



# **Annual Registration Statement / Annual Report**

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

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

**BTS Group Holdings Public Company Limited**

Fiscal Year End 31 March 2023



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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 : BTS Group Holdings Public Company Limited

Symbol : BTS

Address : 14th-15th Floor, TST Tower, 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak

Province : Bangkok

Postcode : 10900

Business : A multi-industry conglomerate utilising data and partnerships to amplify value from its proprietary transport and media network through our 3 core businesses, MOVE, MIX and MATCH.

Registration Number : 0107536000421

Telephone : 0-2273-8511-5

Website : <http://www.btsgroup.co.th>

Email : -

#### Total Shares Sold (shares)

Common Stock : 13,167,638,462

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2021	2022	2023
Total (Thousand baht)	42,249,827.61	31,194,500.54	24,138,715.99
MOVE (Thousand baht)	31,400,457.72	20,873,065.97	12,293,469.77
MOVE, MIX and MATCH business (Thousand baht)	2,613,975.24	4,297,476.68	5,137,834.60
MATCH (Thousand baht)	923,076.67	652,095.97	641,514.05
Other income (Thousand baht)	7,312,317.98	5,371,861.92	6,065,897.57

	2021	2022	2023
Total (%)	100.00	100.00	100.00
MOVE (%)	74.32	66.91	50.93
MOVE, MIX and MATCH business (%)	6.19	13.78	21.28
MATCH (%)	2.18	2.09	2.66
Other income (%)	17.31	17.22	25.13

#### By Geographical Area or Market\*

	2021	2022	2023
Total (Thousand baht)	42,249,827.61	31,194,500.54	24,138,715.99
Domestic (Thousand baht)	42,249,827.61	31,194,500.54	24,138,715.99
International (Thousand baht)	0.00	0.00	0.00

	2021	2022	2023
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00

International (%)	0.00	0.00	0.00
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\*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)	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)**

### Thai Economy Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Government policy

### Revenue Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Government policy

### Business Strategy Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Government policy
- Other



## **Market 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
- Business operations of partners in the supply chain
- Other

## **Investment Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain
- Other

## **Operational Cost Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Operational Risk

- Systems or internal control system
- Loss or damage from non-compliance of partners or counterparties

## **Business Interruption Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Operational Risk

- Delays in the development of future projects
- Climate change and disasters
- Impact on the environment
- Other

## **Limited Service Provider Reliance Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Strategic Risk

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

## **Personnel 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

## Reputation Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Damage to company image and reputation

Operational Risk

- Corruption

## Liquidity 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

## Credit Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Financial Risk

- Default on payment or exchange of goods

## Foreign Exchange Rate Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Financial Risk

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

#### **Interest Rate Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

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

#### **Treasury Management Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

- Insufficient sources of funding
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment

#### **Risk from Termination of Concession Agreement and Long-Term Operation and Maintenance Service Agreement**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

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

#### **Litigation and Legal Dispute Risks**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Other

## **Personal Data Management 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

#### Compliance Risk

- Violations of laws and regulations
- Corporate Governance

## **Environmental Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Behavior or needs of customers / consumers
- Government policy

#### Operational Risk

- Climate change and disasters
- Impact on the environment

#### Compliance Risk

- Change in laws and regulations

## **Social and Community Risks**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain

Operational Risk

- Safety, occupational health, and working environment
- Impact on the environment
- Impact on human rights

## **Risk to Securities Holder (2.2.2)**

### **Control Dilution Risk from the Issuance of Ordinary Shares under the Warrants Issuance**

**Risk Management Measures:** Yes

### **Related Risk Topics**

- Return from investment of securities holder

### **>25% Major Shareholder Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

- Return from investment of securities holder

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://www.btsgroup.co.th/storage/sustainability/policies-performances/relevant-policies/20210616-bts-sustainability-th.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.btsgroup.co.th/th/sustainability/relevant-policies>

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

#### Results with Respect to the Environmental Aspect (3.3.2)

##### Energy management

###### • Fuel consumption

	2021	2022	2023
Diesel (Litre)	94,742.30	104,197.69	124,984.61
Gasoline (Litre)	20,767.93	19,620.65	22,550.92
Natural gas (Standard cubic feet)	30,202.51	24,829.82	29,287.78
LPG (Kilogram)	N/A	N/A	2,418.00

