



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

TWZ CORPORATION 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 : TWZ CORPORATION PUBLIC COMPANY LIMITED

Symbol : TWZ

Address : 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng

Province : Bangkok

Postcode : 10400

Business : Core business is a distributor of telecommunication devices which are mobile phones, SIM cards, pre-paid cards, and accessories.

Registration Number : 0107548000285

Telephone : 0-2275-9789

Fax (if applicable) : 0-2275-9798

Website : www.twz.co.th

Email : secretary@twz.co.th

Total Shares Sold (shares)

Common Stock : 19,859,697,555

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	3,302,378.45	3,322,846.79	3,426,920.54
Communication equipment trading (Thousand baht)	3,225,782.42	3,051,027.41	3,368,263.20
Real estate Development (Thousand baht)	9,983.07	160,646.98	4,567.40
Investment property (Thousand baht)	11,675.56	11,484.53	10,874.75
Electric vehicles (Thousand baht)	16.01	69,718.18	13,923.69
Cannabis related business (Thousand baht)	0.00	131.40	1,028.50
Electric Power Generation and Distribution Group (Thousand baht)	85.00	300.00	0.00
Other income (Thousand baht)	54,836.39	29,538.29	28,263.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Communication equipment trading (%)	97.68	91.82	98.29
Real estate Development (%)	0.30	4.83	0.13
Investment property (%)	0.35	0.35	0.32
Electric vehicles (%)	0.00	2.10	0.41
Cannabis related business (%)	0.00	0.00	0.03
Electric Power Generation and Distribution Group (%)	0.00	0.01	0.00
Other income (%)	1.66	0.89	0.82

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	3,302,378.45	3,322,846.79	3,426,920.54
Domestic (Thousand baht)	3,302,378.45	3,322,846.79	3,426,920.54
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)

The risk associated with the termination of franchise contract with Advance Info Service Plc.

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Loss or damage from non-compliance of partners or counterparties

The risk from depending on major distributors

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

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

The risk from Foreign Exchange Rate

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

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

The risk from product obsolescence

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Product obsolescence

The Risk from competition

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Risk associated with the rental contracts

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Property lease agreement execution

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

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, Consumer Rights, 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)	145	147	135
Number of female employees (persons)	204	186	171
Total (persons)	349	333	306

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	7,908,560.69	9,365,429.11	7,766,359.87

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	6	6	6
Employee development and training expenses (baht)	45,900.00	35,400.00	31,800.00

• Health, safety and work environment

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

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	46.99	15.32	44.12

• **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, Anti-corruption

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	7	100.00
Number of male directors	5	71.43
Number of female directors	2	28.57
Number of executive directors	1	14.29
Number of non-executive directors	6	85.71
Number of independent directors	3	42.86

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. PHONGCHARN SAMPHAONGERN Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Public Administration Program Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	14 Aug 2020	Finance, Audit, Fund Management

2.	Mrs. TIPPAKORN RUNGKASIRI Gender: Female Age: 61 years old Highest level of education: Doctoral degree Major: Educational Technology Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	12 Apr 2005	Commerce, Accounting, Data Management, Data Analysis
3.	Mr. BUNDAL UDOL Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Mechanical Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	19 Apr 2013	Engineering
4.	Ms. KAIKAE CHERDVISAVAPAN Gender: Female Age: 57 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	11 Nov 2016	Economics
5.	Mr. PAT LAPANUN Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	30 Apr 2021	Automotive, Finance, Engineering

6.	Mr. MONTREE KAILERDSIN Gender: Male Age: 60 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	13 Aug 2021	Internal Control, Accounting, Audit
7.	Mr. PUTTACHAT RUNGKASIRI Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	12 Apr 2005	Commerce, Information & Communication Technology, Accounting, IT Management, Digital Marketing, Brand Management, Project Management, Corporate Management, Change Management, Leadership

