



# **Annual Registration Statement / Annual Report**

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

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

**SEVEN UTILITIES AND POWER 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 : SEVEN UTILITIES AND POWER PUBLIC COMPANY LIMITED

Symbol : 7UP

Address : 73 Mahachol Building, Soi Sukhumvit 62, Sukhumvit Road,  
Phrakhanong Tai, Phrakhanong,

Province : Bangkok

Postcode : 10260

Business : The current main businesses of the company can be divided into 3  
business types as follows; 1)Gas and oil service stations  
business 2)Renewable Energy business 3)Utilities business

Registration Number : 0107545000021

Telephone : 0-2741-5700

Fax (if applicable) : 0-2741-5724

Website : [www.sevenup.co.th](http://www.sevenup.co.th)

Email : [info@sevenup.co.th](mailto:info@sevenup.co.th)

#### Total Shares Sold (shares)

Common Stock : 5,143,071,814

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2020	2021	2022
Total (Thousand baht)	1,430,376.54	1,198,261.26	1,019,571.68
Gas and petrol service station (Thousand baht)	691,968.22	675,095.93	804,523.22
Telecommunications and Internet of Things (IoT) (Thousand baht)	358,453.98	9,565.23	0.00
Renewable energy (Thousand baht)	24,348.45	23,327.63	22,747.12
Utilities (Thousand baht)	44,418.93	42,700.52	85,425.01
Other income (Thousand baht)	311,186.96	447,571.95	106,876.33

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Gas and petrol service station (%)	48.38	56.34	78.91
Telecommunications and Internet of Things (IoT) (%)	25.06	0.80	0.00
Renewable energy (%)	1.70	1.95	2.23
Utilities (%)	3.11	3.56	8.38
Other income (%)	21.76	37.35	10.48

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	1,430,376.54	1,198,261.26	1,019,571.68
Domestic (Thousand baht)	1,430,376.54	1,198,261.26	1,019,571.68
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	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)**

### **Risk from oil and natural gas prices fluctuation**

**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
- Policies or international agreements related to business operations

Operational Risk

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

### **Risk from LPG procurement**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors

Compliance Risk

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

## **Risk from the land lease agreement for business operations**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors

#### Operational Risk

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Property lease agreement execution

#### Compliance Risk

- Change in laws and regulations

## **Risk of accident in transportation of LPG service station**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors

#### Operational Risk

- Safety, occupational health, and working environment

#### Compliance Risk

- Change in laws and regulations

## **Risk on water quality and quantity after treatment**

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

#### Operational Risk

- Reliance on employees in key positions
- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Climate change and disasters

#### Compliance Risk

- Change in laws and regulations

## **Risk of water shortage in the future**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Behavior or needs of customers / consumers
- Government policy
- Business operations of partners in the supply chain

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

#### Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Climate change and disasters

#### Compliance Risk

- Change in laws and regulations

### **Risk on safety, occupational health, environment and community**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

#### Strategic Risk

- Damage to company image and reputation

#### Operational Risk

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

### **Risk of human resource management and development**

**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

#### **Corruption risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Government policy

Operational Risk

- Corruption

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

#### **Risk of return on investment**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

#### **Risk from financial fund**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

#### **Financial support to affiliated company**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

#### **Risk from interest rates**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder
- Other

#### **Risk of economic condition**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder
- Other

#### **Risk arising from Coronavirus (COVID-19)**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder
- Other

#### **Compliance with applicable policies, laws, and regulations**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder
- Other

#### **Risk of information technology**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

- Other

#### **Risk of return on investment**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

#### **Risk on dividend payment**

**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

### Environmental Aspect (3.3)

#### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

Company environmental guideline : Electricity Management, Water Management

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

##### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	786,000.00	698,000.00	616,000.00

##### Water management

##### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	3,391.00	3,185.00	3,862.00

##### 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
<b>Total (Tons of carbon dioxide equivalents)</b>	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 : Yes

Company human right guideline : Employee Rights, 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)	19	20	12
Number of female employees (persons)	27	27	27
<b>Total (persons)</b>	<b>46</b>	<b>47</b>	<b>39</b>

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	11	10	16
Employee development and training expenses (baht)	161,369.95	186,379.70	130,758.53