###### • Electricity consumption



	2021	2022	2023
Amount of electricity purchased (kWh)	152,431,200.00	155,898,000.00	176,404,000.00

#### Water management

- Water consumption

	2021	2022	2023
Water consumption (cubic meters)	209,700.00	208,800.00	199,500.00

#### Waste management

- Waste from operations

	2021	2022	2023
Non-hazardous waste (kg)	540,160.00	503,230.00	659,320.00
Hazardous waste (kg)	116,330.00	95,090.00	156,230.00
<b>Total (kg)</b>	<b>656,490.00</b>	<b>598,320.00</b>	<b>815,550.00</b>

#### Greenhouse gas management

- Greenhouse gas emissions

	2021	2022	2023
GHG emission target	99,137.00	99,137.00	175,935.00
Scope 1 (Tons of carbon dioxide equivalents)	3,570.00	3,487.00	5,681.00
Scope 2 (Tons of carbon dioxide equivalents)	66,820.00	66,079.00	71,876.00
Scope 3 (Tons of carbon dioxide equivalents)	4,210.00	65,663.00	75,692.00
<b>Total (Tons of carbon dioxide equivalents)</b>	<b>74,600.00</b>	<b>135,229.00</b>	<b>153,249.00</b>

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

Third-party verification : Yes

Name of verifying organization : LRQA (Thailand) Limited

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : Yes

URL of human rights policy : <https://www.btsgroup.co.th/storage/sustainability/policies-performances/relevant-policies/20210616-bts-human-rights-th.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

	2021	2022	2023
Number of male employees (persons)	2,473	2,693	2,924
Number of female employees (persons)	2,615	2,664	2,956
<b>Total (persons)</b>	<b>5,088</b>	<b>5,357</b>	<b>5,880</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	2,259,450,000.00	2,712,740,000.00	3,360,079,885.65

##### • Employee development and training

	2021	2022	2023
Average training hours of employees (hour / person / year)	109	126	34
Employee development and training expenses (baht)	13,890,000.00	15,960,000.00	6,223,193.70

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

	2021	2022	2023
Number of employee work injuries leading to employee absence (times)	2	3	3

• **Employee retention**

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	11.30	10.19	12.60

• **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.btsgroup.co.th/u/th/2022/corporate-governance-policy-and-code-of-business-conduct>

#### 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	12	100.00
Number of male directors	11	91.67
Number of female directors	1	8.33
Number of executive directors	4	33.33
Number of non-executive directors	8	66.67
Number of independent directors	6	50.00

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

##### List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. Keeree Kanjanapas Gender: Male Age: 73 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Re-elected as director	2 Jun 1993	Property Development, Transportation & Logistics, Marketing, Corporate Management, Leadership, Change Management, Corporate Social Responsibility, Sustainability, Risk Management, Governance/ Compliance



2.	<p>Mr. Rangsin Kritalug</p> <p>Gender: Male</p> <p>Age: 61 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: Original director</p>	19 Dec 1997	<p>Property Development, Transportation &amp; Logistics, Information &amp; Communication Technology, Law, Marketing, Accounting, Finance, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, IT Management, Architecture, Governance/ Compliance</p>
3.	<p>Mr. Chi Keung Kong</p> <p>Gender: Male</p> <p>Age: 48 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: No</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	23 Jan 2007	<p>Insurance, Property Development, Media &amp; Publishing, Transportation &amp; Logistics, Finance, Digital Marketing, Leadership, Strategic Management, Risk Management, Budgeting, Information &amp; Communication Technology, Food &amp; Beverage</p>
4.	<p>Mr. Anat Arbbabhirama</p> <p>Gender: Male</p> <p>Age: 85 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 (Non-executive)</p> <p>Director type: Original director</p>	7 May 1998	<p>Property Development, Transportation &amp; Logistics, Corporate Social Responsibility, Sustainability, Engineering, Leadership, Governance/ Compliance</p>
5.	<p>Mr. Suchin Wanglee</p> <p>Gender: Male</p> <p>Age: 87 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	30 Jul 2010	<p>Insurance, Finance, Corporate Management, Leadership, Strategic Management, Negotiation, Data Analysis</p>

