



# **Annual Registration Statement / Annual Report**

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

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

**AUTOCORP HOLDING 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	4
Sustainable Development	5
<b>Corporate Governance</b>	
Corporate Governance Policy	10
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	11
Performance Report on Corporate Governance	20

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : AUTOCORP HOLDING PUBLIC COMPANY LIMITED

Symbol : ACG

Address : 1111 Moo 1, Maliwan Road, Banthum, Mueang Khon Kaen,

Province : Khon Kaen

Postcode : 40000

Business : Autocorp Holding PLC. (“the Company”) operates the business as a holding company, involving in automotive industry including sales and service business and other related businesses. Currently, the Company holds in 2 subsidiaries as follow: 1. Honda Maliwan Co.,Ltd. (“Honda Maliwan”), a Honda dealer and service center. 2. Autoclik by ACG Co.,Ltd. (“Autoclik”) operates the business as a service center for rapid repair and maintenance services for all car brands (“Fast-Fit”).

Registration Number : 0107561000404

Telephone : 0-4330-6333

Website : [www.autocorpgroup.com](http://www.autocorpgroup.com)

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

#### Total Shares Sold (shares)

Common Stock : 600,000,000

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)	1,727,943.00	1,794,005.00	1,820,515.00
Cars and accessories dealership (Thousand baht)	1,275,066.00	1,269,523.00	1,223,095.00
Repair and maintenance services and spare parts dealership (Thousand baht)	388,469.00	458,990.00	545,919.00
Other (Thousand baht)	64,408.00	65,492.00	51,501.00

  

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Cars and accessories dealership (%)	73.79	70.76	67.18
Repair and maintenance services and spare parts dealership (%)	22.48	25.58	29.99
Other (%)	3.73	3.65	2.83

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	1,727,943.00	1,794,005.00	1,820,515.00
Domestic (Thousand baht)	1,727,943.00	1,794,005.00	1,820,515.00
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)	64,408.00	65,492.00	51,501.00
Other income from operations (Thousand baht)	49,491.00	49,398.00	40,286.00
Other income not from operations (Thousand baht)	14,917.00	16,094.00	11,215.00

**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 to Securities Holder (2.2.2)

**Risk from relying on major shareholders who has power to set management policies**

**Risk Management Measures:** Yes

**Related Risk Topics**

- Return from investment of securities holder

**Risk from doing business by investing in other companies**

**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.autocorpgroup.com/storage/download/corporate-governance/corporate-policy/Sustainable%20Development%20.pdf>

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

Company environmental guideline : Electricity Management, Fuel Management, Water 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)	N/A	N/A	0.00
Diesel (Litres)	N/A	N/A	7,663.04
Gasoline (Litres)	N/A	N/A	7,771.37
Fuel oil (Litres)	N/A	N/A	0.00
Crude oil (Barrels)	N/A	N/A	0.00
Natural gas (Standard cubic feet)	N/A	N/A	0.00
LPG (Kilograms)	N/A	N/A	0.00
Steam (Metric tonnes)	N/A	N/A	0.00

Coal (Metric tonnes)	N/A	N/A	0.00
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• **Electricity consumption**

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	2,005,649.72

**Water management**

• **Water consumption**

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	0.00	309,131.15

**Waste management**

• **Waste from operations**

	2021	2022	2023
Non-hazardous waste (Kilograms)	N/A	N/A	72,131.36
Hazardous waste (Kilograms)	N/A	N/A	162,937.80
<b>Total waste generated (Kilograms)</b>	<b>0.00</b>	<b>0.00</b>	<b>235,069.16</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)	N/A	N/A	111.00
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	1,003.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	15,578.00

<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>0.00</b>	<b>0.00</b>	<b>16,692.00</b>
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• **Verification of greenhouse gas emissions over the past year**

Third-party verification : Yes

Name of verifying organization : Greenhouse Gas Management Certification Unit, Phayao University

## 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.autocorpgroup.com/storage/download/corporate-governance/code-of-conduct/Business.pdf>

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)	194	205	238
Number of female employees (Persons)	199	189	192
<b>Total number of employees (Persons)</b>	<b>393</b>	<b>394</b>	<b>430</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	0.00	0.00	110,791,480.99

##### • Employee development and training

	2021	2022	2023
Employee development and training expenses (baht)	1,669,042.00	1,922,753.00	1,560,427.00

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

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	N/A	4	5

• **Employee retention**

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	N/A	N/A	36.05

• **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.autocorpgroup.com/storage/content/sustainability/cgp/cg-p\\_new.pdf](https://www.autocorpgroup.com/storage/content/sustainability/cgp/cg-p_new.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	10	100.00
Number of male directors	6	60.00
Number of female directors	4	40.00
Number of executive directors	5	50.00
Number of non-executive directors	5	50.00
Number of independent directors	5	50.00