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

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

##### • Employee retention

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	N/A	N/A	64.10

• 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	8	100.00
Number of male directors	8	100.00
Number of female directors	0	0.00
Number of executive directors	1	12.50
Number of non-executive directors	7	87.50
Number of independent directors	4	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. POL. GEN. SOMYOT POOMPANMOUNG Gender: Male Age: 68 years old Highest level of education: Doctoral degree Major: Philosophy Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Newly appointed director to replace ex-director	30 Mar 2022	Petrochemicals & Chemicals, Energy & Utilities, Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Analysis, Negotiation, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance

2.	<p>Pol.Capt. RATCHATA POOMPANMOUNG</p> <p>Gender: Male</p> <p>Age: 34 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Original director</p>	26 Aug 2020	<p>Change Management, Marketing, Digital Marketing, Data Analysis, Governance/ Compliance, Leadership, Energy &amp; Utilities, Information &amp; Communication Technology, Corporate Social Responsibility, Strategic Management</p>
3.	<p>Mr. WUTHICHART KALYANAMITRA</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	25 Feb 2022	<p>Energy &amp; Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Governance/ Compliance</p>
4.	<p>POL. GEN. MANOO MEKMOK</p> <p>Gender: Male</p> <p>Age: 61 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: public administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Re-elected as director</p>	11 Mar 2022	<p>Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance</p>
5.	<p>Mr. GEERADAJ WINTHAI</p> <p>Gender: Male</p> <p>Age: 52 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	11 Mar 2022	<p>Data Management, Change Management, Corporate Management, Project Management, Marketing, Negotiation, Governance/ Compliance, Accounting, Leadership, Energy &amp; Utilities, Audit, Finance, Internal Control, Food &amp; Beverage, Data Analysis, Corporate Social Responsibility</p>

6.	Mr. SUNSERN AGGUTAMANUS Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	30 Mar 2022	Economics, Agribusiness, Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Audit, Budgeting, Governance/ Compliance, Internal Control
7.	Mr. NUMCHAI LOWATTANATAKUL Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	11 Aug 2022	Energy & Utilities, Corporate Social Responsibility, Sustainability, Human Resource Management, Data Analysis, Data Management, Negotiation, Project Management, Corporate Management, Engineering, Leadership, Strategic Management, Risk Management, Audit, Internal Control, Governance/ Compliance, Budgeting
8.	Dr. SOMKIAT PRAJAMWONG Gender: Male Age: 62 years old Highest level of education: Honorary degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	30 Jan 2023	Agribusiness, Energy & Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Analysis, Negotiation, Project Management, Corporate Management, Engineering, Leadership, Strategic Management, Risk Management, Governance/ Compliance

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

General information	Position	Tenure	Replacement Director
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1.	<p>Sqn.Ldr. SITA DIVARI</p> <p>Gender: Male</p> <p>Age: 58 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Military</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Chairman of the board</p> <p>(Non-executive, Independent director)</p>	<p>Date position was assumed: 10 Oct 2017</p> <p>Date directorship ended: 24 Mar 2022</p>	No replacement director
2.	<p>Mr. EKATIP TIPPAVANG</p> <p>Gender: Male</p> <p>Age: 38 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>Date position was assumed: 26 Jan 2018</p> <p>Date directorship ended: 31 Aug 2022</p>	No replacement director
3.	<p>Mr. MANA KITIRAT</p> <p>Gender: Male</p> <p>Age: 49 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</p> <p>(Executive)</p>	<p>Date position was assumed: 14 Aug 2019</p> <p>Date directorship ended: 1 Feb 2022</p>	No replacement director
4.	<p>Mr. TORPHONG CHAIYASAN</p> <p>Gender: Male</p> <p>Age: 53 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p>	<p>Date position was assumed: 1 Nov 2019</p> <p>Date directorship ended: 24 Mar 2022</p>	No replacement director
5.	<p>Mr. MONTHEP MAPIAM</p> <p>Gender: Male</p> <p>Age: 45 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</p> <p>(Executive)</p>	<p>Date position was assumed: 4 Nov 2020</p> <p>Date directorship ended: 24 Mar 2022</p>	No replacement director

6.	Mr. NITIPAT AMNATTHALOENGSAK	Director	Date position was	No replacement director
	Gender: Male	(Non-executive,	assumed:	
	Age: 66 years old	Independent director)	8 Apr 2021	
	Highest level of education:		Date directorship	
	Bachelor's degree		ended:	
	Major: Law		9 May 2022	
	Thai nationality: Yes			
	Residing in Thailand: Yes			

