



# **Annual Registration Statement / Annual Report**

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

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

**THITIKORN 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 : THITIKORN PUBLIC COMPANY LIMITED

Symbol : TK

Address : 69 RAMKHAMHAENG ROAD, HUAMAK, BANG KAPI

Province : Bangkok

Postcode : 10240

Business : The Company's main business is hire-purchase provider for automobile and motorcycles.

Registration Number : 0107546000130

Telephone : 0-2310-7000

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

Email : [investor@tk.co.th](mailto:investor@tk.co.th)

#### Total Shares Sold (shares)

Common Stock : 500,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2020	2021	2022
Total (Thousand baht)	2,548,153.00	2,002,377.00	1,947,786.00
Motorcycle Hire-purchase (Thousand baht)	1,977,298.56	1,360,175.22	1,444,907.04
Automobile Hire-purchase (Thousand baht)	16,256.17	10,672.74	12,325.88
Loans (Thousand baht)	13,284.50	18,037.25	10,638.53
Others (Thousand baht)	541,313.53	613,491.71	479,913.84
Other income (Thousand baht)	0.24	0.08	0.71

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Motorcycle Hire-purchase (%)	77.60	67.93	74.18
Automobile Hire-purchase (%)	0.64	0.53	0.63
Loans (%)	0.52	0.90	0.55
Others (%)	21.24	30.64	24.64
Other income (%)	0.00	0.00	0.00

#### By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	2,548,153.00	2,002,377.00	1,947,786.00
Domestic (Thousand baht)	2,066,512.78	1,581,361.62	1,407,359.30
International (Thousand baht)	481,640.22	421,015.38	540,426.70
Cambodia (Thousand baht)	388,824.29	341,709.64	475,320.58

Laos (Thousand baht)	92,680.48	79,144.34	65,075.61
Myanmar (Thousand baht)	135.21	161.32	29.80
Other income (Thousand baht)	0.24	0.08	0.71

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	81.10	78.97	72.25
International (%)	18.90	21.03	27.75
Cambodia (%)	80.73	81.16	87.95
Laos (%)	19.24	18.80	12.04
Myanmar (%)	0.03	0.04	0.01
Other income (%)	0.00	0.00	0.00

## 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)**

### The Company's Business Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Government policy
- Reliance on large partners / distributors or few partners / distributors
- Other

##### Operational Risk

- Reliance on employees in key positions
- Product obsolescence
- Information security and cyber-attack
- Safety, occupational health, and working environment
- Climate change and disasters

##### Compliance Risk

- Change in laws and regulations

##### Financial Risk

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



## Risk to Securities Holder (2.2.2)

Investment risk of securities holders

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

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

None

Risk Management Measures: No

Related Risk Topics

- Investment risk

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : [http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate\\_governance/CSDPolicy24.1.2022.pdf](http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate_governance/CSDPolicy24.1.2022.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 : [http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate\\_governance/EMPpolicy24.1.2022.pdf](http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate_governance/EMPpolicy24.1.2022.pdf)

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

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

##### Energy management

###### • Fuel consumption

	2020	2021	2022
Diesel (Litre)	N/A	N/A	346,028.00
Gasoline (Litre)	N/A	N/A	1,506.00

##### Waste management

###### • Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	N/A	N/A	23,985.00

Hazardous waste (kg)	N/A	N/A	105.00
<b>Total (kg)</b>	N/A	N/A	24,090.00

## 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	951.70
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	627.85
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	1,425.97
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	3,005.52

### • 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

URL of human rights policy : [http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate\\_governance/CSDPolicy24.1.2022.pdf](http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate_governance/CSDPolicy24.1.2022.pdf)

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)	712	734	834
Number of female employees (persons)	368	374	399
<b>Total (persons)</b>	<b>1,080</b>	<b>1,108</b>	<b>1,233</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	460,010,553.00	374,668,932.91	325,581,572.00

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	6	6	6
Employee development and training expenses (baht)	248,217.92	241,812.37	174,881.73

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

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

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	21.48	17.60	23.28

• **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 : [http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate\\_governance/CGPolicy24.1.2022.pdf](http://tkw03.thespi.com/tkweb/tk/ir/pdf/corporate_governance/CGPolicy24.1.2022.pdf)

#### 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	11	100.00
Number of male directors	9	81.82
Number of female directors	2	18.18
Number of executive directors	6	54.55
Number of non-executive directors	5	45.45
Number of independent directors	4	36.36

