



# **Annual Registration Statement / Annual Report**

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

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

**THAI GROUP HOLDINGS 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	7
<b>Corporate Governance</b>	
Corporate Governance Policy	12
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	13
Performance Report on Corporate Governance	24

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED

Symbol : TGH

Address : 315 Thai Group Building, 12th Floor, Silom Road, Silom, Bang Rak District

Province : Bangkok

Postcode : 10500

Business : TGH is a holding company that operated in the Life insurance business, Non-life insurance business, and Financing business (Leasing & Corporate Lending). Southeast Life Insurance Public Company Limited (SELIC) which operated in the Life insurance business is the subsidiary that contributes the main profit.

Registration Number : 0107561000285

Telephone : 026321224

Website : <https://www.tgh.co.th>

Email : [comsec@tgh.co.th](mailto:comsec@tgh.co.th)

#### Total Shares Sold (shares)

Common Stock : 752,097,832

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)	33,639.41	19,848.00	17,857.34
Income from Life Insurance Business (Thousand baht)	12,437.57	10,950.17	10,826.44
Income from Non-Life Insurance Business (Thousand baht)	16,881.12	3,561.91	2,408.89
Income from Financial Service Business (Thousand baht)	4,760.65	5,253.41	4,525.08
Income from Other Business (Thousand baht)	-439.93	82.51	96.93

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Income from Life Insurance Business (%)	36.97	55.17	60.63
Income from Non-Life Insurance Business (%)	50.18	17.95	13.49
Income from Financial Service Business (%)	14.15	26.47	25.34
Income from Other Business (%)	-1.31	0.42	0.54

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	33,639.41	19,848.00	17,857.34
Domestic (Thousand baht)	33,639.41	19,848.00	17,857.34
International (Thousand baht)	0.00	0.00	0.00

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

Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

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

	2021	2022	2023
Total other income (Thousand baht)	0.00	0.00	0.00
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	0.00	0.00	0.00

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

	2021	2022	2023
Share of profit (Thousand baht)	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)	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)**

### ESG Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Government policy
- Changes in technologies
- Damage to company image and reputation

Operational Risk

- Climate change and disasters
- Impact on the environment

Compliance Risk

- Change in laws and regulations

### Strategic and Capital risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates

Financial Risk

- Insufficient sources of funding
- Fluctuation in exchange rates, interest rates, or the inflation rate



## **Business Risk – insurance underwriting and sales channel**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Reliance on large customers or few customers
- Reliance on large partners / distributors or few partners / distributors

#### Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Human error in business operations

## **Financial risk: investment risk and credit risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations
- Default on payment or exchange of goods
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment

## **Operational Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Operational Risk

- Systems or internal control system
- Human error in business operations

- Information security and cyber-attack
- Corruption

## **IT and Cyber Security Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Damage to company image and reputation

#### Operational Risk

- Reliance on employees in key positions
- Information security and cyber-attack

#### Compliance Risk

- Change in laws and regulations

# 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.tgh.co.th/uploads/file/files/%E0%B8%81%E0%B8%A3%E0%B8%AD%E0%B8%9A%E0%B9%81%E0%B8%A5%E0%B8%B0%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%94%E0%B8%B3%E0%B9%80%E0%B8%99%E0%B8%B4%E0%B8%99%E0%B8%87%E0%B8%B2%E0%B8%99%E0%B8%94%E0%B9%89%E0%B8%B2%E0%B8%99%E0%B8%9E%E0%B8%B1%E0%B8%92%E0%B8%99%E0%B8%B2%E0%B8%AD%E0%B8%A2%E0%B9%88%E0%B8%B2%E0%B8%87%E0%B8%A2%E0%B8%B1%E0%B9%88%E0%B8%87%E0%B8%A2%E0%B8%B7%E0%B8%99.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://portal.segroup.co.th/sites/HR/HRPortal/SiteAssets/Lists/AnnouncementDocument/AllItems/%E0%B8%9B%E0%B8%A3%E0%B8%B0%E0%B8%81%E0%B8%B2%E0%B8%A8%E0%B8%97%E0%B8%B5%E0%B9%88%20%E0%B8%9A%E0%B8%84.003%2016%202566%20%E0%B9%80%E0%B8%A3%E0%B8%B7%E0%B9%88%E0%B8%AD%E0%B8%87%20%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%AD%E0%B8%99%E0%B8%B8%E0%B8%A3%E0%B8%B1%E0%B8%81%E0%B8%A9%E0%B9%8C%E0%B8%9E%E0%B8%A5%E0%B8%B1%E0%B8%87%E0%B8%87%E0%B8%B2%E0%B8%99.pdf>