## 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 : No

## 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.	<p>Mr. GEERADAJ WINTHAI [1]</p> <p>Gender: Male</p> <p>Age: 52 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>Chairman of the audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	30 Mar 2022	<p>Data Management, Change Management, Corporate Management, Project Management, Marketing, Negotiation, Governance/ Compliance, Accounting, Leadership, Energy &amp; Utilities, Audit, Finance, Internal Control, Food &amp; Beverage, Data Analysis, Corporate Social Responsibility</p>
2.	<p>Mr. SUNSERN AGGUTAMANUS</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	30 Mar 2022	<p>Economics, Agribusiness, Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Audit, Budgeting, Governance/ Compliance, Internal Control</p>

3.	Mr. NUMCHAI LOWATTANATAKUL	Audit committee (Non-executive, Independent director)	14 Nov 2022	Energy & Utilities, Corporate Social Responsibility, Sustainability, Human Resource Management, Data Analysis, Data Management, Negotiation, Project Management, Corporate Management, Engineering, Leadership, Strategic Management, Risk Management, Audit, Internal Control, Governance/ Compliance, Budgeting
	Gender: Male			
	Age: 66 years old			
	Highest level of education:			
	Master's degree	Director type: Newly		
	Major: Business Administration	appointed director to		
	Thai nationality: Yes	replace ex-director		
	Residing in Thailand: Yes			

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

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

General information	Position	Tenure	Replacement Director
1. Mr. TORPHONG CHAIYASAN Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)	Date position was assumed: 1 Nov 2019 Date directorship ended: 24 Mar 2022	No replacement director
2. Mr. EKATIP TIPPAVANG [1] Gender: Male Age: 38 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 26 Jan 2018 Date directorship ended: 31 Aug 2022	No replacement director
3. Mr. NITIPAT AMNATTHALOENGSAK Gender: Male Age: 66 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 8 Apr 2021 Date directorship ended: 9 May 2022	No replacement director

[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. POL. GEN. MANOO MEKMOK Gender: Male Age: 61 years old Highest level of education: Master's degree Major: public administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	11 Mar 2022
2. Mr. WUTHICHART KALYANAMITRA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	25 Feb 2022
3. Ms. Poonchaya Patkotchakorn Gender: Female Age: 39 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	26 Aug 2020
4. Ms. PHUNCHALEE SANGPAIBOON Gender: Female Age: 38 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	14 Nov 2022

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

General information	Position	Tenure	Replacement Director
1. Mr. MONTHEP MAPIAM Gender: Male Age: 45 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 26 Aug 2020 Date directorship ended: 24 Mar 2022	Ms. PHUNCHALEE SANGPAIBOON Date position was assumed: 14 Nov 2022
2. Mr. SITTICHAJ KRITVIVAT Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	Date position was assumed: 17 Oct 2019 Date directorship ended: 4 Feb 2022	POL. GEN. MANOO MEKMOK Date position was assumed: 11 Mar 2022

#### Other sub-committees

#### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and compensation Committee	Mr. NUMCHAI LOWATTANATAKUL	Chairman
	Mr. GEERADAJ WINTHAI	Member
	Mr. SUNSERN AGGUTAMANUS	Member

#### Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : Nomination and compensation Committee

Sub-committees responsible for remuneration : Nomination and compensation Committee

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.	<p>Mr. WUTHICHART KALYANAMITRA</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</p>	CHIEF EXECUTIVE OFFICER	11 Mar 2022	<p>Energy &amp; Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Governance/ Compliance</p>
2.	<p>Mr. Kandanai Srangtoneng</p> <p>Gender: Male</p> <p>Age: 37 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Law</p>	Vice President of Compliance	17 May 2019	<p>Law, Data Management, Risk Management, Human Resource Management, Data Analysis, Negotiation, Corporate Social Responsibility, Sustainability, Internal Control, Governance/ Compliance, Leadership, Property Development, Economics, Corporate Management, Strategic Management</p>

