



# **Annual Registration Statement / Annual Report**

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

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

**THANULUX PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2022



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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 : THANULUX PUBLIC COMPANY LIMITED

Symbol : TNL

Address : 129/1 CHONGNONSI ROAD, CHONGNONSI, YAN NAWA,

Province : Bangkok

Postcode : 10120

Business : The Company operates in manufacturing and distributing ready-made clothes and leatherware.

Registration Number : 0107537001358

Telephone : 0-2295-0911-9, 0-2295-4171-80, 0-2681-3441-50

Fax (if applicable) : 0-2294-5101, 0-2294-5918

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

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

#### Total Shares Sold (shares)

Common Stock : 212,312,766

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping\*

	2020	2021	2022
Total (Thousand baht)	1,119.14	1,332.66	1,777.06
Garment (Thousand baht)	1,119.14	1,332.66	1,777.06

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Garment (%)	100.00	100.00	100.00

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	1,119.14	1,332.66	1,777.06
Domestic (Thousand baht)	708.83	768.09	1,013.08
International (Thousand baht)	410.31	564.57	763.98

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	63.34	57.64	57.01
International (%)	36.66	42.36	42.99

\*Excluding the profit margins in the associated companies

## 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)	2020	2021	2022
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)**

### Distribution channels

**Risk Management Measures:** Yes

### Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Policies or international agreements related to business operations
- Reliance on large customers or few customers

### Cyber Security

**Risk Management Measures:** Yes

### Related Risk Topics

Strategic Risk

- Changes in technologies

Operational Risk

- Information security and cyber-attack

### Exchange rate

**Risk Management Measures:** Yes

### Related Risk Topics

Financial Risk

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



## **Investment and liquidity management**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment

## **Receipt of debt payments**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Financial Risk

- Default on payment or exchange of goods

## **Human Resource Management**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Safety, occupational health, and working environment
- Impact from population structure
- Impact on human rights

## **Compliance with the rules, regulations, and relevant laws**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations
- Corporate Governance

## ESG Risk

**Risk Management Measures:** Yes

### Related Risk Topics

#### Strategic Risk

- Damage to company image and reputation

#### Operational Risk

- Climate change and disasters
- Impact on the environment
- Impact on human rights
- Corruption

#### Compliance Risk

- Corporate Governance

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

### 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.thanulux.com/data/corporate/63/policy\\_envi.pdf](https://www.thanulux.com/data/corporate/63/policy_envi.pdf)

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

###### • Fuel consumption

	2020	2021	2022
Fuel oil (liters)	80,840.00	74,710.00	70,010.00

###### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	2,371,000.00	2,049,000.00	2,351,000.00

##### Water management

###### • Water consumption

	2020	2021	2022
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Water consumption (cubic meters)	32,886.00	30,261.00	32,388.00
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## Waste management

### • Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	N/A	0.04	0.03
<b>Total (kg)</b>	N/A	0.04	0.03

## Greenhouse gas management

### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	590.00	534.00	429.00
Scope 2 (Tons of carbon dioxide equivalents)	1,273.00	1,086.00	1,369.00
Scope 3 (Tons of carbon dioxide equivalents)	409.00	407.00	26.00
<b>Total (Tons of carbon dioxide equivalents)</b>	2,272.00	2,027.00	1,824.00

### • 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 : Yes

URL of human rights policy : <https://www.thanulux.com/data/corporate/64/human-policy.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

	2020	2021	2022
Number of male employees (persons)	394	335	468
Number of female employees (persons)	1,416	1,483	1,787
<b>Total (persons)</b>	<b>1,810</b>	<b>1,818</b>	<b>2,255</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	415,459,722.00	410,016,517.00	506,301,204.00

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	4	3	8
Employee development and training expenses (baht)	375,045.00	287,251.00	784,627.00

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

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	1	0	0

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	38.40	22.33	31.84

• **Significant labor dispute**

	2020	2021	2022
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.thanulux.com/data/corporate/Corporate\\_Govpolicy\\_t.pdf](https://www.thanulux.com/data/corporate/Corporate_Govpolicy_t.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	9	100.00
Number of male directors	6	66.67
Number of female directors	3	33.33
Number of executive directors	4	44.44
Number of non-executive directors	5	55.56
Number of independent directors	3	33.33