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

General information	Position	Tenure	Replacement Director
1. Mr. KITTIPONG KITTIPASSORN Gender: Male Age: 59 years old Highest level of education: Bachelor's degree Major: Avionic Engineering program Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 14 Nov 2018 Date directorship ended: 1 Feb 2022	No replacement director
2. Mr. NUTTACHAI CHAROENKAJONKUL Gender: Male Age: 33 years old Highest level of education: Bachelor's degree Major: Financial Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 30 Apr 2021 Date directorship ended: 10 Mar 2022	No replacement director

3.	Mr. TEERAYOT SUTHISAMDAENG	Director	Date position was	No replacement director
	Gender: Male	(Executive)	assumed:	
	Age: 45 years old		1 Feb 2022	
	Highest level of education:		Date directorship	
	Bachelor's degree		ended:	
	Major: Technology in Industrial		19 Sep 2022	
	Electrical			
	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. PHONGCHARN SAMPHAONGERN [1] Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Public Administration Program Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	14 May 2021	Finance, Audit, Fund Management
2. Mr. BUNDAL UDOL Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Mechanical Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	14 Aug 2019	Engineering
3. Mr. MONTREE KAILERDSIN [1] Gender: Male Age: 60 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	13 Aug 2021	Internal Control, Accounting, Audit

[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. PUTTACHAT RUNGKASIRI Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	19 Sep 2022
2. Mrs. TIPPAKORN RUNGKASIRI Gender: Female Age: 61 years old Highest level of education: Doctoral degree Major: Educational Technology Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	12 Apr 2005
3. Ms. KAIKAE CHERDVISAVAPAN Gender: Female Age: 57 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	11 Nov 2016

Other sub-committees

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

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. PUTTACHAT RUNGKASIRI Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Accounting	Executive Chairman and Managing Director	19 Sep 2022	Commerce, Information & Communication Technology, Accounting, IT Management, Digital Marketing, Brand Management, Project Management, Corporate Management, Change Management, Leadership
2. Ms. Nalinee Pratubsorn Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Science (Industrial Psychology)	Vice President Human Resource Department and Company Secretary	1 May 2012	Corporate Social Responsibility, Human Resource Management, Data Management
3. Ms. Yan Chen Gender: Female Age: 38 years old Highest level of education: Bachelor's degree Major: International Business English	Vice President Business Development Department (Telecom)	1 Oct 2022	Negotiation, Brand Management, Information & Communication Technology, Transportation & Logistics
4. Mr. Thanawat Krairawatthana Gender: Male Age: 44 years old Highest level of education: Bachelor's degree Major: International Business Administration	Vice President Sales Department	1 Oct 2022	Information & Communication Technology, Marketing, Brand Management

5.	Ms. Ponpun Rungroj [1][2] Gender: Female Age: 42 years old Highest level of education: Bachelor's degree Major: Accounting	Assistant Vice President Accounting and Finance Department and Acti	26 Feb 2021	Accounting, Data Management, Data Analysis
6.	Mr. Pak Meepan Gender: Male Age: 41 years old Highest level of education: Bachelor's degree Major: Computer Science	Assistant Vice President Business Development Department (Non teleco	1 Oct 2022	Brand Management, IT Management, Information & Communication Technology

[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)	3,439,516.00	3,970,322.55	3,470,000.00

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) : 135

Number of female employees (persons) : 171

Total (persons) : 306

Employee Remuneration

Total employee remuneration : 7,766,359.87

Provident fund

Total number of employees (persons) : 306

Number of employees contributing to the PVD (persons) : 143

Percentage of employees who are members (%) : 46.73

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. Ponpun Rungroj	Ponpun_029@twz.co.th	02-2759789

- Company secretary

General information	Email	Telephone
1. Ms. Nalinee Pratusorn	nalinee_p@twz.co.th	02-2759789 ต่อ 555

- Head of internal audit

General information	Email	Telephone
1. Mr. Wichayut Wittayasiripaiboon	Wichayut_witt@twz.co.th	02-2759789