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	0.00	N/A
Diesel (Litres)	N/A	4,285.72	17,668.60
Gasoline (Litres)	N/A	14,071.86	364,791.52
Fuel oil (Litres)	N/A	0.00	N/A
Crude oil (Barrels)	N/A	0.00	N/A
Natural gas (Standard cubic feet)	N/A	0.00	N/A
LPG (Kilograms)	N/A	0.00	N/A
Steam (Metric tonnes)	N/A	0.00	N/A
Coal (Metric tonnes)	N/A	0.00	N/A

• **Electricity consumption**

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	2,434,000.00	2,462,000.00	2,529,000.00

**Water management**

• **Water consumption**

	2021	2022	2023
Total water withdrawal (Cubic meters)	17,717.00	21,273.00	22,286.00

**Waste management**

• **Waste from operations**

	2021	2022	2023
Non-hazardous waste (Kilograms)	16,202.00	30,079.00	42,949.80
Hazardous waste (Kilograms)	5.00	7.00	96.00

<b>Total waste generated (Kilograms)</b>	<b>16,207.00</b>	<b>30,086.00</b>	<b>43,045.80</b>
--	------------------	------------------	------------------

## Greenhouse gas management

### • Greenhouse gas emissions

	<b>2021</b>	<b>2022</b>	<b>2023</b>
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	0.00	0.00
Scope 1 (Tons of carbon dioxide equivalents)	N/A	42.25	1,471.06
Scope 2 (Tons of carbon dioxide equivalents)	N/A	1,196.80	1,472.13
Scope 3 (Tons of carbon dioxide equivalents)	N/A	19.90	258.87
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>0.00</b>	<b>1,258.95</b>	<b>3,202.06</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

URL of human rights policy : <https://www.tgh.co.th/assets/page/corporate-governance/doc/%E0%B8%9B%E0%B8%A3%E0%B8%B0%E0%B8%81%E0%B8%B2%E0%B8%A8%E0%B8%97%E0%B8%B5%E0%B9%88%20%E0%B8%9A%E0%B8%84.005%2004%202565%20%E0%B9%80%E0%B8%A3%E0%B8%B7%E0%B9%88%E0%B8%AD%E0%B8%87%20%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%94%E0%B9%89%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.pdf>

Company human right guideline : Employee Rights, Child Labor, 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)	799	598	579
Number of female employees (Persons)	1,715	1,204	1,229
<b>Total number of employees (Persons)</b>	<b>2,514</b>	<b>1,802</b>	<b>1,808</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	486,195,785.43	733,778,635.62	1,044,938,030.00

##### • Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	14.60	13.00	13.79

Employee development and training expenses (baht)	5,000,000.00	7,000,000.00	6,000,000.00
---	--------------	--------------	--------------

• Health, safety and work environment

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

• Employee retention

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	15.12	33.46	23.40

• 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.tgh.co.th/corporate-governance/policy>

