



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

ASIA PLUS GROUP HOLDINGS 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 : ASIA PLUS GROUP HOLDINGS PUBLIC COMPANY LIMITED

Symbol : ASP

Address : SATHORN CITY TOWER, FLOOR 3, 175 SOUTH SATHORN ROAD, SATHON

Province : Bangkok

Postcode : 10120

Business : ASP is a holding company which invests in high growth potential businesses. Our current core businesses are securities brokerage, investment, investment banking, asset management and private equity.

Registration Number : 0107537001722

Telephone : 0-2680-1111

Fax (if applicable) : 0-2285-1905

Website : www.asiaplusgroup.co.th

Email : public_relations@asiaplus.co.th

Total Shares Sold (shares)

Common Stock : 2,105,656,044

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	2,126,125.98	3,435,781.27	2,526,814.64
Brokerage fees (Thousand baht)	931,176.65	1,299,164.01	899,929.02
Fees and service income (Thousand baht)	735,991.26	1,436,629.79	1,217,550.12
Gain (Loss) and return on financial instruments (Thousand baht)	245,436.38	403,006.80	8,276.87
Interest income (Thousand baht)	194,877.19	250,725.77	378,773.95
Other income (Thousand baht)	18,644.50	46,254.90	22,284.68

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Brokerage fees (%)	43.80	37.81	35.62
Fees and service income (%)	34.62	41.81	48.19
Gain (Loss) and return on financial instruments (%)	11.54	11.73	0.33
Interest income (%)	9.17	7.30	14.99
Other income (%)	0.88	1.35	0.88

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	2,126,125.98	3,435,781.27	2,526,814.64
Domestic (Thousand baht)	2,126,125.98	3,427,992.87	2,514,337.92
International (Thousand baht)	0.00	7,788.40	12,476.72
Singapore (Thousand baht)	0.00	7,788.40	7,020.31

Other countries (Thousand baht)	0.00	0.00	5,456.41
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	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	99.77	99.51
International (%)	0.00	0.23	0.49
Singapore (%)	0.00	100.00	56.27
Other countries (%)	0.00	0.00	43.73

*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	0.00	0.00	0.00

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)

Strategic Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies
- Business operations of partners in the supply chain
- Reliance on large customers or few customers
- Reliance on large partners / distributors or few partners / distributors
- Damage to company image and reputation

Operational Risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

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

- Information security and cyber-attack
- Loss or damage from non-compliance of partners or counterparties

Compliance Risk

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Corporate Governance

Financial Risk

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding
- 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

Risk to Securities Holder (2.2.2)

Market Risk

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

Credit Risk

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

Exchange Rate Risk

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

Risk to Securities Holder from Investing in Foreign Securities (Applicable to only foreign companies) (2.2.3)

Market Risk

Risk Management Measures: Yes

Related Risk Topics

- Investment risk

Credit Risk

Risk Management Measures: Yes

Related Risk Topics

- Investment risk

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

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

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2020	2021	2022
Diesel (Litre)	N/A	N/A	2,465.57
Gasoline (Litre)	N/A	N/A	8,094.34

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	N/A	188,263.27	183,210.89

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
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GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	33.00
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	92.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total (Tons of carbon dioxide equivalents)	N/A	N/A	125.00

• **Verification of greenhouse gas emissions over the past year**

Third-party verification : Yes

Name of verifying organization : ECEE Co.,Ltd.

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : No

Company human right guideline : Employee Rights, 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)	42	42	40
Number of female employees (persons)	50	49	50
Total (persons)	92	91	90

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	N/A	N/A	12

• 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 (%)	3.26	5.49	12.22

• 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

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	8	88.89
Number of female directors	1	11.11
Number of executive directors	4	44.44
Number of non-executive directors	5	55.56
Number of independent directors	4	44.44

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. CHALI SOPHONPANICH Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Original director	25 Apr 1988	Finance, Finance & Securities, Property Development, Leadership, Engineering

2.	<p>Mrs. NINTIRA SOPHONPANICH</p> <p>Gender: Female</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>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	18 Apr 1994	<p>Corporate Social Responsibility, Finance & Securities, Governance/ Compliance, Economics</p>
3.	<p>Mr. SOPON PUNYARATABANDHU</p> <p>Gender: Male</p> <p>Age: 60 years old</p> <p>Highest level of education: Master'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>	20 May 1999	<p>Risk Management, Audit, Finance, Governance/ Compliance, Finance & Securities, Accounting, Corporate Social Responsibility, Internal Control</p>
4.	<p>Mr. PATCHARA SURAJARAS</p> <p>Gender: Male</p> <p>Age: 64 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Financial Economic</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Executive)</p> <p>Director type: Original director</p>	1 Mar 2001	<p>Risk Management, Finance & Securities, Information & Communication Technology, Economics, Finance</p>
5.	<p>Mr. KONGKIAT OPASWONGKARN</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Operations Research</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Executive)</p> <p>Director type: Re-elected as director</p>	27 May 2004	<p>Strategic Management, Corporate Management, Data Analysis, Finance, Leadership, Engineering, Finance & Securities</p>