6.	<p>Mr. Kavin Kanjanapas</p> <p>Gender: Male</p> <p>Age: 48 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: –</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	23 Jan 2007	<p>Insurance, Property Development, Transportation &amp; Logistics, Media &amp; Publishing, Information &amp; Communication Technology, Marketing, Finance, Digital Marketing, Engineering, Corporate Management, Leadership, Strategic Management, Risk Management</p>
7.	<p>Mr. Surapong Laoha-unya</p> <p>Gender: Male</p> <p>Age: 61 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	30 Jul 2010	<p>Media &amp; Publishing, Transportation &amp; Logistics, Corporate Management, Project Management, Engineering, Leadership, Strategic Management</p>
8.	<p>Mr. Charoen Wattanasin</p> <p>Gender: Male</p> <p>Age: 86 years old</p> <p>Highest level of education: Below a bachelor'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: Re-elected as director</p>	30 Jul 2010	<p>Marketing, Corporate Social Responsibility, Sustainability, Risk Management, Corporate Management</p>
9.	<p>Mr. YING CHEW HENRY CHEONG</p> <p>Gender: Male</p> <p>Age: 75 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Management</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	30 Jul 2010	<p>Information &amp; Communication Technology, Marketing, Finance, IT Management, Corporate Management, Data Management, Finance &amp; Securities</p>

10.	<p>Mrs. Pichitra Mahaphon</p> <p>Gender: Female</p> <p>Age: 72 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: –</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>	1 Apr 2016	<p>Property Development, Media &amp; Publishing, Transportation &amp; Logistics, Finance, Accounting, Risk Management, Audit, Internal Control</p>
11.	<p>Mr. Karoon Chandrangsu</p> <p>Gender: Male</p> <p>Age: 74 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: Original director</p>	27 Jul 2015	<p>Property Development, Transportation &amp; Logistics, Information &amp; Communication Technology, Engineering, Risk Management</p>
12.	<p>Mr. Paisal Tarasansombat</p> <p>Gender: Male</p> <p>Age: 58 years old</p> <p>Highest level of education: Below a bachelor'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, Independent director)</p> <p>Director type: Original director</p>	14 Feb 2020	<p>Steel, Economics, Accounting, Finance, Corporate Management, Risk Management, Law, Marketing, Corporate Social Responsibility, Sustainability</p>

## 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. Pichitra Mahaphon [1] Gender: Female Age: 72 years old Highest level of education: Bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	19 Jul 2021	Property Development, Media & Publishing, Transportation & Logistics, Finance, Accounting, Risk Management, Audit, Internal Control
2. Mr. Suchin Wanglee Gender: Male Age: 87 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	29 Jul 2010	Insurance, Finance, Corporate Management, Leadership, Strategic Management, Negotiation, Data Analysis
3. Mr. Charoen Wattanasin Gender: Male Age: 86 years old Highest level of education: Below a bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	29 Jul 2010	Marketing, Corporate Social Responsibility, Sustainability, Risk Management, Corporate Management

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

## Executive Committee

### List of executive committee members

General information	Position	Date position was assumed
1. Mr. Keeree Kanjanapas Gender: Male Age: 73 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	29 Jul 2010
2. Mr. Anat Arbhabhirama Gender: Male Age: 85 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	29 Jul 2010
3. Mr. Surapong Laoha-unya Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	29 Jul 2010
4. Mr. Kavin Kanjanapas Gender: Male Age: 48 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	29 Jul 2010

5.	Mr. Rangsin Kritalug Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	29 Jul 2010
6.	Mr. Chi Keung Kong Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: Yes	Member of the executive committee	29 Jul 2010

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. Suchin Wanglee	Chairman
	Mr. Charoen Wattanasin	Member
	Mr. Rangsin Kritalug	Member
	Mr. Chi Keung Kong	Member
	Mr. Paisal Tarasansombat	Member
Sustainability Committee	Mr. Keeree Kanjanapas	Chairman
	Mr. Anat Arbhabhira	Member
	Mr. Charoen Wattanasin	Member
	Mr. Rangsin Kritalug	Member
	Mr. Daniel Ross	Member
Risk Management Committee	Mrs. Pichitra Mahaphon	Chairman
	Mr. Pipop Intaratut	Member
	Mr. Sumit Srisantithum	Member
	Mrs. Chitkasem Moo-Ming	Member
	Mr. Surayut Thavikulwat	Member