#### 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	14	100.00
Number of male directors	11	78.57
Number of female directors	3	21.43
Number of executive directors	4	28.57
Number of non-executive directors	10	71.43
Number of independent directors	6	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. CHAROEN SIRIVADHANABHAKDI Gender: Male Age: 79 years old Highest level of education: Honorary degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Original director	11 Jul 2018	Business Administration, Insurance, Leadership, Food & Beverage, Economics, Agribusiness, Property Development, Commerce, Corporate Management, Strategic Management, Governance/ Compliance, Finance, Risk Management, Human Resource Management, Brand Management, Marketing, Sustainability, Corporate Social Responsibility

2.	Mr. AREEPONG BHOOGCHA-OOM Gender: Male Age: 66 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Original director	11 Jul 2018	Finance, Accounting, Audit, Risk Management, Corporate Management, Business Administration, Human Resource Management, Sustainability, Corporate Social Responsibility
3.	Mr. THAPANA SIRIVADHANABHAKDI Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Original director	22 Jul 2022	Accounting, Finance, Risk Management, Corporate Management, Business Administration, Marketing, Brand Management, Human Resource Management, Sustainability, Corporate Social Responsibility, IT Management
4.	Mrs. KULPATRA SIRODOM Gender: Female Age: 67 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	11 Jul 2018	Finance, Banking, Accounting, Audit, Risk Management, Corporate Management
5.	POL. GEN. JATE MONGKOLHUTTHI Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	11 Jul 2018	Insurance, Finance, Audit, Corporate Management, Law, Sustainability, Corporate Social Responsibility

6.	<p>Mr. YOTHIN PIBULKASETKIJ</p> <p>Gender: Male</p> <p>Age: 77 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>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	11 Jul 2018	<p>Insurance, Finance, Accounting, Audit, Risk Management, Corporate Management, Human Resource Management, Sustainability, Corporate Social Responsibility, IT Management</p>
7.	<p>Mrs. ATINANT BIJANANDA</p> <p>Gender: Female</p> <p>Age: 51 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</p> <p>(Executive)</p> <p>Director type: Original director</p>	11 Jul 2018	<p>Insurance, Finance, Accounting, Risk Management, Marketing, Brand Management, Human Resource Management, Sustainability, Corporate Social Responsibility</p>
8.	<p>Mr. APICHA BOONTHERAWARA</p> <p>Gender: Male</p> <p>Age: 69 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Executive)</p> <p>Director type: Original director</p>	11 Jul 2018	<p>Insurance, Finance, Accounting, Audit, Risk Management, Corporate Management, Human Resource Management, Sustainability, Corporate Social Responsibility, IT Management</p>
9.	<p>Mr. CHOTIPHAT BIJANANDA</p> <p>Gender: Male</p> <p>Age: 60 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</p> <p>(Executive)</p> <p>Director type: Original director</p>	11 Jul 2018	<p>Insurance, Accounting, Finance, Business Administration, Corporate Management, Law</p>

10.	Mr. VACHARA TUNTARIYANOND Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	29 Apr 2021	Insurance, Finance, Accounting, Risk Management
11.	Mr. BURANAWONG SOWAPRUX Gender: Male Age: 65 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	29 Apr 2021	Accounting, Finance, Audit, Risk Management, Corporate Management, Human Resource Management, IT Management
12.	Mr. SITHICHAJ CHAIKRIANGKRAI Gender: Male Age: 69 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	24 Mar 2022	Finance, Accounting, Audit, Risk Management, Corporate Management, Sustainability, Corporate Social Responsibility
13.	Mrs. KITTIYA TODHANAKASEM Gender: Female Age: 65 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	4 Apr 2022	Insurance, Accounting, Finance, Audit, Risk Management, Corporate Management, Marketing, Brand Management, Human Resource Management, Sustainability, Corporate Social Responsibility, IT Management

14. Mr. ANUWAT JONGYINDEE	Director	10 Nov 2022	Finance, Accounting, Audit,
Gender: Male	(Non-executive,		Risk Management, Corporate
Age: 66 years old	Independent director)		Management, Human Resource
Highest level of education:			Management, Sustainability,
Doctoral degree	Director type: Original		Corporate Social
Major: Accounting	director		Responsibility
Thai nationality: Yes			
Residing in Thailand: Yes			

