



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

ALLIANZ AYUDHYA CAPITAL 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 : ALLIANZ AYUDHYA CAPITAL PUBLIC COMPANY LIMITED

Symbol : AYUD

Address : PLOENCHIT TOWER, FLOOR 7, 898 PLOENCHIT ROAD, LUMPINI, PATHUM

Province : Bangkok

Postcode : 10330

Business : Holding Company

Registration Number : 0107537001391

Telephone : 02-305-7461

Website : www.ayud.co.th

Email : cs@azay.co.th

Total Shares Sold (shares)

Common Stock : 389,266,931

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2020	2021	2022
Total (Thousand baht)	5,591,104.91	5,672,770.97	7,826,196.89
Underwriting Income (Thousand baht)	4,463,122.27	4,218,324.61	6,819,086.14
Investment Income (Thousand baht)	1,065,930.49	1,420,243.66	972,849.27
Other Income (Thousand baht)	62,052.15	34,202.70	34,261.48

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Underwriting Income (%)	79.83	74.36	87.13
Investment Income (%)	19.06	25.04	12.43
Other Income (%)	1.11	0.60	0.44

By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	5,591,104.91	5,672,770.97	7,826,196.89
Domestic (Thousand baht)	5,591,104.91	5,672,770.97	7,826,196.89
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	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)	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)

Underwriting Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates

Operation 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
- Climate change and disasters

Strategic Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Reputational Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Damage to company image and reputation

Market Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

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.azay.co.th/content/dam/onemarketing/azay/azay-co-th/about-us/csr/Allianz_Ayudhya_ESG_policy.pdf

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : https://www.azay.co.th/th_TH/about-allianz-ayudhya-index/csr-index/environment-index.html

Company environmental guideline : Electricity Management, Renewable/Clean Energy Management, Waste Management, Greenhouse Gas and Climate Change Management

Results with Respect to the Environmental Aspect (3.3.2)

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	7,749,781.34	7,150,552.17	7,318,319.86

Water management

• Water consumption

	2020	2021	2022
Water consumption (cubic meters)	287,535.79	214,948.00	205,567.46

Waste management

• Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	106,561.29	79,097.02	66,400.53
Total (kg)	106,561.29	79,097.02	66,400.53

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	1,090.50
Scope 1 (Tons of carbon dioxide equivalents)	1,965.71	703.39	894.46
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 (Tons of carbon dioxide equivalents)	1,965.71	703.39	894.46

• 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.azay.co.th/content/dam/onemarketing/azay/azay-co-th/about-us/csr/Allianz_Ayudhya_ESG_policy.pdf

Company human right guideline : Community and Environment Rights

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)	206	193	255
Number of female employees (persons)	297	293	563
Total (persons)	503	486	818

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	539,766,224.61	590,470,891.26	886,460,423.17

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	15	18	51
Employee development and training expenses (baht)	1,270,139.00	4,719,062.00	4,402,146.56

• Health, safety and work environment

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

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	8.75	12.76	16.99

• **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.ayud.co.th/th_TH/investor-relations/good-corporate-governance.html

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	15	100.00
Number of male directors	13	86.67
Number of female directors	2	13.33
Number of executive directors	2	13.33
Number of non-executive directors	13	86.67
Number of independent directors	5	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. JAMLONG ATIKUL Gender: Male Age: 74 years old Highest level of education: Doctoral degree Major: City and Regional Planning Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	13 Jun 2019	Banking, Economics

2.	Mr. BRYAN JAMES SMITH Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Management Thai nationality: No Residing in Thailand: Yes	Vice Chairman (Non-executive) Director type: Original director	4 Nov 2014	Accounting, Law
3.	Mr. SUWAT LAICHAROENSUP Gender: Male Age: 73 years old Highest level of education: Bachelor's degree Major: Statistics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	20 Apr 2018	Statistics, Audit
4.	Mr. VICHIT KORNVITYAKOON Gender: Male Age: 72 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	28 Jan 2013	Audit
5.	Mr. PASU LOHARJUN Gender: Male Age: 63 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	31 Jul 2020	Engineering

6.	Mr. NARONG CHULAJATA Gender: Male Age: 85 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	26 Apr 2019	Audit
7.	Ms. NOPPORN TIRAWATTANAGOOL Gender: Female Age: 68 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	22 Apr 2013	Governance/ Compliance, Accounting
8.	Mr. LAKSNA THONGTHAI Gender: Male Age: 68 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	22 Mar 1994	Engineering
9.	Mr. THOMAS CHARLES WILSON Gender: Male Age: 62 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Original director	25 Feb 2021	Economics

10.	Mr. AARON MITCHELL FRYER Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Newly appointed director to replace ex-director	21 Jan 2022	Data Analysis
11.	Mr. LARS HEIBUTZKI Gender: Male Age: 48 years old Highest level of education: Doctoral degree Major: Economics and Statistical Science Thai nationality: No Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	26 Apr 2019	Statistics
12.	Mr. KITTI PINTAVIROOJ Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	31 Dec 2021	Law
13.	Mr. POH HEON ENG Gender: Male Age: 47 years old Highest level of education: Bachelor's degree Major: Actuarial Mathematics & Statistic Thai nationality: No Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	30 Jun 2022	Insurance, Statistics, Data Analysis

