



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

COUNTRY GROUP DEVELOPMENT 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 : COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY LIMITED

Symbol : CGD

Address : No. 898 Ploenchit Tower, 20th Floor, Ploenchit Road, Lumpini,
Pathumwan

Province : Bangkok

Postcode : 10330

Business : Holding company and property development

Registration Number : 0107538000177

Telephone : 0-2658-7888

Fax (if applicable) : 0-2658-7880

Website : www.cgd.co.th

Email : info@cgd.co.th

Total Shares Sold (shares)

Common Stock : 8,266,128,517

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	3.55	3.54	6.19
Revenue from sales condominium (Thousand baht)	3.26	3.18	5.75
Other income (Thousand baht)	0.29	0.36	0.44

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenue from sales condominium (%)	91.83	89.83	92.89
Other income (%)	8.17	10.17	7.11

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	3.55	3.54	6.19
Domestic (Thousand baht)	3.55	3.54	6.19
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

*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)

Risk arising from discontinuity of revenue recognition

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Risk arising from investing in various projects

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Risk associated with construction cost control

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

Risk arising from sales of projects being lower than originally estimated

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Delays in the development of future projects

Risk arising from limited access to funding sources

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding

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

Risk arising from financial ratio maintaining

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Other

Risk arising from capability for debt repayment

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Default on payment or exchange of goods

Risk arising from changes in laws and regulations related to real estate business

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : No

Results with Respect to the Environmental Aspect (3.3.2)

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)	N/A	N/A	N/A
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)	N/A	N/A	N/A

• 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 : No

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)	44	44	39
Number of female employees (persons)	64	52	45
Total (persons)	108	96	84

• Employee development and training

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

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	N/A	N/A	N/A

• 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://investor.cgd.co.th/th/corporate-governance>

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 : No

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	10	100.00
Number of male directors	9	90.00
Number of female directors	1	10.00
Number of executive directors	1	10.00
Number of non-executive directors	9	90.00
Number of independent directors	7	70.00

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. VIKROM KOOMPIROCHANA Gender: Male Age: 76 years old Highest level of education: Doctoral degree Major: History of International Relations Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	30 May 2006	Corporate Management

2.	Mr. BEN TAECHAUBOL 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: Original director	9 Sep 2009	Property Development, Corporate Management
3.	POL. GEN. WERAPONG CHUENPAGDEE Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	18 May 2009	Corporate Management
4.	Mr. JIRASAK PONGHATHAIKUL Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	29 Apr 2010	Corporate Management
5.	Mr. HSU-FENG SHUEH Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive, Independent director) Director type: Original director	1 May 2009	Corporate Management

6.	Mr. GAVINTORN ATTHAKOR Gender: Male Age: 48 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	1 May 2009	Corporate Management
7.	ACM PERMKIAT LAVANAMAL Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	29 Oct 2013	Corporate Management
8.	Ms. JAELE ANG KER TJIA Gender: Female Age: 42 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Original director	1 Apr 2010	Corporate Management, Architecture, Design
9.	POL. MAJ. GEN. ITTIPOL ITTISARNRONNACHAI Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	30 Apr 2015	Corporate Management

10. POL. GEN. PHATCHARAVAT WONGSUWAN Gender: Male Age: 73 years old Highest level of education: Master's degree Major: Social Development Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	22 Sep 2017	Corporate Management
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List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. YIU SING TSE Gender: Male Age: 38 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive)	Date position was assumed: 30 Apr 2015 Date directorship ended: 30 Dec 2022	No replacement director

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. ACM PERMKIAT LAVANAMAL Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	8 Sep 2021	Corporate Management
2. POL. GEN. WERAPONG CHUENPAGDEE Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	18 May 2009	Corporate Management
3. Mr. HSU-FENG SHUEH Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Audit committee (Non-executive, Independent director) Director type: Original director	1 May 2009	Corporate Management

4.	POL. MAJ. GEN. ITTIPOL ITTISARNRONNACHAI Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Public Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	30 Apr 2015	Corporate Management
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[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
Nominating and Compensation	POL. GEN. WERAPONG CHUENPAGDEE	Chairman
	POL. MAJ. GEN. ITTIPOL	Member
	ITTISARNRONNACHAI	Member
	Mr. BEN TAECHAUBOL	

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : Nominating and Compensation

Sub-committees responsible for remuneration : Nominating and Compensation

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

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. BEN TAECHAUBOL Gender: Male Age: 43 years old Highest level of education: Master's degree Major: Business Administration	CHIEF EXECUTIVE OFFICER	9 Sep 2009	Property Development, Corporate Management
2. Ms. Pennapa Sakchaicharnkul [1] Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Management	Executive Director – Accounts & Finance Division	1 Dec 2022	Accounting, Finance, Budgeting
3. Mr. Suttinath Jitticharunglap Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Business Administration	Executive Director – Operation Division	1 Feb 2017	Corporate Management
4. Mr. Varakorn Techamontrikul Gender: Male Age: 42 years old Highest level of education: Master's degree Major: Architecture	Executive Director – Development Division	1 Jan 2016	Design, Architecture
5. Ms. Patra Kantasiribitaks Gender: Female Age: 38 years old Highest level of education: Bachelor's degree Major: Business Administration	Executive Director – Customer Relation Management Division	16 May 2016	Finance, Finance & Securities