#### 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. CHUMPOL PHORNPRAPHA Gender: Male Age: 81 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive)  Director type: Original director	6 Jun 2003	Economics, Banking, Finance & Securities, Automotive, Marketing, Finance, Corporate Social Responsibility

2.	<p>Ms. PRATHAMA PHORNPRAPHA</p> <p>Gender: Female</p> <p>Age: 53 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>Vice Chairman (Executive)</p> <p>Director type: Re-elected as director</p>	6 Jun 2003	<p>Economics, Banking, Finance &amp; Securities, Automotive, Accounting, Finance, Leadership, Budgeting, Governance/ Compliance</p>
3.	<p>Mr. RAKSANIT PHORNPRAPHA</p> <p>Gender: Male</p> <p>Age: 76 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	6 Jun 2003	<p>Finance &amp; Securities, Accounting</p>
4.	<p>Mr. SATITPHONG PHORNPRAPHA</p> <p>Gender: Male</p> <p>Age: 73 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Original director</p>	6 Jun 2003	<p>Economics, Finance &amp; Securities, Automotive</p>
5.	<p>Mr. PRAPOL PHORNPRAPHA</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Bachelor'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>	6 Jun 2003	<p>Economics, Banking, Finance &amp; Securities, Automotive, Marketing, Accounting, Finance, Leadership, Strategic Management, Budgeting, Governance/ Compliance</p>

6.	Mr. PRASIT SAINONSEE Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	25 Apr 2018	Automotive, Economics
7.	Mr. APICHART KASEMKULSIRI Gender: Male Age: 56 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	25 Apr 2019	Economics, Banking, Finance & Securities, Automotive, Property Fund & REITs, Property Development, Law, Marketing, Accounting, Finance, Leadership, Risk Management, Audit, Internal Control, Strategic Management
8.	Mr. APICHAI UEMSATHIENPORN Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	14 May 2020	Economics, Automotive
9.	Mrs. SAOWANEE KAMOLBUTR Gender: Female Age: 70 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	23 Feb 2021	Economics, Finance & Securities, Banking, Automotive, Transportation & Logistics, Accounting, Finance, Leadership, Risk Management, Audit, Internal Control

10.	Mr. KIATTIKHUN CHARTPRASERT Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	1 Mar 2021	Automotive, Law, Leadership, Strategic Management, Audit, Internal Control, Risk Management
11.	Mr. NHA-KRAN LOAHAVILAI Gender: Male Age: 57 years old Highest level of education: Master's degree Major: Computer Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	25 Apr 2022	Economics, Automotive, Media & Publishing, Leadership, Strategic Management, Law

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

General information	Position	Tenure	Replacement Director
1. Mr. WIBOON PERM-ARAYAWONG Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 23 Apr 2013  Date directorship ended: 25 Apr 2022	Mr. NHA-KRAN LOAHAVILAI Date position was assumed: 25 Apr 2022

#### 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 : 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. APICHART KASEMKULSIRI [1] Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	25 Apr 2019	Economics, Banking, Finance & Securities, Automotive, Property Fund & REITs, Property Development, Law, Marketing, Accounting, Finance, Leadership, Risk Management, Audit, Internal Control, Strategic Management
2.	Mrs. SAOWANEE KAMOLBUTR [1] Gender: Female Age: 70 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	23 Feb 2021	Economics, Finance & Securities, Banking, Automotive, Transportation & Logistics, Accounting, Finance, Leadership, Risk Management, Audit, Internal Control
3.	Mr. KIATTIKHUN CHARTPRASERT [1] Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	1 Mar 2021	Automotive, Law, Leadership, Strategic Management, Audit, Internal Control, Risk 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
<p>1. Ms. PRATHAMA PHORNPRAPHA</p> <p>Gender: Female</p> <p>Age: 53 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>	Chairman of the executive committee	6 Jun 2003
<p>2. Mr. PRAPOL PHORNPRAPHA</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Member of the executive committee	6 Jun 2003
<p>3. Mr. RAKSANIT PHORNPRAPHA</p> <p>Gender: Male</p> <p>Age: 76 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Member of the executive committee	6 Jun 2003
<p>4. Mr. PRASIT SAINONSEE</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>	Member of the executive committee	25 Apr 2018

5.	Mr. APHICHAJ UEMSATHIENPORN	Member of the executive committee	14 May 2020
	Gender: Male		
	Age: 62 years old		
	Highest level of education: Master's degree		
	Major: Business Administration		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. APICHART KASEMKULSIRI	Chairman
	Mr. NHA-KRAN LOAHAVILAI	Member
	Mr. APHICHAJ UEMSATHIENPORN	Member
Risk Management Committee	Mr. Taweesak Charoensakyothin	Chairman
	Mr. APHICHAJ UEMSATHIENPORN	Member
	Mr. PRASIT SAINONSEE	Member
	Ms. Siripen Neamcharoun	Member
	Mr. Akom Pourbuntidgul	Member
	Mrs. Cholticha Yodsri	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 : Nomination and Remuneration Committee