14.	Mr. JAN-CHRISTIAN ROSEMEYER Gender: Male Age: 46 years old Highest level of education: Bachelor's degree Major: Mathematical Finance & Actuarial Science Thai nationality: No Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	13 Nov 2019	Statistics, Insurance
15.	Ms. JARUNEE CHAISUPAKITSIN Gender: Female Age: 60 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	1 Aug 2020	Insurance, Accounting

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

General information	Position	Tenure	Replacement Director
1. Mrs. CLAUDIA SALEM Gender: Female Age: 46 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive)	Date position was assumed: 26 Apr 2019 Date directorship ended: 1 Jan 2022	Mr. AARON MITCHELL FRYER Date position was assumed: 21 Jan 2022
2. Mr. JON-PAUL JONES Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Computer Science Thai nationality: No Residing in Thailand: No	Director (Non-executive)	Date position was assumed: 25 Feb 2021 Date directorship ended: 30 Jun 2022	Mr. POH HEON ENG Date position was assumed: 30 Jun 2022

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. SUWAT LAICHAROENSUP [1] Gender: Male Age: 73 years old Highest level of education: Bachelor's degree Major: Statistics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	14 Aug 2020	Statistics, Audit
2.	Mr. VICHIT KORNVITYAKOON [1] Gender: Male Age: 72 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	29 Jan 2013	Audit
3.	Mr. NARONG CHULAJATA [1] Gender: Male Age: 85 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	13 Jun 2019	Audit

[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
Nomination and Remuneration Committee	Mr. PASU LOHARJUN	Chairman
	Ms. NOPPORN TIRAWATTANAGOOL	Member
	Mr. LARS HEIBUTZKI	Member
Corporate Governance Committee	Mr. VICHIT KORNVITYAKOON	Chairman
	Ms. JARUNEE CHAISUPAKITSIN	Member
	Ms. NOPPORN TIRAWATTANAGOOL	Member
	Ms. Narissara Udomvongsa	Member
Investment Committee	Mr. THOMAS CHARLES WILSON	Chairman
	Mrs. Ritu Arora	Member
	Mr. Surajak Kotikula	Member
	Mr. POH HEON ENG	Member
	Ms. JARUNEE CHAISUPAKITSIN	Member

Roles of Sub-committees

Sub-committees responsible for risk management	: None
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 Committee
Sub-committees responsible for corporate sustainability development	: 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. THOMAS CHARLES WILSON Gender: Male Age: 62 years old Highest level of education: Doctoral degree Major: Economics	PRESIDENT AND CEO	25 Feb 2021	Economics
2. Ms. JARUNEE CHAISUPAKITSIN [1][2] Gender: Female Age: 60 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer	1 May 2020	Insurance, Accounting

[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)	13,013,059.00	10,066,834.00	10,815,400.00

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) : 255

Number of female employees (persons) : 563

Total (persons) : 818

Employee Remuneration

Total employee remuneration : 886,460,423.17

Provident fund

Total number of employees (persons) : 818

Number of employees contributing to the PVD (persons) : 695

Percentage of employees who are members (%) : 84.96

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Jarunee Chaisupakitsin	Jarunee.C@azay.co.th	

- Company secretary

General information	Email	Telephone
1. Ms. Narissara Udomvongsa	Narissara.U@azay.co.th	02-305-7461

- Head of internal audit

General information	Email	Telephone
1. Mrs. Wannaporn Ngamsukhonratana	Wannaporn.N@azay.co.th	

- Head of compliance unit

General information	Email	Telephone
1. Mrs. Saovaporn Sattabusya	Saovaporn.S@azay.co.th	

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. PRICEWATERHOUSECOOPERS ABAS COMPANY LIMITED	1. Ms. Sakuna Yamsakul Email: Sakuna.Yamsakul@pwc.com Telephone: 02-844-1000	14,635,300.00	-
2. EY OFFICE LIMITED	1. Ms. Narissara Chaisuwan Email: Narissara.chaisuwan@th.ey.com Telephone: 02 264 9090	3,427,439.00	-

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. AARON MITCHELL FRYER Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 21 Jan 2022	Data Analysis
2. Mr. POH HEON ENG Gender: Male Age: 47 years old Highest level of education: Bachelor's degree Major: Actuarial Mathematics & Statistic Thai nationality: No Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 30 Jun 2022	Insurance, Statistics, Data Analysis

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. JAMLONG ATIKUL	Chairman of the board	Participating
Mr. BRYAN JAMES SMITH	Vice Chairman	Participating
Mr. SUWAT LAICHAROENSUP	Director	Participating