#### 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. THAMARAT CHOKWATANA Gender: Male Age: 53 years old Highest level of education: Bachelor's degree Major: Fine and Applied Arts Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Original director	27 Apr 2021	Fashion, Human Resource Management, Corporate Management, Brand Management, Leadership, Strategic Management

2.	<p>Mr. MARIS SANGIAMPONGSA</p> <p>Gender: Male</p> <p>Age: 64 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</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	4 Aug 2020	Law, Commerce
3.	<p>Mr. SUCHATVEE SUWANSAWAT</p> <p>Gender: Male</p> <p>Age: 50 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</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	10 Aug 2022	Economics, Information & Communication Technology, Law, IT Management, Data Analysis, Engineering, Corporate Management, Project Management, Negotiation
4.	<p>Mr. SURAYUT THAVIKULWAT</p> <p>Gender: Male</p> <p>Age: 50 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: Newly appointed director to replace ex-director</p>	7 Dec 2022	Commerce, Finance, Human Resource Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance
5.	<p>Ms. CHAWADEE RUNGRUANG</p> <p>Gender: Female</p> <p>Age: 45 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>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	7 Dec 2022	Accounting, Finance, Risk Management, Budgeting

6.	<p>Mrs. LAPIKA SASANAVIN</p> <p>Gender: Female</p> <p>Age: 44 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: Newly appointed director to replace ex-director</p>	7 Dec 2022	Property Development, Strategic Management, Architecture, Change Management
7.	<p>Ms. SUTHIDA JONGJENKIT</p> <p>Gender: Female</p> <p>Age: 37 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 (Executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	8 Dec 2022	Accounting, Finance, Audit, Budgeting, Governance/ Compliance, Negotiation, Project Management, Corporate Management
8.	<p>Mr. KITTICHAJ TREERACHATAPHONG</p> <p>Gender: Male</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>	<p>Director (Executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	8 Dec 2022	Banking, Finance & Securities, Negotiation, Corporate Management, Leadership, Strategic Management, Risk Management
9.	<p>Mr. VITTAWAT PANPANICH</p> <p>Gender: Male</p> <p>Age: 40 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 (Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	8 Dec 2022	Finance & Securities, Marketing, Finance, Change Management, Strategic Management

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

General information	Position	Tenure	Replacement Director
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1.	Mr. MANU LEELANUWATANA Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)	Date position was assumed: 17 Dec 2019 Date directorship ended: 7 Dec 2022	Mr. SURAYUT THAVIKULWAT Date position was assumed: 7 Dec 2022
2.	Ms. DUSADEE SOONTRONTUMRONG Gender: Female Age: 74 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 1 Jan 1993 Date directorship ended: 8 Dec 2022	Ms. SUTHIDA JONGJENKIT Date position was assumed: 8 Dec 2022
3.	Ms. MARIN LEELANUWATANA Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 23 Apr 2013 Date directorship ended: 7 Dec 2022	Ms. CHAWADEE RUNGRUANG Date position was assumed: 7 Dec 2022
4.	Mr. NIPON POAPONGSAKORN Gender: Male Age: 74 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 26 Apr 2016 Date directorship ended: 9 Jun 2022	Mr. SUCHATVEE SUWANSAWAT Date position was assumed: 10 Aug 2022
5.	Ms. YUPAPORN JEARRAKUL Gender: Female Age: 63 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 4 Aug 2020 Date directorship ended: 8 Dec 2022	Mr. KITTICHA TREERACHATAPHONG Date position was assumed: 8 Dec 2022

6.	Mr. SUCHART LAYLUXSIRI Gender: Male Age: 57 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 23 Feb 2021 Date directorship ended: 7 Dec 2022	Mrs. LAPIKA SASANAVIN Date position was assumed: 7 Dec 2022
7.	Mr. WASIN TEYATEETI Gender: Male Age: 74 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 11 May 2021 Date directorship ended: 7 Dec 2022	Mr. VITTAWAT PANPANICH Date position was assumed: 8 Dec 2022

#### 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 : 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. SUCHATVEE SUWANSAWAT Gender: Male Age: 50 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	8 Dec 2022	Economics, Information & Communication Technology, Law, IT Management, Data Analysis, Engineering, Corporate Management, Project Management, Negotiation
2. Mr. MARIS SANGIAMPONGSA Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	11 May 2021	Law, Commerce
3. Mr. VITTAWAT PANPANICH [1] Gender: Male Age: 40 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: Newly appointed director to replace ex-director	8 Dec 2022	Finance & Securities, Marketing, Finance, Change Management, Strategic Management