#### 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. PANICH PONGPIRODOM Gender: Male Age: 74 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	8 Nov 2017	Engineering

2.	Mr. PHANUMAST RUNGKAKULNUWAT Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	12 Mar 2015	Economics, Automotive
3.	Mrs. HATHAIRAT RANGKAGOONNUWAT Gender: Female Age: 43 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	12 Mar 2015	Automotive, Accounting
4.	Mr. WEERACHAI NGAMDEEVILAISAK 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	8 Nov 2017	Law, Accounting, Risk Management, Audit, Internal Control
5.	M.L. WINAI KASEMSRI Gender: Male Age: 72 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	8 Nov 2017	Law

6.	Mr. SARANYAPONG THIANGTAM Gender: Male Age: 54 years old Highest level of education: Doctoral degree Major: Technopreneurship and Innovation Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	8 Nov 2017	Economics, IT Management
7.	Mrs. SUKSAI PHOKSAP Gender: Female Age: 53 years old Highest level of education: Below a bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	8 Nov 2017	Accounting
8.	Ms. PHAKTHINUN SOPHONTHITVEJ Gender: Female Age: 33 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	8 Nov 2017	Accounting, Finance
9.	Ms. THANYA THIMACHAI Gender: Female Age: 33 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	8 Nov 2017	Accounting

10. Mr. PRACHAYA KULVANICHPISIT	Director	26 Apr 2023	Business Administration,
Gender: Male	(Non-executive,		Fund Management, Data
Age: 58 years old	Independent director)		Analysis, Insurance, Finance
Highest level of education:			& Securities
Master's degree	Director type: Additional		
Major: Business Administration	and newly-appointed		
Thai nationality: Yes	directors		
Residing in Thailand: Yes			

#### 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. WEERACHAI NGAMDEEVILAIKAK [1] Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Original director	8 Nov 2017	Law, Accounting, Risk Management, Audit, Internal Control
2. M.L. WINAI KASEMSRI Gender: Male Age: 72 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	8 Nov 2017	Law
3. Mr. SARANYAPONG THIANGTAM Gender: Male Age: 54 years old Highest level of education: Doctoral degree Major: Technopreneurship and Innovation Management Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Re-elected as director	8 Nov 2017	Economics, IT Management

[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.	<p>Mr. PHANUMAST RUNGKAKULNUWAT</p> <p>Gender: Male</p> <p>Age: 56 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Chairman of the executive committee	12 Mar 2015
2.	<p>Mrs. HATHAIRAT RANGKAGOONNUWAT</p> <p>Gender: Female</p> <p>Age: 43 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>	Vice-chairman of the executive committee	12 Mar 2015
3.	<p>Mrs. SUKSAI PHOKSAP</p> <p>Gender: Female</p> <p>Age: 53 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Member of the executive committee	8 Nov 2017
4.	<p>Ms. PHAKTHINUN SOPHONTHITVEJ</p> <p>Gender: Female</p> <p>Age: 33 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Member of the executive committee	8 Nov 2017

5.	Ms. THANYA THIMACHAI	Member of the	8 Nov 2017
	Gender: Female	executive committee	
	Age: 33 years old		
	Highest level of education: Bachelor's degree		
	Major: Accounting		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
The Nomination and Remuneration Committee	M.L. WINAI KASEMSRI	Chairman
	Mr. SARANYAPONG THIANGTAM	Member
	Mr. PHANUMAST RUNGKAKULNUWAT	Member
The Risk Management Committee	Mr. SARANYAPONG THIANGTAM	Chairman
	Ms. PHAKTHINUN SOPHONTHITIVEJ	Member
	Mrs. HATHAIRAT RANGKAGOONNUWAT	Member
The Corporate Governance Committee	Mr. WEERACHAI NGAMDEEVILAIK	Chairman
	M.L. WINAI KASEMSRI	Member
	Mr. PHANUMAST RUNGKAKULNUWAT	Member

### Roles of Sub-committees

Sub-committees responsible for risk management	: The Risk Management Committee
Sub-committees responsible for nomination	: The Nomination and Remuneration Committee
Sub-committees responsible for remuneration	: The Nomination and Remuneration Committee
Sub-committees responsible for corporate governance	: The Corporate Governance Committee
Sub-committees responsible for corporate sustainability development	: The 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. PHANUMAST RUNGKAKULNUWAT Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Economics	CHAIRMAN OF EXECUTIVE COMMITTEE	12 Mar 2015	Economics, Automotive

