leadership, Strategic Management, Business Administration</p>
4.	<p>Mr. DEJ NAMSIRIKUL</p> <p>Gender: Male</p> <p>Age: 89 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: Management</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>	22 May 2014	<p>Marketing, Property Development, Governance/ Compliance, Corporate Management</p>
5.	<p>Mr. NIPON WISITYUTHASART</p> <p>Gender: Male</p> <p>Age: 85 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</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>	22 May 2014	<p>Economics, Finance, Human Resource Management, Audit</p>

6.	POL. GEN. WERAPONG CHUENPAGDEE 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, Independent director) Director type: Original director	22 May 2014	Governance/ Compliance, Internal Control, Audit, Leadership, Strategic Management
7.	Mr. PISUTH VIRIYAMETTAKUL Gender: Male Age: 43 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	28 Jul 2015	Finance & Securities, Strategic Management, Accounting, Finance, Leadership
8.	Mrs. JITMANEE SUWANNAPOOL Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	11 Nov 2016	Accounting, Finance, Audit, Internal Control, Risk Management
9.	Ms. CHULARAT SUTEETHORN Gender: Female Age: 70 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	26 Feb 2020	Economics, Governance/ Compliance, Internal Control, Audit, Strategic Management

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 : Yes

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. NIPON WISITYUTHASART [1] Gender: Male Age: 85 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	24 Jun 2014	Economics, Finance, Human Resource Management, Audit
2. POL. GEN. WERAPONG CHUENPAGDEE Gender: Male Age: 66 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	24 Jun 2014	Governance/ Compliance, Internal Control, Audit, Leadership, Strategic Management

3.	Mrs. JITMANEE SUWANNAPOOL [1]	Audit committee	11 Nov 2016	Accounting, Finance, Audit,
	Gender: Female	(Non-executive,		Internal Control, Risk
	Age: 71 years old	Independent director)		Management
	Highest level of education:			
	Master's degree	Director type: Original		
	Major: Political Science	director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

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

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Risk Management Committee	Mr. SURABHON KWUNCHAITHUNYA	Chairman
Nomination and Remuneration Committee	Mr. DEJ NAMSIRIKUL	Chairman
	Mr. NIPON WISITYUTHASART	Member
	POL. GEN. WERAPONG CHUENPAGDEE	Member
Corporate Governance and Sustainability Committee	POL. GEN. WERAPONG CHUENPAGDEE	Chairman
	Mr. DEJ NAMSIRIKUL	Member
Investment Committee	Mr. SURABHON KWUNCHAITHUNYA	Chairman
	Mr. TOMMY TAECHAUBOL	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	: Corporate Governance and Sustainability Committee
Sub-committees responsible for corporate sustainability development	: Corporate Governance and Sustainability 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. TOMMY TAECHAUBOL Gender: Male Age: 41 years old Highest level of education: Master's degree Major: Business Administration	CHIEF EXECUTIVE OFFICER	22 May 2014	Finance & Securities, Digital Marketing, Leadership, Strategic Management, Business Administration

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Employees (7.5)

Information about company employees

Employees

Total number of employees (persons) : 658

Employee Remuneration

Total employee remuneration : 0.00

Provident fund

Total number of employees (persons) : 658

Number of employees contributing to the PVD (persons) : 14

Percentage of employees who are members (%) : 2.13

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. SADAWUT TAECHAUBOL Gender: Male Age: 72 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Re-elected as director	Date position was assumed: 15 May 2014	Finance & Securities, Leadership, Strategic Management
2. Mr. PISUTH VIRIYAMETAKUL Gender: Male Age: 43 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: 28 Jul 2015	Finance & Securities, Strategic Management, Accounting, Finance, Leadership
3. Mrs. JITMANEE SUWANNAPOOL Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 11 Nov 2016	Accounting, Finance, Audit, Internal Control, Risk Management

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. SADAWUT TAECHAUBOL	Chairman of the board	Non-participating
Mr. SURABHON KWUNCHAITHUNYA	Vice Chairman	Non-participating
Mr. TOMMY TAECHAUBOL	Director	Non-participating
Mr. DEJ NAMSIRIKUL	Director	Non-participating
Mr. NIPON WISITYUTHASART	Director	Non-participating
POL. GEN. WERAPONG CHUENPAGDEE	Director	Non-participating
Mr. PISUTH VIRIYAMETAKUL	Director	Non-participating
Mrs. JITMANEE SUWANNAPOOL	Director	Non-participating
Ms. CHULARAT SUTEETHORN	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 : 29 Apr 2024

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
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1.	Mr. SADAWUT TAECHAUBOL (Chairman of the board)	-	7/7	Participating	Did not hold the meeting
2.	Mr. SURABHON KWUNCHAITHUNYA (Vice Chairman)	-	7/7	Participating	Did not hold the meeting
3.	Mr. TOMMY TAECHAUBOL (Director)	-	7/7	Participating	Did not hold the meeting
4.	Mr. DEJ NAMSIRIKUL (Director)	-	7/7	Participating	Did not hold the meeting
5.	Mr. NIPON WISITYUTHASART (Director)	-	7/7	Participating	Did not hold the meeting
6.	POL. GEN. WERAPONG CHUENPAGDEE (Director)	-	7/7	Participating	Did not hold the meeting
7.	Mr. PISUTH VIRIYAMETAKUL (Director)	-	7/7	Participating	Did not hold the meeting
8.	Mrs. JITMANEE SUWANNAPOOL (Director)	-	7/7	Participating	Did not hold the meeting
9.	Ms. CHULARAT SUTEETHORN (Director)	-	7/7	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. SADAWUT TAECHAUBOL (Chairman of the board)	-	600,000.00	0.00	No
2.	Mr. SURABHON KWUNCHAITHUNYA (Vice Chairman)	-	330,000.00	0.00	No
3.	Mr. TOMMY TAECHAUBOL (Director)	-	270,000.00	0.00	No
4.	Mr. DEJ NAMSIRIKUL (Director)	-	270,000.00	0.00	No
5.	Mr. NIPON WISITYUTHASART (Director)	-	270,000.00	0.00	No
6.	POL. GEN. WERAPONG CHUENPAGDEE (Director)	-	270,000.00	0.00	No
7.	Mr. PISUTH VIRIYAMETAKUL (Director)	-	270,000.00	0.00	No
8.	Mrs. JITMANEE SUWANNAPOOL (Director)	-	270,000.00	0.00	No

9.	Ms. CHULARAT SUTEETHORN (Director)	-	270,000.00	0.00	No
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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) : 4

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. NIPON WISITYUTHASART (Chairman of the audit committee)	-	4/4
2.	POL. GEN. WERAPONG CHUENPAGDEE (Audit committee)	-	4/4
3.	Mrs. JITMANEE SUWANNAPOOL (Audit committee)	-	4/4