Sub-committees responsible for corporate sustainability development : Risk Management 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. Ms. PRATHAMA PHORNPRAPHA [1] Gender: Female Age: 53 years old Highest level of education: Master's degree Major: Business Administration	PRESIDENT OF THE EXECUTIVE BOARD	6 Jun 2003	Economics, Banking, Finance & Securities, Automotive, Accounting, Finance, Leadership, Budgeting, Governance/ Compliance
2. Mr. PRAPOL PHORNPRAPHA Gender: Male Age: 49 years old Highest level of education: Bachelor's degree Major: Business Administration	Deputy Managing Director	6 Jun 2003	Economics, Banking, Finance & Securities, Automotive, Marketing, Accounting, Finance, Leadership, Strategic Management, Budgeting, Governance/ Compliance
3. Mr. PRASIT SAINONSEE Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Business Administration	Asscistant Deputy Managing Director	1 Jan 2004	Automotive, Economics
4. Mr. APHICHAJ UEMSATHIENPORN Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration	Asscistant Deputy Managing Director	1 Jan 2004	Economics, Automotive
5. Ms. Siripen Neamcharoun Gender: Female Age: 51 years old Highest level of education: Master's degree Major: Business Administration	Accounting and Finance Division Manager	1 Oct 2021	Economics, Banking, Automotive, Finance, Risk Management, Internal Control, Audit, Budgeting

6.	Mr. Taweesak Charoensakyothin Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Business Administration	Manager Regional Department	1 Jan 2016	Economics, Automotive, Engineering, Risk Management
7.	Mr. Piti Ngamlert Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Finance	Foreign Credit Manager	1 Jan 2016	Banking, Finance, Automotive
8.	Mr. Somboon Narasunthornkun Gender: Male Age: 60 years old Highest level of education: Below a bachelor's degree Major: Management	Manager of Operation 1	1 Jan 2014	Automotive, Marketing

[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)	33,157,124.00	32,330,494.00	36,758,866.00

### 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) : 834

Number of female employees (persons) : 399

Total (persons) : 1,233

#### Employee Remuneration

Total employee remuneration : 325,581,572.00

#### Provident fund

Total number of employees (persons) : 1,233

Number of employees contributing to the PVD (persons) : 30

Percentage of employees who are members (%) : 2.43

## 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. Wannatkamol Piemkhumdee	wannatkamol@thespi.com	02-3107041

- Company secretary

General information	Email	Telephone
1. Mr. Aphichai Uemsathienporn	aphichai@thespi.com	02-3107007

- Head of compliance unit

General information	Email	Telephone
1. Mr. Bunprakrong Norkaew	Bunprakrong@thespi.com	02-3107233
2. Mr. Worapot Maneechote	worapot@thespi.com	02-3107623
3. Ms. Wilasinee Sathawarodom	Wilasinee@thespi.com	02-3107031
4. Ms. ketsara Chienkaew	ketsara@tk.co.th	02-3107110

- Head of investor relations

General information	Email	Telephone
1. Mr. Prapol Phornorapha	Prapol@tk.co.th	02-3107555

**Company's auditor**

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. M.R. & ASSOCIATES COMPANY LIMITED	1. Mr. Methee Ratanasrimetha Email: methee@mrassociates.co. th Telephone: -  2. Mr. Pisit Chiwaruangroch Email: pisit@mrassociates.co. th Telephone: -  3. Ms. Kornthip Wanichwisedkul Email: kornthip@mrassociates. co.th Telephone: -	3,630,000.00	-

# 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 continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Ms. PRATHAMA PHORNPRAPHA Gender: Female Age: 53 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Executive)  Director type: Re-elected as director	Date position was assumed: 6 Jun 2003	Economics, Banking, Finance & Securities, Automotive, Accounting, Finance, Leadership, Budgeting, Governance/ Compliance
2. Mr. PRASIT SAINONSEE Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 25 Apr 2018	Automotive, Economics
3. Mr. APICHART KASEMKULSIRI Gender: Male Age: 56 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: 25 Apr 2019	Economics, Banking, Finance & Securities, Automotive, Property Fund & REITs, Property Development, Law, Marketing, Accounting, Finance, Leadership, Risk Management, Audit, Internal Control, Strategic Management