Mr. VICHIT KORNVITYAKOON	Director	Participating
Mr. PASU LOHARJUN	Director	Participating
Mr. NARONG CHULAJATA	Director	Participating
Ms. NOPPORN TIRAWATTANAGOOL	Director	Participating
Mr. LAKSNA THONGTHAI	Director	Participating
Mr. THOMAS CHARLES WILSON	Director	Participating
Mr. AARON MITCHELL FRYER	Director	Non-participating
Mr. LARS HEIBUTZKI	Director	Non-participating
Mr. KITTI PINTAVIROOJ	Director	Non-participating
Mr. POH HEON ENG	Director	Non-participating
Mr. JAN-CHRISTIAN ROSEMEYER	Director	Participating
Ms. JARUNEE CHAISUPAKITSIN	Director	Participating
Mrs. CLAUDIA SALEM	Director	Non-participating
Mr. JON-PAUL JONES	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) : 8

Date of AGM meeting : 29 Apr 2022

EGM meeting : No

List of directors		Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. JAMLONG ATIKUL (Chairman of the board)	-	8/8	Participating	Did not hold the meeting
2.	Mr. BRYAN JAMES SMITH (Vice Chairman)	-	8/8	Participating	Did not hold the meeting
3.	Mr. SUWAT LAICHAROENSUP (Director)	-	8/8	Participating	Did not hold the meeting
4.	Mr. VICHIT KORNVITYAKOON (Director)	-	8/8	Participating	Did not hold the meeting
5.	Mr. PASU LOHARJUN (Director)	-	8/8	Participating	Did not hold the meeting
6.	Mr. NARONG CHULAJATA (Director)	-	8/8	Participating	Did not hold the meeting
7.	Ms. NOPPORN TIRAWATTANAGOOL (Director)	-	8/8	Participating	Did not hold the meeting
8.	Mr. LAKSNA THONGTHAI (Director)	-	8/8	Participating	Did not hold the meeting
9.	Mr. THOMAS CHARLES WILSON (Director)	-	8/8	Participating	Did not hold the meeting
10.	Mr. AARON MITCHELL FRYER (Director)	-	7/8	Non-participating	Did not hold the meeting
11.	Mr. LARS HEIBUTZKI (Director)	-	8/8	Participating	Did not hold the meeting
12.	Mr. KITTI PINTAVIROOJ (Director)	-	8/8	Participating	Did not hold the meeting
13.	Mr. POH HEON ENG (Director)	-	3/3	Non-participating	Did not hold the meeting
14.	Mr. JAN-CHRISTIAN ROSEMEYER (Director)	-	8/8	Participating	Did not hold the meeting
15.	Ms. JARUNEE CHAISUPAKITSIN (Director)	-	8/8	Participating	Did not hold the meeting

16.	Mrs. CLAUDIA SALEM (Director)	1 Jan 2022	0/0	Non-participating	Did not hold the meeting
17.	Mr. JON-PAUL JONES (Director)	30 Jun 2022	4/5	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. JAMLONG ATIKUL (Chairman of the board)	-	80,000.00	480,000.00	No
2.	Mr. BRYAN JAMES SMITH (Vice Chairman)	-	80,000.00	456,000.00	No
3.	Mr. SUWAT LAICHAROENSUP (Director)	-	80,000.00	690,000.00	No
4.	Mr. VICHIT KORNVITYAKOON (Director)	-	80,000.00	840,000.00	No
5.	Mr. PASU LOHARJUN (Director)	-	80,000.00	690,000.00	No
6.	Mr. NARONG CHULAJATA (Director)	-	80,000.00	570,000.00	No
7.	Ms. NOPPORN TIRAWATTANAGOOL (Director)	-	80,000.00	720,000.00	No
8.	Mr. LAKSNA THONGTHAI (Director)	-	80,000.00	420,000.00	No
9.	Mr. THOMAS CHARLES WILSON (Director)	-	0.00	0.00	No
10.	Mr. AARON MITCHELL FRYER (Director)	-	0.00	0.00	No
11.	Mr. LARS HEIBUTZKI (Director)	-	0.00	0.00	No
12.	Mr. KITTI PINTAVIROOJ (Director)	-	80,000.00	420,000.00	No
13.	Mr. POH HEON ENG (Director)	-	0.00	0.00	No
14.	Mr. JAN-CHRISTIAN ROSEMEYER (Director)	-	0.00	0.00	No
15.	Ms. JARUNEE CHAISUPAKITSIN (Director)	-	0.00	0.00	No
16.	Mrs. CLAUDIA SALEM (Director)	1 Jan 2022	0.00	0.00	No
17.	Mr. JON-PAUL JONES (Director)	30 Jun 2022	0.00	0.00	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. SUWAT LAICHAROENSUP (Chairman of the audit committee)	-	4/4
2.	Mr. VICHIT KORNVITYAKOON (Audit committee)	-	4/4
3.	Mr. NARONG CHULAJATA (Audit committee)	-	4/4