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

General information	Position	Tenure	Replacement Director
1. Mr. SOMCHAI SUJJAPONGSE Gender: Male Age: 62 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 11 Jul 2018 Date directorship ended: 1 Jan 2023	No replacement director
2. Khunying Wanna Sirivadhanabhakdi Gender: Female Age: 80 years old Highest level of education: Honorary degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)	Date position was assumed: 29 Jun 2018 Date directorship ended: 17 Mar 2023	No replacement director

#### 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. Mrs. KULPATRA SIRODOM [1] Gender: Female Age: 67 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Re-elected as director	28 Feb 2019	Finance, Banking, Accounting, Audit, Risk Management, Corporate Management
2. Mr. YOTHIN PIBULKASETKIJ [1] Gender: Male Age: 77 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	11 Jul 2018	Insurance, Finance, Accounting, Audit, Risk Management, Corporate Management, Human Resource Management, Sustainability, Corporate Social Responsibility, IT Management
3. Mr. ANUWAT JONGYINDEE [1] Gender: Male Age: 66 years old Highest level of education: Doctoral degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	10 Nov 2022	Finance, Accounting, Audit, Risk Management, Corporate Management, Human Resource Management, Sustainability, Corporate Social Responsibility

[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. CHOTIPHAT BIJANANDA Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	11 Jul 2018
2. Mrs. ATINANT BIJANANDA Gender: Female Age: 51 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	11 Jul 2018
3. Mr. SITHICHAI CHAIKRIANGKRAI Gender: Male Age: 69 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	24 Mar 2022
4. Mr. APICHAJ BOONTHERAWARA Gender: Male Age: 69 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	11 Jul 2018

### Other sub-committees

## Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. BURANAWONG SOWAPRUX	Chairman
	Mr. SITHICHAJ CHAIKRIANGKRAI	Member
	Mrs. KITTIYA TODHANAKASEM	Member
	Mr. CHOTIPHAT BIJANANDA	Member
Corporate Governance and Sustainability Committee	Mr. AREEPONG BHOOCHA-OOM	Chairman
	Mr. THAPANA SIRIVADHANABHAKDI	Member
	Mrs. KULPATRA SIRODOM	Member
	Mr. ANUWAT JONGYINDEE	Member
Risk Oversight Committee	Mrs. KITTIYA TODHANAKASEM	Chairman
	Mr. BURANAWONG SOWAPRUX	Member
	Mr. SITHICHAJ CHAIKRIANGKRAI	Member
	Mr. APICHAJ BOONTHERAWARA	Member
	Mr. CHOTIPHAT BIJANANDA	Member
Transformation Committee	Mr. BURANAWONG SOWAPRUX	Chairman
	Mr. SITHICHAJ CHAIKRIANGKRAI	Member
	Mrs. KITTIYA TODHANAKASEM	Member
	Mr. CHOTIPHAT BIJANANDA	Member
Transformation Committee	POL. GEN. JATE MONGKOLHUTTHI	Chairman
	Mr. ANUWAT JONGYINDEE	Member
	Mr. YOTHIN PIBULKASETKIJ	Member

## Roles of Sub-committees

Sub-committees responsible for risk management	: Risk Oversight 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. CHOTIPHAT BIJANANDA Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration	Chief Executive Officer and President	1 Dec 2021	Insurance, Accounting, Finance, Business Administration, Corporate Management, Law
2. Ms. Fah Mahanavanont [1][2] Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Computer Science	Chief Financial Officer	11 Jul 2018	Insurance, Accounting, Finance, Human Resource Management, Procurement, IT Management, Negotiation, Corporate Management, Leadership, Budgeting
3. Ms. Lisa Patvivatsiri Gender: Female Age: 45 years old Highest level of education: Doctoral degree Major: Industrial Engineering	Chief Operating Officer	24 Dec 2021	IT Management, Information & Communication Technology, Human Resource Management, Data Management, Digital Marketing, Project Management, Corporate Management, Change Management
4. Ms. Paranee Cherdvisavaphan Gender: Female Age: 56 years old Highest level of education: Master's degree Major: International Business	Chief Customer Value Proposition Officer	1 Aug 2022	Marketing, Digital Marketing, Brand Management, Corporate Management
5. Mr. Johannes Duivenvoorden Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Accounting	Chief Risk and Governance Officer	1 Aug 2022	Risk Management, Audit, IT Management, Data Management

