



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

FNS 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 : FNS HOLDINGS PUBLIC COMPANY LIMITED

Symbol : FNS

Address : 345 Surawong Road 6th Fl., 345 Surawong Building Suriyawong,
Bangrak

Province : Bangkok

Postcode : 10500

Business : The Company is an investment holding company with a portfolio of
interests that can be categorized under three main headings :
(1) Real Estate Development and Investment (2) Direct
Investment (3) Financial Services

Registration Number : 0107545000080

Telephone : 0-2697-3700

Fax (if applicable) : 0-2697-3779

Website : www.fnsplc.com

Email : info@fnsplc.com

Total Shares Sold (shares)

Common Stock : 345,855,440

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	763.63	265.95	388.57
Financial Services and Investment (Thousand baht)	763.63	265.95	388.57

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Financial Services and Investment (%)	100.00	100.00	100.00

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	763.63	265.95	388.57
Domestic (Thousand baht)	763.63	265.95	388.57
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

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 : Waste Management, Greenhouse Gas and Climate Change Management

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 : Yes

Company human right guideline : Employee 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)	34	29	10
Number of female employees (persons)	40	36	17
Total (persons)	74	65	27

• 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)	0	0	0

• 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	5	100.00
Number of male directors	5	100.00
Number of female directors	0	0.00
Number of executive directors	2	40.00
Number of non-executive directors	3	60.00
Number of independent directors	3	60.00

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. AKARAT NA RANONG Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	11 Jan 2011	Economics

2.	<p>Mr. VORASIT POKACHAIYAPAT</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Computer Information Systems</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	19 Jun 2002	IT Management, Corporate Management, Finance, Property Development, Economics
3.	<p>Mr. NUTTAWUT PHOWBOROM</p> <p>Gender: Male</p> <p>Age: 58 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: Original director</p>	25 Apr 2013	Economics, Accounting
4.	<p>Mr. CHANMANU SUMAWONG</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: Original director</p>	1 Feb 2018	Law
5.	<p>Mr. JAMES MARSHALL</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: Actuarial Science, London Stock Exchange Examinations</p> <p>Thai nationality: No</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	24 Feb 2022	Data Analysis

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

General information	Position	Tenure	Replacement Director
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1.	Mr. VARAH SUCHARITAKUL	Director (Executive)	Date position was assumed: 19 Jun 2002 Date directorship ended: 6 May 2022	No replacement director
	Gender: Male			
	Age: 58 years old			
	Highest level of education:			
	Master's degree			
	Major: Business Administration			
	Thai nationality: Yes			
	Residing in Thailand: Yes			
2.	Mr. KITTIPONG LERTVANANGKUL	Director (Executive)	Date position was assumed: 15 Sep 2020 Date directorship ended: 6 May 2022	No replacement director
	Gender: Male			
	Age: 57 years old			
	Highest level of education:			
	Master's degree			
	Major: Finance			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

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 : 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.	Mr. CHANMANU SUMAWONG Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	1 Mar 2022	Law
2.	Mr. NUTTAWUT PHOWBOROM Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	25 Apr 2013	Economics, Accounting
3.	Mr. AKARAT NA RANONG Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	1 Mar 2022	Economics

[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. VORASIT POKACHAIYAPAT Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Computer Information Systems Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	19 Jun 2002
2. Mr. JAMES MARSHALL Gender: Male Age: 68 years old Highest level of education: Below a bachelor's degree Major: Actuarial Science, London Stock Exchange Examinations Thai nationality: No Residing in Thailand: Yes	Member of the executive committee	24 Feb 2022

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
The Nomination, Compensation and Corporate Governance Committee	Mr. AKARAT NA RANONG Mr. CHANMANU SUMAWONG Mr. VORASIT POKACHAIYAPAT	Member Chairman Member

Roles of Sub-committees

Sub-committees responsible for risk management	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for nomination	: The Nomination, Compensation and Corporate Governance Committee

Sub-committees responsible for remuneration	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for corporate governance	: The Nomination, Compensation and Corporate Governance Committee
Sub-committees responsible for corporate sustainability development	: The Nomination, Compensation and Corporate Governance Committee