[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)	9,060,600.00	9,109,200.00	9,539,400.00

#### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : Yes

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 238

Number of female employees (persons) : 192

**Total number of employees (persons) : 430**

#### Employee Remuneration

Total employee remuneration : 110,791,480.99

#### Provident fund

Total number of employees (persons) : 430

Number of employees contributing to the PVD (persons) : 330

Percentage of employees who are members (%) : 76.74

# 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. PHANUMAST RUNGKAKULNUWAT Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 12 Mar 2015	Economics, Automotive
2. Mr. SARANYAPONG THIANGTAM Gender: Male Age: 54 years old Highest level of education: Doctoral degree Major: Technopreneurship and Innovation Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 8 Nov 2017	Economics, IT Management
3. Ms. THANYA THIMACHAI Gender: Female Age: 33 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 8 Nov 2017	Accounting

• List of newly appointed director (not being replaced the ex-director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PRACHAYA KULVANICHPISIT Gender: Male Age: 58 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: Additional and newly-appointed directors	Date position was assumed: 26 Apr 2023	Business Administration, Fund Management, Data Analysis, Insurance, Finance & Securities

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PANICH PONGPIRODOM	Chairman of the board	Non-participating
Mr. PHANUMAST RUNGKAKULNUWAT	Director	Non-participating
Mrs. HATHAIRAT RANGKAGOONNUWAT	Director	Non-participating
Mr. WEERACHAI NGAMDEEVILAIKAK	Director	Participating
M.L. WINAI KASEMSRI	Director	Participating
Mr. SARANYAPONG THIANGTAM	Director	Participating
Mrs. SUKSAI PHOKSAP	Director	Non-participating
Ms. PHAKTHINUN SOPHONTHITVEJ	Director	Participating
Ms. THANYA THIMACHAI	Director	Participating
Mr. PRACHAYA KULVANICHPISIT	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) : 6

Date of AGM meeting : 26 Apr 2023

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. PANICH PONGPIRODOM (Chairman of the board)	-	6/6	Participating	Did not hold the meeting
2.	Mr. PHANUMAST RUNGKAKULNUWAT (Director)	-	6/6	Participating	Did not hold the meeting
3.	Mrs. HATHAIRAT RANGKAGOONNUWAT (Director)	-	6/6	Participating	Did not hold the meeting
4.	Mr. WEERACHAI NGAMDEEVILAIKAK (Director)	-	6/6	Participating	Did not hold the meeting
5.	M.L. WINAI KASEMSRI (Director)	-	6/6	Participating	Did not hold the meeting
6.	Mr. SARANYAPONG THIANGTAM (Director)	-	6/6	Participating	Did not hold the meeting
7.	Mrs. SUKSAI PHOKSAP (Director)	-	6/6	Participating	Did not hold the meeting
8.	Ms. PHAKTHINUN SOPHONTHITVEJ (Director)	-	6/6	Participating	Did not hold the meeting
9.	Ms. THANYA THIMACHAI (Director)	-	6/6	Participating	Did not hold the meeting
10.	Mr. PRACHAYA KULVANICHPISIT (Director)	-	5/5	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. PANICH PONGPIRODOM (Chairman of the board)	-	150,000.00	360,000.00	Yes
2.	Mr. PHANUMAST RUNGKAKULNUWAT (Director)	-	0.00	0.00	No
3.	Mrs. HATHAIRAT RANGKAGOONNUWAT (Director)	-	0.00	0.00	No
4.	Mr. WEERACHAI NGAMDEEVILAI SAK (Director)	-	370,000.00	360,000.00	Yes
5.	M.L. WINAI KASEMSRI (Director)	-	370,000.00	120,000.00	Yes
6.	Mr. SARANYAPONG THIANGTAM (Director)	-	380,000.00	120,000.00	Yes
7.	Mrs. SUKSAI PHOKSAP (Director)	-	0.00	0.00	Yes
8.	Ms. PHAKTHINUN SOPHONTHITVEJ (Director)	-	0.00	0.00	Yes
9.	Ms. THANYA THIMACHAI (Director)	-	0.00	0.00	Yes
10.	Mr. PRACHAYA KULVANICH PISIT (Director)	-	100,000.00	80,000.00	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) : 6

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. WEERACHAI NGAMDEEVILAI SAK (Chairman of the audit committee)	-	6/6
2.	M.L. WINAI KASEMSRI (Audit committee)	-	6/6
3.	Mr. SARANYAPONG THIANGTAM (Audit committee)	-	6/6