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KARIN AUDIT COMPANY LIMITED	1. Mr. Worapol Wiriakulapong Email: Worapol@karinaudit.co.th Telephone: 02-1054661	4,579,000.00	-

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. Mr. BUNDAL UDOL Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Mechanical Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 19 Apr 2013	Engineering
2. Mr. MONTREE KAILERDSIN Gender: Male Age: 60 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 13 Aug 2021	Internal Control, Accounting, Audit
3. Mr. PUTTACHAT RUNGASIRI Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 12 Apr 2005	Commerce, Information & Communication Technology, Accounting, IT Management, Digital Marketing, Brand Management, Project Management, Corporate Management, Change Management, Leadership

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PHONGCHARN SAMPHAONGERN	Chairman of the board	Non-participating
Mrs. TIPPAKORN RUNGKASIRI	Director	Non-participating
Mr. BUNDAL UDOL	Director	Non-participating
Ms. KAIKAE CHERDVISAVAPAN	Director	Non-participating
Mr. PAT LAPANUN	Director	Non-participating
Mr. MONTREE KAILERDSIN	Director	Non-participating
Mr. PUTTACHAT RUNGKASIRI	Director	Non-participating
Mr. KITTIPONG KITTIPASSORN	Director	Non-participating
Mr. NUTTACHAI CHAROENKAJONKUL	Director	Non-participating
Mr. TEERAYOT SUTHISAMDAENG	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 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. PHONGCHARN SAMPHAONGERN (Chairman of the board)	-	7/7	Participating	Did not hold the meeting
2.	Mrs. TIPPAKORN RUNGKASIRI (Director)	-	7/7	Participating	Did not hold the meeting
3.	Mr. BUNDAL UDOL (Director)	-	7/7	Participating	Did not hold the meeting
4.	Ms. KAIKAE CHERDVISAVAPAN (Director)	-	7/7	Participating	Did not hold the meeting
5.	Mr. PAT LAPANUN (Director)	-	7/7	Participating	Did not hold the meeting
6.	Mr. MONTREE KAILERDSIN (Director)	-	7/7	Participating	Did not hold the meeting
7.	Mr. PUTTACHAT RUNGKASIRI (Director)	-	7/7	Participating	Did not hold the meeting
8.	Mr. KITTIPONG KITTIPASSORN (Director)	1 Feb 2022	1/1	Non-participating	Did not hold the meeting
9.	Mr. NUTTACHAI CHAROENKAJONKUL (Director)	10 Mar 2022	1/1	Non-participating	Did not hold the meeting
10.	Mr. TEERAYOT SUTHISAMDAENG (Director)	19 Sep 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. PHONGCHARN SAMPHAONGERN (Chairman of the board)	-	150,000.00	437,000.00	No
2.	Mrs. TIPPAKORN RUNGKASIRI (Director)	-	120,000.00	300,000.00	No
3.	Mr. BUNDAL UDOL (Director)	-	120,000.00	300,000.00	No
4.	Ms. KAIKAE CHERDVISAVAPAN (Director)	-	120,000.00	300,000.00	No

5.	Mr. PAT LAPANUN (Director)	-	120,000.00	300,000.00	No
6.	Mr. MONTREE KAILERDSIN (Director)	-	120,000.00	300,000.00	No
7.	Mr. PUTTACHAT RUNGKASIRI (Director)	-	170,000.00	473,000.00	No
8.	Mr. KITTIPONG KITTIPASSORN (Director)	1 Feb 2022	20,000.00	0.00	No
9.	Mr. NUTTACHAI CHAROENKAJONKUL (Director)	10 Mar 2022	40,000.00	0.00	No
10.	Mr. TEERAYOT SUTHISAMDAENG (Director)	19 Sep 2022	80,000.00	0.00	No

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

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

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. PHONGCHARN SAMPHAONGERN (Chairman of the audit committee)	-	4/4
2.	Mr. BUNDAL UDOL (Audit committee)	-	4/4
3.	Mr. MONTREE KAILERDSIN (Audit committee)	-	4/4