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. VORASIT POKACHAIYAPAT Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Computer Information Systems	MANAGING DIRECTOR	19 Jun 2002	IT Management, Corporate Management, Finance, Property Development, Economics
2. Mr. JAMES MARSHALL Gender: Male Age: 68 years old Highest level of education: Below a bachelor's degree Major: Actuarial Science, London Stock Exchange Examinations	Head of Research and Business Development	1 Jan 1999	Data Analysis
3. Ms. Rachanee Mahatdetkul Gender: Female Age: 56 years old Highest level of education: Master's degree Major: Business Administration	Senior Vice President of Direct Investment	1 Jan 2007	Property Fund & REITs, Property Development
4. Mr. Chankit Assawarotjanamitre Gender: Male Age: 60 years old Highest level of education: Bachelor's degree Major: Business Administration	Head of Administration	1 Mar 2008	Procurement

5.	Mrs. Nuchalee Junkhun Gender: Female Age: 53 years old Highest level of education: Bachelor's degree Major: Economics	Head of Human Resources	1 Mar 2009	Human Resource Management
6.	Mr. Chakhrit Suphepre Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Computer Science & Information Technology	Group Head of IT & SVP	18 Apr 2012	IT Management
7.	Ms. Wipa Nilsophon Gender: Female Age: 58 years old Highest level of education: Master's degree Major: Business Administration	Assistant Managing Director, Compliance Department	22 Jan 2015	Governance/ Compliance
8.	Mrs. Snitha Asawachinda Gender: Female Age: 51 years old Highest level of education: Master's degree Major: Business Administration	Head of Treasury Department	11 Aug 2022	Economics
9.	Ms. Papatsamon Chantravee [1] Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Finance	Chief Financial Officer	1 Jan 2023	Accounting, Finance

[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)	68,890,000.00	37,100,000.00	31,860,000.00

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) : 10

Number of female employees (persons) : 17

Total (persons) : 27

Provident fund

Total number of employees (persons) : 27

Number of employees contributing to the PVD (persons) : 27

Percentage of employees who are members (%) : 100.00

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

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

List of new directors appointed in the past year

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. JAMES MARSHALL Gender: Male Age: 68 years old Highest level of education: Below a bachelor's degree Major: Actuarial Science, London Stock Exchange Examinations Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 24 Feb 2022	Data Analysis

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. AKARAT NA RANONG	Chairman of the board	Non-participating
Mr. VORASIT POKACHAIYAPAT	Director	Non-participating
Mr. NUTTAWUT PHOWBOROM	Director	Non-participating
Mr. CHANMANU SUMAWONG	Director	Participating
Mr. JAMES MARSHALL	Director	Non-participating
Mr. VARAH SUCHARITAKUL	Director	Non-participating
Mr. KITTIPONG LERTVANANGKUL	Director	Non-participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 7

Date of AGM meeting : 28 Mar 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. AKARAT NA RANONG (Chairman of the board)	-	7/7	Participating	Did not hold the meeting
2. Mr. VORASIT POKACHAIYAPAT (Director)	-	7/7	Participating	Did not hold the meeting
3. Mr. NUTTAWUT PHOWBOROM (Director)	-	4/7	Participating	Did not hold the meeting
4. Mr. CHANMANU SUMAWONG (Director)	-	7/7	Participating	Did not hold the meeting
5. Mr. JAMES MARSHALL (Director)	-	5/5	Participating	Did not hold the meeting
6. Mr. VARAH SUCHARITAKUL (Director)	6 May 2022	3/3	Non-participating	Did not hold the meeting
7. Mr. KITTIPONG LERTVANANGKUL (Director)	6 May 2022	3/3	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. AKARAT NA RANONG (Chairman of the board)	-	540,000.00	1,008,333.00	N/A
2.	Mr. VORASIT POKACHAIYAPAT (Director)	-	N/A	N/A	N/A
3.	Mr. NUTTAWUT PHOWBOROM (Director)	-	175,000.00	450,000.00	N/A
4.	Mr. CHANMANU SUMAWONG (Director)	-	370,000.00	491,667.00	N/A
5.	Mr. JAMES MARSHALL (Director)	-	N/A	N/A	N/A
6.	Mr. VARAH SUCHARITAKUL (Director)	6 May 2022	N/A	N/A	N/A
7.	Mr. KITTIPONG LERTVANANGKUL (Director)	6 May 2022	N/A	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) : 5

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. CHANMANU SUMAWONG (Chairman of the audit committee)	-	5/5
2.	Mr. NUTTAWUT PHOWBOROM (Audit committee)	-	3/5
3.	Mr. AKARAT NA RANONG (Audit committee)	-	5/5