6.	Mr. VIRACH APHIMETEETAMRONG Gender: Male Age: 79 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	27 May 2004	Audit, Finance, Internal Control, Accounting, Finance & Securities, Governance/ Compliance, Corporate Social Responsibility, Risk Management
7.	Mr. MICHAEL DAVID ROBERTS Gender: Male Age: 75 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	16 Jan 1998	Finance & Securities, Risk Management
8.	Mr. PITHAYAIN ASSAVANIG Gender: Male Age: 53 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	19 Apr 2017	Budgeting, Finance, Accounting, Finance & Securities
9.	Mr. CHANITR CHARNCHAINARONG Gender: Male Age: 59 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	23 Sep 2020	Finance, Engineering, Finance & Securities, Risk Management, Governance/ Compliance, Audit, Corporate Social Responsibility, Internal Control

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. VIRACH APHIMETEETAMRONG [1] Gender: Male Age: 79 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	29 Jun 2004	Audit, Finance, Internal Control, Accounting, Finance & Securities, Governance/ Compliance, Corporate Social Responsibility, Risk Management
2. Mr. SOPON PUNYARATABANDHU [1] Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	20 May 1999	Risk Management, Audit, Finance, Governance/ Compliance, Finance & Securities, Accounting, Corporate Social Responsibility, Internal Control

3.	Mr. CHANITR CHARNCHAINARONG	Audit committee	23 Sep 2020	Finance, Engineering,
	Gender: Male	(Non-executive,		Finance & Securities, Risk
	Age: 59 years old	Independent director)		Management, Governance/
	Highest level of education:			Compliance, Audit, Corporate
	Master's degree	Director type: Re-elected		Social Responsibility,
	Major: Engineering	as director		Internal Control
	Thai nationality: Yes			
	Residing in Thailand: Yes			

[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. KONGKIAT OPASWONGKARN	Chairman of the executive committee	27 May 2004
	Gender: Male		
	Age: 66 years old		
	Highest level of education: Doctoral degree		
	Major: Operations Research		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
2.	Mr. CHALI SOPHONPANICH	Member of the executive committee	29 Sep 2011
	Gender: Male		
	Age: 61 years old		
	Highest level of education: Master's degree		
	Major: Finance		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
3.	Mr. PATCHARA SURAJARAS	Member of the executive committee	29 Mar 2001
	Gender: Male		
	Age: 64 years old		
	Highest level of education: Doctoral degree		
	Major: Financial Economic		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

4.	Mr. PITHAYAIN ASSAVANIG	Member of the executive committee	19 Apr 2017
	Gender: Male		
	Age: 53 years old		
	Highest level of education: Master's degree		
	Major: Business Administration		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Remuneration Committee	Mr. SOPON PUNYARATABANDHU	Member
	Mr. MICHAEL DAVID ROBERTS	Member
Nomination Committee	Mr. VIRACH APHIMETEETAMRONG	Chairman
	Mr. CHALI SOPHONPANICH	Member
	Mr. KONGKIAT OPASWONGKARN	Member
	Mr. SOPON PUNYARATABANDHU	Member
	Mr. CHANITR CHARNCHAINARONG	Member
Risk Management Committee	Mr. SOPON PUNYARATABANDHU	Chairman
	Mr. MICHAEL DAVID ROBERTS	Member
	Mr. VIRACH APHIMETEETAMRONG	Member
	Mr. CHANITR CHARNCHAINARONG	Member
	Mr. PATCHARA SURAJARAS	Member
Corporate Governance and Sustainability Committee	Mr. VIRACH APHIMETEETAMRONG	Chairman
	Mr. SOPON PUNYARATABANDHU	Member
	Mr. CHANITR CHARNCHAINARONG	Member
	Mrs. NINTIRA SOPHONPANICH	Member

Roles of Sub-committees

Sub-committees responsible for risk management : Risk Management Committee

Sub-committees responsible for nomination : Nomination Committee

Sub-committees responsible for remuneration : 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. KONGKIAT OPASWONGKARN Gender: Male Age: 66 years old Highest level of education: Doctoral degree Major: Operations Research	Chief Executive Officer	29 Jun 2004	Strategic Management, Corporate Management, Data Analysis, Finance, Leadership, Engineering, Finance & Securities
2. Mr. CHALI SOPHONPANICH Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Finance	Executive Director	29 Sep 2011	Finance, Finance & Securities, Property Development, Leadership, Engineering
3. Mr. PATCHARA SURAJARAS Gender: Male Age: 64 years old Highest level of education: Doctoral degree Major: Financial Economic	Executive Director	29 Mar 2001	Risk Management, Finance & Securities, Information & Communication Technology, Economics, Finance
4. Mr. PITHAYAIN ASSAVANIG [1][2] Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Business Administration	Executive Director and Chief Financial Officer	19 Apr 2017	Budgeting, Finance, Accounting, Finance & Securities