## **Roles of Sub-committees**

Sub-committees responsible for risk management	: 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	: Sustainability Committee
Sub-committees responsible for corporate sustainability development	: 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. Kavin Kanjanapas Gender: Male Age: 48 years old Highest level of education: Below a bachelor's degree Major: -	Chief Executive Officer and Chief Officer of MATCH Business	1 Apr 2015	Insurance, Property Development, Transportation & Logistics, Media & Publishing, Information & Communication Technology, Marketing, Finance, Digital Marketing, Engineering, Corporate Management, Leadership, Strategic Management, Risk Management
2. Mr. Chi Keung Kong Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Business Administration	Deputy Chief Executive Officer	1 Apr 2015	Insurance, Property Development, Media & Publishing, Transportation & Logistics, Finance, Digital Marketing, Leadership, Strategic Management, Risk Management, Budgeting, Information & Communication Technology, Food & Beverage
3. Mr. Surapong Laoha-unya Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Engineering	Chief Officer of MOVE Business	16 Nov 2020	Media & Publishing, Transportation & Logistics, Corporate Management, Project Management, Engineering, Leadership, Strategic Management
4. Mr. Lap Shun Nelson Leung Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Business Administration	Chief Officer of MIX Business	16 Nov 2020	Media & Publishing, Finance, Marketing, Data Analysis, Digital Marketing, Corporate Management



5.	Mr. Rangsin Kritalug Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Business Administration	Chief Operating Officer	29 Jul 2010	Property Development, Transportation & Logistics, Information & Communication Technology, Law, Marketing, Accounting, Finance, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, IT Management, Architecture, Governance/ Compliance
6.	Mr. Surayut Thavikulwat [1] Gender: Male Age: 51 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer (resigned)	1 Jun 2011	Food & Beverage, Finance, Accounting, Risk Management, Budgeting, Property Development
7.	Mr. Daniel Ross Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Mathematics	Chief Investment Officer	10 Aug 2015	Property Development, Tourism & Leisure, Corporate Social Responsibility, Sustainability, Governance/ Compliance
8.	Mr. Sayam Siwarapornskul Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Law	Chief Legal Officer	16 Nov 2020	Law

[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)	N/A	N/A	80,977,650.00

## Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : Yes

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 2,924

Number of female employees (persons) : 2,956

Total (persons) : 5,880

#### Employee Remuneration

Total employee remuneration : 3,360,079,885.65

#### Provident fund

Total number of employees (persons) : 5,880

Number of employees contributing to the PVD (persons) : 4,651

Percentage of employees who are members (%) : 79.10

## Other Significant Information (7.6)

### Other significant information

#### Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Mrs. Duangkamol Chaichanakajorn	duangkamol@btsgroup.co.th	

- Company secretary

General information	Email	Telephone
1. Ms. Taraket Thawornpanich	taraket@btsgroup.co.th	

- Head of internal audit

General information	Email	Telephone
1. Mr. Pipop Intaratut	pipop@btsgroup.co.th	

- Head of compliance unit

General information	Email	Telephone
1. n/a n/a n/a	-@btsgroup.co.th	-

• Head of investor relations

General information	Email	Telephone
1. Mr. Daniel Ross	daniel@btsgroup.co.th	

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. EY OFFICE LIMITED	<p>1. Mr. Pornanan Kitjanawanchai Email: Pornanan. Kitjanawanchai@th.ey.com Telephone: -</p> <p>2. Ms. Siraporn Ouahanunkun Email: Siraporn.Ouahanunkun@th.ey.com Telephone: -</p> <p>3. Mrs. Chonlaros Suntiasvaraporn Email: Chonlaros. Suntiasvaraporn@th.ey.com Telephone: -</p>	32,199,000.00	<p>Details: review of valuation and impairment of investment cost, consultation service on new investment</p> <p>Total service fee (baht): 2,280,000.00</p>