4.	Mr. APHICHAJ UEMSATHIENPORN	Director (Executive)	Date position was assumed: 14 May 2020	Economics, Automotive
	Gender: Male			
	Age: 62 years old			
	Highest level of education:	Director type: Re-elected as director		
	Master's degree			
	Major: Business Administration			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. NHA-KRAN LOAHAVILAI Gender: Male Age: 57 years old Highest level of education: Master's degree Major: Computer Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 25 Apr 2022	Economics, Automotive, Media & Publishing, Leadership, Strategic Management, Law

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. CHUMPOL PHORNPRAPHA	Chairman of the board	Non-participating
Ms. PRATHAMA PHORNPRAPHA	Vice Chairman	Participating
Mr. RAKSANIT PHORNPRAPHA	Director	Non-participating
Mr. SATITPHONG PHORNPRAPHA	Director	Non-participating
Mr. PRAPOL PHORNPRAPHA	Director	Non-participating
Mr. PRASIT SAINONSEE	Director	Non-participating
Mr. APICHART KASEMKULSIRI	Director	Participating
Mr. APHICHAJ UEMSATHIENPORN	Director	Non-participating
Mrs. SAOWANEE KAMOLBUTR	Director	Participating



Mr. KIATTIKHUN CHARTPRASERT	Director	Non-participating
Mr. NHA-KRAN LOAHAVILAI	Director	Non-participating
Mr. WIBOON PERM-ARAYAWONG	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) : 4

Date of AGM meeting : 25 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. CHUMPOL PHORNPRAPHA (Chairman of the board)	-	4/4	Participating	Did not hold the meeting
2. Ms. PRATHAMA PHORNPRAPHA (Vice Chairman)	-	4/4	Participating	Did not hold the meeting
3. Mr. RAKSANIT PHORNPRAPHA (Director)	-	4/4	Participating	Did not hold the meeting
4. Mr. SATITPHONG PHORNPRAPHA (Director)	-	4/4	Participating	Did not hold the meeting
5. Mr. PRAPOL PHORNPRAPHA (Director)	-	4/4	Participating	Did not hold the meeting
6. Mr. PRASIT SAINONSEE (Director)	-	4/4	Participating	Did not hold the meeting
7. Mr. APICHART KASEMKULSIRI (Director)	-	4/4	Participating	Did not hold the meeting

8.	Mr. APHICHAJ UEMSATHIENPORN (Director)	-	4/4	Participating	Did not hold the meeting
9.	Mrs. SAOWANEE KAMOLBUTR (Director)	-	4/4	Participating	Did not hold the meeting
10.	Mr. KIATTIKHUN CHARTPRASERT (Director)	-	4/4	Participating	Did not hold the meeting
11.	Mr. NHA-KRAN LOAHAVILAI (Director)	-	3/3	Non-participating	Did not hold the meeting
12.	Mr. WIBOON PERM-ARAYAWONG (Director)	25 Apr 2022	1/1	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. CHUMPOL PHORNPRAPHA (Chairman of the board)	-	N/A	N/A	No
2.	Ms. PRATHAMA PHORNPRAPHA (Vice Chairman)	-	N/A	N/A	No
3.	Mr. RAKSANIT PHORNPRAPHA (Director)	-	N/A	N/A	No
4.	Mr. SATITPHONG PHORNPRAPHA (Director)	-	N/A	N/A	No
5.	Mr. PRAPOL PHORNPRAPHA (Director)	-	N/A	N/A	No
6.	Mr. PRASIT SAINONSEE (Director)	-	N/A	N/A	No
7.	Mr. APICHART KASEMKULSIRI (Director)	-	435,000.00	N/A	Yes
8.	Mr. APHICHAJ UEMSATHIENPORN (Director)	-	N/A	N/A	No
9.	Mrs. SAOWANEE KAMOLBUTR (Director)	-	370,000.00	N/A	Yes
10.	Mr. KIATTIKHUN CHARTPRASERT (Director)	-	370,000.00	N/A	Yes
11.	Mr. NHA-KRAN LOAHAVILAI (Director)	-	170,000.00	N/A	Yes
12.	Mr. WIBOON PERM-ARAYAWONG (Director)	25 Apr 2022	80,000.00	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) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. APICHART KASEMKULSIRI (Chairman of the audit committee)	-	4/4
2.	Mrs. SAOWANEE KAMOLBUTR (Audit committee)	-	4/4
3.	Mr. KIATTIKHUN CHARTPRASERT (Audit committee)	-	4/4