3.	Ms. Poonchaya Patkotchakorn [1] Gender: Female Age: 39 years old Highest level of education: Master's degree Major: Finance	Chief Financial Officer	18 Sep 2019	Data Management, Corporate Management, Data Analysis, Finance, Negotiation, Accounting, Leadership, Energy & Utilities, Strategic Management, Change Management, Risk Management, Human Resource Management, Audit, Finance & Securities
4.	Ms. Patcharin Singthuen Gender: Female Age: 31 years old Highest level of education: Master's degree Major: Tourism Management and Marketing	Company Secretary and Chief Support Officer	4 Nov 2020	Law, Strategic Management, Data Management, Change Management, Risk Management, Human Resource Management, Corporate Management, Brand Management, Tourism & Leisure, Data Analysis, Negotiation, Corporate Social Responsibility, Sustainability, Governance/ Compliance, Leadership, Energy & Utilities, Fashion, Food & Beverage, Marketing
5.	Ms. PHUNCHALEE SANGPAIBOON Gender: Female Age: 38 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer Assistant	1 Mar 2023	Accounting, Finance, Procurement, Data Management, Data Analysis, Statistics, Food & Beverage, Audit, Budgeting
6.	Mr. Wichit Phoophanchit Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Political Science	Chief Operating Officer (Acting)	30 Mar 2023	Property Development, Law, Human Resource Management, Energy & Utilities, Negotiation, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance

[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)	12,957,317.47	11,070,915.33	13,310,067.67

## 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) : 12

Number of female employees (persons) : 27

Total (persons) : 39

#### Provident fund

Total number of employees (persons) : 39

Number of employees contributing to the PVD (persons) : 20

Percentage of employees who are members (%) : 51.28

# 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. POL. GEN. MANOO MEKMOK Gender: Male Age: 61 years old Highest level of education: Master's degree Major: public administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 11 Mar 2022	Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance
2. Mr. GEERADAJ WINTHAI Gender: Male Age: 52 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: Re-elected as director	Date position was assumed: 11 Mar 2022	Data Management, Change Management, Corporate Management, Project Management, Marketing, Negotiation, Governance/ Compliance, Accounting, Leadership, Energy & Utilities, Audit, Finance, Internal Control, Food & Beverage, Data Analysis, Corporate Social Responsibility

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

General information	Position	Date position was assumed	Experience and expertise
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1.	<p>POL. GEN. SOMYOT POOMPANMOUNG</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Philosophy</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Chairman of the board (Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 30 Mar 2022</p>	<p>Petrochemicals &amp; Chemicals, Energy &amp; Utilities, Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Analysis, Negotiation, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance</p>
2.	<p>Mr. WUTHICHART KALYANAMITRA</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 25 Feb 2022</p>	<p>Energy &amp; Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Governance/ Compliance</p>
3.	<p>Mr. SUNSERN AGGUTAMANUS</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 30 Mar 2022</p>	<p>Economics, Agribusiness, Law, Corporate Social Responsibility, Human Resource Management, Sustainability, Project Management, Corporate Management, Leadership, Strategic Management, Risk Management, Audit, Budgeting, Governance/ Compliance, Internal Control</p>

4.	Mr. NUMCHAI LOWATTANATAKUL	Director (Non-executive, Independent director)	Date position was assumed: 11 Aug 2022	Energy & Utilities, Corporate Social Responsibility, Sustainability, Human Resource Management, Data Analysis, Data Management, Negotiation, Project Management, Corporate Management, Engineering, Leadership, Strategic Management, Risk Management, Audit, Internal Control, Governance/ Compliance, Budgeting
	Gender: Male			
	Age: 66 years old			
	Highest level of education:			
	Master's degree	Director type: Newly		
	Major: Business Administration	appointed director to		
	Thai nationality: Yes	replace ex-director		
	Residing in Thailand: Yes			
5.	Dr. SOMKIAT PRAJAMWONG	Director (Non-executive, Independent director)	Date position was assumed: 30 Jan 2023	Agribusiness, Energy & Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Analysis, Negotiation, Project Management, Corporate Management, Engineering, Leadership, Strategic Management, Risk Management, Governance/ Compliance
	Gender: Male			
	Age: 62 years old			
	Highest level of education:			
	Honorary degree	Director type: Newly		
	Major: Management	appointed director to		
	Thai nationality: Yes	replace ex-director		
	Residing in Thailand: Yes			

#### Development of directors over the past year

List of directors	Position	Participated in director development program
POL. GEN. SOMYOT POOMPANMOUNG	Chairman of the board	Participating
Pol.Capt. RATCHATA POOMPANMOUNG	Director	Participating
Mr. WUTHICHART KALYANAMITRA	Director	Participating
POL. GEN. MANOO MEKMOK	Director	Participating
Mr. GEERADAJ WINTHAI	Director	Participating
Mr. SUNSERN AGGUTAMANUS	Director	Participating
Mr. NUMCHAI LOWATTANATAKUL	Director	Participating