# 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. Keeree Kanjanapas Gender: Male Age: 73 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Re-elected as director	Date position was assumed: 2 Jun 1993	Property Development, Transportation & Logistics, Marketing, Corporate Management, Leadership, Change Management, Corporate Social Responsibility, Sustainability, Risk Management, Governance/ Compliance
2. Mr. Chi Keung Kong Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 23 Jan 2007	Insurance, Property Development, Media & Publishing, Transportation & Logistics, Finance, Digital Marketing, Leadership, Strategic Management, Risk Management, Budgeting, Information & Communication Technology, Food & Beverage
3. Mr. Surapong Laoha-unya Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 30 Jul 2010	Media & Publishing, Transportation & Logistics, Corporate Management, Project Management, Engineering, Leadership, Strategic Management

4.	Mr. Charoen Wattanasin	Director	Date position was assumed:	Marketing, Corporate Social Responsibility, Sustainability, Risk Management, Corporate Management
	Gender: Male	(Non-executive, Independent director)	30 Jul 2010	
	Age: 86 years old			
	Highest level of education: Below a bachelor's degree	Director type: Re-elected as director		
	Major: Business Administration			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. Keeree Kanjanapas	Chairman of the board	Participating
Mr. Rangsin Kritalug	Director	Participating
Mr. Chi Keung Kong	Director	Participating
Mr. Anat Arbhabhira	Director	Participating
Mr. Suchin Wanglee	Director	Participating
Mr. Kavin Kanjanapas	Director	Participating
Mr. Surapong Laoha-unya	Director	Participating
Mr. Charoen Wattanasin	Director	Participating
Mr. YING CHEW HENRY CHEONG	Director	Participating
Mrs. Pichitra Mahaphon	Director	Participating
Mr. Karoon Chandrangsu	Director	Participating
Mr. Paisal Tarasansombat	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) : 8

Date of AGM meeting : 25 Jul 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. Keeree Kanjanapas (Chairman of the board)	-	8/8	Participating	Did not hold the meeting
2. Mr. Rangsin Kritalug (Director)	-	8/8	Participating	Did not hold the meeting
3. Mr. Chi Keung Kong (Director)	-	8/8	Participating	Did not hold the meeting
4. Mr. Anat Arbhabhirama (Director)	-	7/8	Participating	Did not hold the meeting
5. Mr. Suchin Wanglee (Director)	-	8/8	Participating	Did not hold the meeting
6. Mr. Kavin Kanjanapas (Director)	-	8/8	Participating	Did not hold the meeting
7. Mr. Surapong Laoha-unya (Director)	-	8/8	Participating	Did not hold the meeting
8. Mr. Charoen Wattanasin (Director)	-	8/8	Participating	Did not hold the meeting
9. Mr. YING CHEW HENRY CHEONG (Director)	-	8/8	Participating	Did not hold the meeting
10. Mrs. Pichitra Mahaphon (Director)	-	8/8	Participating	Did not hold the meeting
11. Mr. Karoon Chandrangsu (Director)	-	8/8	Participating	Did not hold the meeting



12. Mr. Paisal Tarasansombat (Director)	-	8/8	Participating	Did not hold the meeting
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## Remuneration for company directors

List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1. Mr. Keeree Kanjanapas (Chairman of the board)	-	0.00	960,000.00	No
2. Mr. Rangsin Kritalug (Director)	-	0.00	480,000.00	No
3. Mr. Chi Keung Kong (Director)	-	0.00	480,000.00	No
4. Mr. Anat Arbhahirama (Director)	-	0.00	480,000.00	No
5. Mr. Suchin Wanglee (Director)	-	100,000.00	480,000.00	No
6. Mr. Kavin Kanjanapas (Director)	-	0.00	480,000.00	No
7. Mr. Surapong Laoha-unya (Director)	-	0.00	480,000.00	No
8. Mr. Charoen Wattanasin (Director)	-	120,000.00	480,000.00	No
9. Mr. YING CHEW HENRY CHEONG (Director)	-	0.00	480,000.00	No
10. Mrs. Pichitra Mahaphon (Director)	-	120,000.00	804,000.00	No
11. Mr. Karoon Chandrangsu (Director)	-	0.00	480,000.00	No
12. Mr. Paisal Tarasansombat (Director)	-	0.00	480,000.00	No

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

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

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 6

List of directors		Termination date	Number of the audit committee meeting
1.	Mrs. Pichitra Mahaphon (Chairman of the audit committee)	-	6/6
2.	Mr. Suchin Wanglee (Audit committee)	-	5/6
3.	Mr. Charoen Wattanasin (Audit committee)	-	6/6