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



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

General information	Position	Tenure	Replacement Director
1. Mr. WASIN TEYATEETI [1] Gender: Male Age: 74 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)	Date position was assumed: 11 May 2021 Date directorship ended: 7 Dec 2022	Mr. VITTAWAT PANPANICH Date position was assumed: 8 Dec 2022
2. Mr. NIPON POAPONGSAKORN Gender: Male Age: 74 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 11 May 2017 Date directorship ended: 9 Jun 2022	Mr. SUCHATVEE SUWANSAWAT Date position was assumed: 10 Aug 2022

[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. KAVIN KANJANAPAS Gender: Male Age: 47 years old Highest level of education: Honorary degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	8 Dec 2022

2.	<p>Mr. KITTICHAJ TREERACHATAPHONG</p> <p>Gender: Male</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>	<p>Member of the executive committee</p>	8 Dec 2022
3.	<p>Mrs. LAPIKA SASANAVIN</p> <p>Gender: Female</p> <p>Age: 44 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>Member of the executive committee</p>	8 Dec 2022
4.	<p>Ms. SUTHIDA JONGJENKIT</p> <p>Gender: Female</p> <p>Age: 37 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>Member of the executive committee</p>	8 Dec 2022
5.	<p>Mr. SURAYUT THAVIKULWAT</p> <p>Gender: Male</p> <p>Age: 50 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>Member of the executive committee</p>	8 Dec 2022
6.	<p>Mr. Vichai Kulsomphob</p> <p>Gender: Male</p> <p>Age: 45 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Master of Advanced Business Practice</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice-chairman of the executive committee</p>	8 Dec 2022

**List of executive committee members who resigned/vacated their position during the year**

General information		Position	Tenure	Replacement Director
1.	<p>Ms. DUSADEE SOONTRONTUMRONG</p> <p>Gender: Female</p> <p>Age: 74 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Chairman of the executive committee	<p>Date position was assumed: 1 Jan 1993</p> <p>Date directorship ended: 8 Dec 2022</p>	<p>Mr. KAVIN KANJANAPAS</p> <p>Date position was assumed: 8 Dec 2022</p>
2.	<p>Ms. MARIN LEELANUWATANA</p> <p>Gender: Female</p> <p>Age: 49 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	<p>Date position was assumed: 23 Apr 2013</p> <p>Date directorship ended: 7 Dec 2022</p>	<p>Mr. Vichai Kulsomphob</p> <p>Date position was assumed: 8 Dec 2022</p>
3.	<p>Ms. YUPAPORN JEARRAKUL</p> <p>Gender: Female</p> <p>Age: 63 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>	Member of the executive committee	<p>Date position was assumed: 4 Aug 2020</p> <p>Date directorship ended: 8 Dec 2022</p>	<p>Mr. KITTICHAJ TREERACHATAPHONG</p> <p>Date position was assumed: 8 Dec 2022</p>
4.	<p>Mr. SUCHART LAYLUXSIRI</p> <p>Gender: Male</p> <p>Age: 57 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>	Member of the executive committee	<p>Date position was assumed: 11 May 2022</p> <p>Date directorship ended: 8 Dec 2022</p>	<p>Mrs. LAPIKA SASANAVIN</p> <p>Date position was assumed: 8 Dec 2022</p>

5.	Ms. Kochakorn Puengsiricharoen Gender: Female Age: 70 years old Highest level of education: Bachelor's degree Major: Faculty of Education Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 11 May 2022 Date directorship ended: 8 Dec 2022	Mr. SURAYUT THAVIKULWAT Date position was assumed: 8 Dec 2022
6.	Dr. M.L. Sirapirom Teeraprasert Gender: Female Age: 59 years old Highest level of education: Doctoral degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 11 May 2022 Date directorship ended: 8 Dec 2022	Ms. SUTHIDA JONGJENKIT Date position was assumed: 8 Dec 2022

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. KAVIN KANJANAPAS	Member
	Mr. SURAYUT THAVIKULWAT	Member
	Ms. SUTHIDA JONGJENKIT	Member
	Mr. Vichai Kulsomphob	Chairman
Corporate Governance and Risk Management Committee	Mr. SUCHATVEE SUWANSAWAT	Chairman
	Mr. KITTICHAJ TREERACHATAPHONG	Member
	Mrs. LAPIKA SASANAVIN	Member
	Ms. SUTHIDA JONGJENKIT	Member