6.	Mr. Weerapat Sapakarn	Chief People Officer	1 Dec 2022	Human Resource Management
	Gender: Male			
	Age: 56 years old			
	Highest level of education: Doctoral degree			
	Major: Ph.D. in Public Administration			

[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)	12,000,000.00	12,000,000.00	12,000,000.00

### 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) : 579

Number of female employees (persons) : 1,229

**Total number of employees (persons) : 1,808**

## Employee Remuneration

Total employee remuneration	: 1,044,938,030.00
-----------------------------	--------------------

## Provident fund

Total number of employees (persons)	: 1,808
-------------------------------------	---------

Number of employees contributing to the PVD (persons)	: 1,462
---	---------

Percentage of employees who are members (%)	: 80.86
---	---------

# 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. KULPATRA SIRODOM Gender: Female Age: 67 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 11 Jul 2018	Finance, Banking, Accounting, Audit, Risk Management, Corporate Management
2. POL. GEN. JATE MONGKOLHUTTHI Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 11 Jul 2018	Insurance, Finance, Audit, Corporate Management, Law, Sustainability, Corporate Social Responsibility
3. Mr. VACHARA TUNTARIYANOND Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 29 Apr 2021	Insurance, Finance, Accounting, Risk Management



4.	Mr. BURANAWONG SOWAPRUX Gender: Male Age: 65 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: 29 Apr 2021	Accounting, Finance, Audit, Risk Management, Corporate Management, Human Resource Management, IT Management
5.	Mrs. KITTIYA TODHANAKASEM Gender: Female Age: 65 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: 4 Apr 2022	Insurance, Accounting, Finance, Audit, Risk Management, Corporate Management, Marketing, Brand Management, Human Resource Management, Sustainability, Corporate Social Responsibility, IT Management

#### Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. CHAROEN SIRIVADHANABHAKDI	Chairman of the board	Non-participating
Mr. AREEPONG BHOocha-OOM	Vice Chairman	Participating
Mr. THAPANA SIRIVADHANABHAKDI	Vice Chairman	N/A
Mrs. KULPATRA SIRODOM	Director	Participating
POL. GEN. JATE MONGKOLHUTTHI	Director	Participating
Mr. YOTHIN PIBULKASETKIJ	Director	Participating
Mrs. ATINANT BIJANANDA	Director	Participating
Mr. APICHAJ BOONTHERAWARA	Director	Participating
Mr. CHOTIPHAT BIJANANDA	Director	Participating
Mr. VACHARA TUNTARIYANOND	Director	Participating
Mr. BURANAWONG SOWAPRUX	Director	Participating
Mr. SITHICHAJ CHAIKRIANGKRAI	Director	Non-participating

Mrs. KITTIYA TODHANAKASEM	Director	Non-participating
Mr. ANUWAT JONGYINDEE	Director	Participating
Mr. SOMCHAI SUJJAPONGSE	Director	Non-participating
Khunying Wanna Sirivadhanabhakdi	Vice Chairman	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) : 8