6.	Mrs. Vatinnee Chaturongkul Gender: Female Age: 42 years old Highest level of education: Master's degree Major: Business Administration	Executive Director – Projects Division	1 Jan 2019	Project Management, Architecture, Design
7.	Ms. Melissa Chollasap Gender: Female Age: 42 years old Highest level of education: Master's degree Major: Business Administration	Executive Director – Customer Relation Management Division	1 May 2021	Corporate Management

[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)	34,959,187.00	37,817,100.00	40,294,800.00

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) : 39

Number of female employees (persons) : 45

Total (persons) : 84

Provident fund

Total number of employees (persons) : 84

Number of employees contributing to the PVD (persons) : 66

Percentage of employees who are members (%) : 78.57

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. Wilawan Sion	wilawan.si@cgd.co.th	

- Company secretary

General information	Email	Telephone
1. Ms. Pennapa Sakchaichrearnkul	pennapa@cgd.co.th	

- Head of compliance unit

General information	Email	Telephone
1. Ms. Pennapa Sakchaichrearnkul	pennapa@cgd.co.th	

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
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1.	DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT COMPANY LIMITED	1. Mr. Yongyuth Lertsurapibul	2,100,000.00	-
		Email: info_th@deloitte.com		
		Telephone: -		
		2. Mr. Chavala Tienpasertkij		
		Email: info_th@deloitte.com		
		Telephone: -		
		3. Mrs. Nisakorn Songmanee		
		Email: info_th@deloitte.com		
		Telephone: -		
		4. Ms. Kornthong Luangvilai		
		Email: info_th@deloitte.com		
		Telephone: -		

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)

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. VIKROM KOOMPIROCHANA	Chairman of the board	N/A
Mr. BEN TAECHAUBOL	Director	N/A
POL. GEN. WERAPONG CHUENPAGDEE	Director	N/A
Mr. JIRASAK PONGHATHAIKUL	Director	N/A
Mr. HSU-FENG SHUEH	Director	N/A
Mr. GAVINTORN ATTHAKOR	Director	N/A
ACM PERMKIAT LAVANAMAL	Director	N/A
Ms. JAELE ANG KER TJIA	Director	N/A
POL. MAJ. GEN. ITTIPOL ITTISARNRONNACHAI	Director	N/A
POL. GEN. PHATCHARAVAT WONGSUWAN	Director	N/A
Mr. YIU SING TSE	Director	N/A

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) : 7

Date of AGM meeting : 27 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. VIKROM KOOMPIROCHANA (Chairman of the board)	-	6/7	Participating	Did not hold the meeting
2.	Mr. BEN TAECHAUBOL (Director)	-	6/7	Participating	Did not hold the meeting
3.	POL. GEN. WERAPONG CHUENPAGDEE (Director)	-	7/7	Participating	Did not hold the meeting
4.	Mr. JIRASAK PONGHATHAIKUL (Director)	-	4/7	Non-participating	Did not hold the meeting
5.	Mr. HSU-FENG SHUEH (Director)	-	7/7	Participating	Did not hold the meeting
6.	Mr. GAVINTORN ATTHAKOR (Director)	-	6/7	Participating	Did not hold the meeting
7.	ACM PERMKIAT LAVANAMAL (Director)	-	6/7	Participating	Did not hold the meeting
8.	Ms. JAELE ANG KER TJIA (Director)	-	3/7	Participating	Did not hold the meeting
9.	POL. MAJ. GEN. ITTIPOLO ITTISARNRONNACHAI (Director)	-	6/7	Participating	Did not hold the meeting
10.	POL. GEN. PHATCHARAVAT WONGSUWAN (Director)	-	0/7	Non-participating	Did not hold the meeting
11.	Mr. YIU SING TSE (Director)	30 Dec 2022	5/7	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. VIKROM KOOMPIROCHANA (Chairman of the board)	-	662,500.00	N/A	N/A
2.	Mr. BEN TAECHAUBOL (Director)	-	360,000.00	N/A	N/A
3.	POL. GEN. WERAPONG CHUENPAGDEE (Director)	-	463,750.00	N/A	N/A
4.	Mr. JIRASAK PONGHATHAIKUL (Director)	-	397,500.00	N/A	N/A
5.	Mr. HSU-FENG SHUEH (Director)	-	463,750.00	N/A	N/A
6.	Mr. GAVINTORN ATTHAKOR (Director)	-	397,500.00	N/A	N/A
7.	ACM PERMKIAT LAVANAMAL (Director)	-	530,000.00	N/A	N/A
8.	Ms. JAELE ANG KER TJIA (Director)	-	397,500.00	N/A	N/A
9.	POL. MAJ. GEN. ITTIPOLO ITTISARNRONNACHAI (Director)	-	397,500.00	N/A	N/A
10.	POL. GEN. PHATCHARAVAT WONGSUWAN (Director)	-	397,500.00	N/A	N/A
11.	Mr. YIU SING TSE (Director)	30 Dec 2022	397,500.00	N/A	N/A

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.	ACM PERMKIAT LAVANAMAL (Chairman of the audit committee)	-	8/8
2.	POL. GEN. WERAPONG CHUENPAGDEE (Audit committee)	-	8/8
3.	Mr. HSU-FENG SHUEH (Audit committee)	-	8/8
4.	POL. MAJ. GEN. ITTIPOL ITTISARNRONNACHAI (Audit committee)	-	3/3