### Roles of Sub-committees

Sub-committees responsible for risk management	: Corporate Governance and 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 Risk Management Committee

Sub-committees responsible for corporate sustainability development : Corporate Governance and Risk Management 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. Ms. SUTHIDA JONGJENKIT Gender: Female Age: 37 years old Highest level of education: Master's degree Major: Finance	MANAGING DIRECTOR	8 Dec 2022	Accounting, Finance, Audit, Budgeting, Governance/ Compliance, Negotiation, Project Management, Corporate Management
2. Ms. MARIN LEELANUWATANA Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration	Vice Chairman of the Executive Committee	8 Dec 2022	Marketing
3. Mr. SUCHART LAYLUXSIRI Gender: Male Age: 57 years old Highest level of education: Master's degree Major: Business Administration	Deputy of Managing Director	8 Dec 2022	Marketing
4. Dr. M.L. Sirapirom Teeraprasert Gender: Female Age: 59 years old Highest level of education: Doctoral degree Major: Management	Senior President of Organization Strategy and Information Technology D	12 May 2011	IT Management

5.	Ms. Kochakorn Puengsiricharoen Gender: Female Age: 70 years old Highest level of education: Bachelor's degree Major: Faculty of Education	Senior President of Leather's Good and Export Department	1 Jan 2020	Fashion, Marketing
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[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

## Remuneration policy for executives (7.4.2 – 7.4.3)

### Remuneration policy for executives

Remuneration policy for executives : No

### Remuneration

	2020	2021	2022
Total executive remuneration (baht)	28,294,352.00	23,666,986.00	21,008,160.00

### 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) : 468

Number of female employees (persons) : 1,787

Total (persons) : 2,255

#### Employee Remuneration

Total employee remuneration : 506,301,204.00

#### Provident fund

Total number of employees (persons) : 2,255

Number of employees contributing to the PVD (persons) : 1,091

Percentage of employees who are members (%) : 48.38

# 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 newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SUCHATVEE SUWANSAWAT Gender: Male Age: 50 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 10 Aug 2022	Economics, Information & Communication Technology, Law, IT Management, Data Analysis, Engineering, Corporate Management, Project Management, Negotiation
2. Mr. SURAYUT THAVIKULWAT Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 7 Dec 2022	Commerce, Finance, Human Resource Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance
3. Ms. CHAWADEE RUNGRUANG Gender: Female Age: 45 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 7 Dec 2022	Accounting, Finance, Risk Management, Budgeting

4.	Mrs. LAPIKA SASANAVIN Gender: Female Age: 44 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 7 Dec 2022	Property Development, Strategic Management, Architecture, Change Management
5.	Ms. SUTHIDA JONGJENKIT Gender: Female Age: 37 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 8 Dec 2022	Accounting, Finance, Audit, Budgeting, Governance/ Compliance, Negotiation, Project Management, Corporate Management
6.	Mr. KITTICHA TREERACHATAPHONG Gender: Male 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: Newly appointed director to replace ex-director	Date position was assumed: 8 Dec 2022	Banking, Finance & Securities, Negotiation, Corporate Management, Leadership, Strategic Management, Risk Management
7.	Mr. VITTAWAT PANPANICH Gender: Male Age: 40 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: Newly appointed director to replace ex-director	Date position was assumed: 8 Dec 2022	Finance & Securities, Marketing, Finance, Change Management, Strategic Management

#### Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. THAMARAT CHOKWATANA	Chairman of the board	Non-participating
Mr. MARIS SANGIAMPONGSA	Director	Non-participating

Mr. SUCHATVEE SUWANSAWAT	Director	Non-participating
Mr. SURAYUT THAVIKULWAT	Director	Non-participating
Ms. CHAWADEE RUNGRUANG	Director	Participating
Mrs. LAPIKA SASANAVIN	Director	Non-participating
Ms. SUTHIDA JONGJENKIT	Director	Participating
Mr. KITTICHA TREERACHATAPHONG	Director	Non-participating
Mr. VITTAWAT PANPANICH	Director	Non-participating
Mr. MANU LEELANUWATANA	Chairman of the board	Non-participating
Ms. DUSADEE SOONTRONTUMRONG	Director	Non-participating
Ms. MARIN LEELANUWATANA	Director	Non-participating
Mr. NIPON POAPONGSAKORN	Director	Non-participating
Ms. YUPAPORN JEARRAKUL	Director	Participating
Mr. SUCHART LAYLUXSIRI	Director	Non-participating
Mr. WASIN TEYATEETI	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) : 13