Dr. SOMKIAT PRAJAMWONG	Director	Participating
Sqn.Ldr. SITA DIVARI	Chairman of the board	N/A
Mr. EKATIP TIPPAVANG	Director	N/A
Mr. MANA KITIRAT	Director	N/A
Mr. TORPHONG CHAIYASAN	Director	N/A
Mr. MONTHEP MAPIAM	Director	N/A
Mr. NITIPAT AMNATTHALOENGSAK	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) : 10

Date of AGM meeting : 28 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. POL. GEN. SOMYOT POOMPANMOUNG (Chairman of the board)	-	5/6	Participating	Did not hold the meeting
2. Pol.Capt. RATCHATA POOMPANMOUNG (Director)	-	9/10	Participating	Did not hold the meeting
3. Mr. WUTHICHART KALYANAMITRA (Director)	-	8/8	Participating	Did not hold the meeting
4. POL. GEN. MANOO MEKMOK (Director)	-	8/8	Participating	Did not hold the meeting

5.	Mr. GEERADAJ WINTHAI (Director)	-	10/10	Participating	Did not hold the meeting
6.	Mr. SUNSERN AGGUTAMANUS (Director)	-	6/6	Participating	Did not hold the meeting
7.	Mr. NUMCHAI LOWATTANATAKUL (Director)	-	2/2	Non-participating	Did not hold the meeting
8.	Dr. SOMKIAT PRAJAMWONG (Director)	-	0/0	Non-participating	Did not hold the meeting
9.	Sqn.Ldr. SITA DIVARI (Chairman of the board)	24 Mar 2022	3/3	Non-participating	Did not hold the meeting
10.	Mr. EKATIP TIPPAVANG (Director)	31 Aug 2022	8/8	Participating	Did not hold the meeting
11.	Mr. MANA KITIRAT (Director)	1 Feb 2022	1/1	Non-participating	Did not hold the meeting
12.	Mr. TORPHONG CHAIYASAN (Director)	24 Mar 2022	2/3	Non-participating	Did not hold the meeting
13.	Mr. MONTHEP MAPIAM (Director)	24 Mar 2022	3/3	Participating	Did not hold the meeting
14.	Mr. NITIPAT AMNATTHALOENGSAK (Director)	9 May 2022	0/6	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.	POL. GEN. SOMYOT POOMPANMOUNG (Chairman of the board)	-	25,000.00	1,800,000.00	Yes
2.	Pol.Capt. RATCHATA POOMPANMOUNG (Director)	-	45,000.00	300,000.00	Yes
3.	Mr. WUTHICHART KALYANAMITRA (Director)	-	40,000.00	241,935.48	Yes
4.	POL. GEN. MANOO MEKMOK (Director)	-	40,000.00	241,935.48	Yes
5.	Mr. GEERADAJ WINTHAI (Director)	-	85,000.00	345,000.00	Yes
6.	Mr. SUNSERN AGGUTAMANUS (Director)	-	60,000.00	225,000.00	Yes

7.	Mr. NUMCHAI LOWATTANATAKUL (Director)	-	10,000.00	116,935.48	Yes
8.	Dr. SOMKIAT PRAJAMWONG (Director)	-	0.00	0.00	Yes
9.	Sqn.Ldr. SITA DIVARI (Chairman of the board)	24 Mar 2022	N/A	N/A	Yes
10.	Mr. EKATIP TIPPAVANG (Director)	31 Aug 2022	N/A	N/A	Yes
11.	Mr. MANA KITIRAT (Director)	1 Feb 2022	N/A	N/A	Yes
12.	Mr. TORPHONG CHAIYASAN (Director)	24 Mar 2022	N/A	N/A	Yes
13.	Mr. MONTHEP MAPIAM (Director)	24 Mar 2022	N/A	N/A	Yes
14.	Mr. NITIPAT AMNATTHALOENGSAK (Director)	9 May 2022	N/A	N/A	Yes

## 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) : 5

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. GEERADAJ WINTHAI (Chairman of the audit committee)	-	4/4
2.	Mr. SUNSERN AGGUTAMANUS (Audit committee)	-	4/4
3.	Mr. NUMCHAI LOWATTANATAKUL (Audit committee)	-	0/0
4.	Mr. TORPHONG CHAIYASAN (Chairman of the audit committee)	24 Mar 2022	1/1
5.	Mr. EKATIP TIPPAVANG (Audit committee)	31 Aug 2022	3/4
6.	Mr. NITIPAT AMNATTHALOENGSAK (Audit committee)	9 May 2022	0/2