5.	Ms. VIMOLPAN SUWANTEWATOOP Gender: Female Age: 61 years old Highest level of education: Bachelor's degree Major: Business Administration	Senior Executive Vice President	1 May 2015	Human Resource Management
6.	Mr. CHIRASAK ONGPAIBOOL Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Business Administration	Senior Executive Vice President	1 May 2015	Finance & Securities, Audit, Internal Control

[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

	2020	2021	2022
Total executive remuneration (baht)	106,553,157.00	117,479,542.00	208,461,366.00

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) : 40

Number of female employees (persons) : 50

Total (persons) : 90

Provident fund

Total number of employees (persons) : 90

Number of employees contributing to the PVD (persons) : 85

Percentage of employees who are members (%) : 94.44

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. KONGKIAT OPASWONGKARN Gender: Male Age: 66 years old Highest level of education: Doctoral degree Major: Operations Research Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 27 May 2004	Strategic Management, Corporate Management, Data Analysis, Finance, Leadership, Engineering, Finance & Securities
2. Mr. VIRACH APHIMETEETAMRONG Gender: Male Age: 79 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: 27 May 2004	Audit, Finance, Internal Control, Accounting, Finance & Securities, Governance/ Compliance, Corporate Social Responsibility, Risk Management
3. Mr. CHANITR CHARNCHAINARONG Gender: Male Age: 59 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: 23 Sep 2020	Finance, Engineering, Finance & Securities, Risk Management, Governance/ Compliance, Audit, Corporate Social Responsibility, Internal Control

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. CHALI SOPHONPANICH	Chairman of the board	Participating
Mrs. NINTIRA SOPHONPANICH	Director	Participating
Mr. SOPON PUNYARATABANDHU	Director	Participating
Mr. PATCHARA SURAJARAS	Director	Participating
Mr. KONGKIAT OPASWONGKARN	Director	Participating
Mr. VIRACH APHIMETEETAMRONG	Director	Participating
Mr. MICHAEL DAVID ROBERTS	Director	Participating
Mr. PITHAYAIN ASSAVANIG	Director	Participating
Mr. CHANITR CHARNCHAINARONG	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) : 11

Date of AGM meeting : 28 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
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1.	Mr. CHALI SOPHONPANICH (Chairman of the board)	-	11/11	Participating	Did not hold the meeting
2.	Mrs. NINTIRA SOPHONPANICH (Director)	-	11/11	Participating	Did not hold the meeting
3.	Mr. SOPON PUNYARATABANDHU (Director)	-	11/11	Participating	Did not hold the meeting
4.	Mr. PATCHARA SURAJARAS (Director)	-	11/11	Participating	Did not hold the meeting
5.	Mr. KONGKIAT OPASWONGKARN (Director)	-	11/11	Participating	Did not hold the meeting
6.	Mr. VIRACH APHIMETEETAMRONG (Director)	-	11/11	Participating	Did not hold the meeting
7.	Mr. MICHAEL DAVID ROBERTS (Director)	-	11/11	Participating	Did not hold the meeting
8.	Mr. PITHAYAIN ASSAVANIG (Director)	-	11/11	Participating	Did not hold the meeting
9.	Mr. CHANITR CHARNCHAINARONG (Director)	-	10/11	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. CHALI SOPHONPANICH (Chairman of the board)	-	630,000.00	0.00	No
2. Mrs. NINTIRA SOPHONPANICH (Director)	-	378,000.00	0.00	No
3. Mr. SOPON PUNYARATABANDHU (Director)	-	945,000.00	600,000.00	No
4. Mr. PATCHARA SURAJARAS (Director)	-	378,000.00	0.00	No
5. Mr. KONGKIAT OPASWONGKARN (Director)	-	378,000.00	0.00	No
6. Mr. VIRACH APHIMETEETAMRONG (Director)	-	1,008,000.00	680,000.00	No
7. Mr. MICHAEL DAVID ROBERTS (Director)	-	661,500.00	600,000.00	No
8. Mr. PITHAYAIN ASSAVANIG (Director)	-	378,000.00	0.00	No

9.	Mr. CHANITR CHARNCHAINARONG (Director)	-	882,000.00	600,000.00	No
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Report on the Audit Committee's Performance for the Past Year (8.2)

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

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 8

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. VIRACH APHIMETEETAMRONG (Chairman of the audit committee)	-	8/8
2.	Mr. SOPON PUNYARATABANDHU (Audit committee)	-	8/8
3.	Mr. CHANITR CHARNCHAINARONG (Audit committee)	-	8/8