Date of AGM meeting : 26 Apr 2022

EGM meeting : Yes

List of directors		Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. THAMARAT CHOKWATANA (Chairman of the board)	-	12/12	Participating	Participating
2.	Mr. MARIS SANGIAMPONGSA (Director)	-	13/13	Participating	Participating
3.	Mr. SUCHATVEE SUWANSAWAT (Director)	-	5/6	Non-participating	Participating
4.	Mr. SURAYUT THAVIKULWAT (Director)	-	1/2	Non-participating	Non-participating
5.	Ms. CHAWADEE RUNGRUANG (Director)	-	2/2	Non-participating	Non-participating
6.	Mrs. LAPIKA SASANAVIN (Director)	-	1/2	Non-participating	Non-participating
7.	Ms. SUTHIDA JONGJENKIT (Director)	-	1/1	Non-participating	Non-participating
8.	Mr. KITTICHA TREERACHATAPHONG (Director)	-	1/1	Non-participating	Non-participating
9.	Mr. VITTAWAT PANPANICH (Director)	-	1/1	Non-participating	Non-participating
10.	Mr. MANU LEELANUWATANA (Chairman of the board)	7 Dec 2022	11/11	Participating	Participating
11.	Ms. DUSADEE SOONTRONTUMRONG (Director)	8 Dec 2022	11/11	Participating	Participating
12.	Ms. MARIN LEELANUWATANA (Director)	7 Dec 2022	13/13	Participating	Participating
13.	Mr. NIPON POAPONGSAKORN (Director)	9 Jun 2022	4/4	Participating	Non-participating
14.	Ms. YUPAPORN JEARRAKUL (Director)	8 Dec 2022	12/12	Participating	Participating
15.	Mr. SUCHART LAYLUXSIRI (Director)	7 Dec 2022	11/11	Participating	Participating
16.	Mr. WASIN TEYATEETI (Director)	7 Dec 2022	9/11	Participating	Participating

#### Remuneration for company directors

List of directors		Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. THAMARAT CHOKWATANA (Chairman of the board)	-	160,000.00	400,000.00	No
2.	Mr. MARIS SANGIAMPONGSA (Director)	-	288,000.00	200,000.00	No
3.	Mr. SUCHATVEE SUWANSAWAT (Director)	-	96,000.00	0.00	No
4.	Mr. SURAYUT THAVIKULWAT (Director)	-	8,000.00	0.00	No

5.	Ms. CHAWADEE RUNGRUANG (Director)	-	16,000.00	0.00	No
6.	Mrs. LAPIKA SASANAVIN (Director)	-	8,000.00	0.00	No
7.	Ms. SUTHIDA JONGJENKIT (Director)	-	8,000.00	0.00	No
8.	Mr. KITTICHAJ TREERACHATAPHONG (Director)	-	8,000.00	0.00	No
9.	Mr. VITTAWAT PANPANICH (Director)	-	16,000.00	0.00	No
10.	Mr. MANU LEELANUWATANA (Chairman of the board)	7 Dec 2022	150,000.00	0.00	No
11.	Ms. DUSADEE SOONTRONTUMRONG (Director)	8 Dec 2022	144,000.00	800,000.00	No
12.	Ms. MARIN LEELANUWATANA (Director)	7 Dec 2022	168,000.00	400,000.00	No
13.	Mr. NIPON POAPONGSAKORN (Director)	9 Jun 2022	156,000.00	250,000.00	No
14.	Ms. YUPAPORN JEARRAKUL (Director)	8 Dec 2022	160,000.00	300,000.00	No
15.	Mr. SUCHART LAYLUXSIRI (Director)	7 Dec 2022	88,000.00	200,000.00	No
16.	Mr. WASIN TEYATEETI (Director)	7 Dec 2022	374,000.00	300,000.00	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) : 12

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. SUCHATVEE SUWANSAWAT (Chairman of the audit committee)	-	11/11
2.	Mr. MARIS SANGIAMPONGSA (Audit committee)	-	5/5
3.	Mr. VITTAWAT PANPANICH (Audit committee)	-	12/12
4.	Mr. WASIN TEYATEETI (Chairman of the audit committee)	7 Dec 2022	1/4
5.	Mr. NIPON POAPONGSAKORN (Audit committee)	9 Jun 2022	1/1