Date of AGM meeting : 27 Apr 2023

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. CHAROEN SIRIVADHANABHAKDI (Chairman of the board)	-	8/8	Participating	Did not hold the meeting
2. Mr. AREEPONG BHOOCHA-OOM (Vice Chairman)	-	8/8	Participating	Did not hold the meeting
3. Mr. THAPANA SIRIVADHANABHAKDI (Vice Chairman)	-	8/8	Participating	Did not hold the meeting
4. Mrs. KULPATRA SIRODOM (Director)	-	8/8	Participating	Did not hold the meeting
5. POL. GEN. JATE MONGKOLHUTTHI (Director)	-	7/8	Participating	Did not hold the meeting
6. Mr. YOTHIN PIBULKASETKIJ (Director)	-	8/8	Participating	Did not hold the meeting

7.	Mrs. ATINANT BIJANANDA (Director)	-	8/8	Participating	Did not hold the meeting
8.	Mr. APICHAIR BOONTHERAWARA (Director)	-	7/8	Participating	Did not hold the meeting
9.	Mr. CHOTIPHAT BIJANANDA (Director)	-	8/8	Participating	Did not hold the meeting
10.	Mr. VACHARA TUNTARIYANOND (Director)	-	8/8	Participating	Did not hold the meeting
11.	Mr. BURANAWONG SOWAPRUX (Director)	-	8/8	Participating	Did not hold the meeting
12.	Mr. SITHICHAIR CHAIKRIANGKRAI (Director)	-	8/8	Participating	Did not hold the meeting
13.	Mrs. KITTIYA TODHANAKASEM (Director)	-	8/8	Participating	Did not hold the meeting
14.	Mr. ANUWAT JONGYINDEE (Director)	-	8/8	Participating	Did not hold the meeting
15.	Mr. SOMCHAI SUJJAPONGSE (Director)	1 Jan 2023	0/0	Non-participating	Did not hold the meeting
16.	Khunying Wanna Sirivadhanabhakdi (Vice Chairman)	17 Mar 2023	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. CHAROEN SIRIVADHANABHAKDI (Chairman of the board)	-	0.00	0.00	Yes
2.	Mr. AREEPONG BHOOCHA-OOM (Vice Chairman)	-	930,000.00	0.00	Yes
3.	Mr. THAPANA SIRIVADHANABHAKDI (Vice Chairman)	-	130,000.00	0.00	Yes
4.	Mrs. KULPATRA SIRODOM (Director)	-	1,370,000.00	0.00	Yes
5.	POL. GEN. JATE MONGKOLHUTTHI (Director)	-	855,000.00	0.00	Yes
6.	Mr. YOTHIN PIBULKASETKIJ (Director)	-	1,210,000.00	0.00	Yes

7.	Mrs. ATINANT BIJANANDA (Director)	-	80,000.00	0.00	Yes
8.	Mr. APICHAJ BOONTHERAWARA (Director)	-	110,000.00	0.00	Yes
9.	Mr. CHOTIPHAT BIJANANDA (Director)	-	350,000.00	0.00	Yes
10.	Mr. VACHARA TUNTARIYANOND (Director)	-	420,000.00	0.00	Yes
11.	Mr. BURANAWONG SOWAPRUX (Director)	-	1,760,000.00	0.00	Yes
12.	Mr. SITHICHAJ CHAIKRIANGKRAI (Director)	-	1,500,000.00	0.00	Yes
13.	Mrs. KITTIYA TODHANAKASEM (Director)	-	1,540,000.00	0.00	Yes
14.	Mr. ANUWAT JONGYINDEE (Director)	-	1,540,000.00	0.00	Yes
15.	Mr. SOMCHAI SUJJAPONGSE (Director)	1 Jan 2023	0.00	0.00	No
16.	Khunying Wanna Sirivadhanabhakdi (Vice Chairman)	17 Mar 2023	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) : 10

	List of directors	Termination date	Number of the audit committee meeting
1.	Mrs. KULPATRA SIRODOM (Chairman of the audit committee)	-	10/10
2.	Mr. YOTHIN PIBULKASETKIJ (Audit committee)	-	10/10
3.	Mr. ANUWAT JONGYINDEE (Audit committee)	-	10/10