



# **Annual Registration Statement / Annual Report**

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

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

**TTCL PUBLIC COMPANY LIMITED**

**Fiscal Year End 31 December 2022**



## Table of Contents

	Page
<b>Business Operations and Performance</b>	
Group Structure and Operations	1
Risk Management	4
Sustainable Development	8
<b>Corporate Governance</b>	
Corporate Governance Policy	12
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	13
Performance Report on Corporate Governance	26

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : TTCL PUBLIC COMPANY LIMITED

Symbol : TTCL

Address : 159/41-44 SERM-MIT TOWER 27TH - 30TH FLOOR, SUKHUMVIT 21  
(ASOKE), NORTH KLONGTOEY, WATTANA

Province : Bangkok

Postcode : 10110

Business : The Company provides integrated design and engineering,  
procurement of equipment and materials, and construction  
services of turnkey projects for industrial and process plants  
to the business operator of petroleum, petrochemical and  
chemical industry in Thailand and overseas.

Registration Number : 0107551000185

Telephone : 0-2260-8505

Fax (if applicable) : 0-2260-8525-6

Website : [www.ttcl.com](http://www.ttcl.com)

Email : [mallika.c@ttcl.com](mailto:mallika.c@ttcl.com)

#### Total Shares Sold (shares)

Common Stock : 616,000,043

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

By Product Line or Business Grouping\*

	2020	2021	2022
Total (Thousand baht)	6,869.41	6,347.04	11,272.50
- (Thousand baht)	0.00	0.00	0.00
Revenue from sale (Thousand baht)	9.26	2.76	0.00
Electricity Generation (Thousand baht)	49.25	51.15	56.92
Chemical (Thousand baht)	0.00	0.00	697.26
Power (Thousand baht)	52.78	1,865.02	3,540.44
Petrochemical (Thousand baht)	6,758.12	4,356.58	6,820.37
Other income (Thousand baht)	0.00	71.53	157.51
	2020	2021	2022
Total (%)	100.00	100.00	100.00
- (%)	0.00	0.00	0.00
Revenue from sale (%)	0.13	0.04	0.00
Electricity Generation (%)	0.72	0.81	0.50
Chemical (%)	0.00	0.00	6.19
Power (%)	0.77	29.38	31.41
Petrochemical (%)	98.38	68.64	60.50
Other income (%)	0.00	1.13	1.40

**By Geographical Area or Market\***

	2020	2021	2022
Total (Thousand baht)	6,869.41	6,347.04	11,272.50
Domestic (Thousand baht)	5,892.99	5,146.49	6,347.30
International (Thousand baht)	976.42	1,200.55	4,925.20

  

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	85.79	81.08	56.31
International (%)	14.21	18.92	43.69

\*Excluding the profit margins in the associated companies

**Information on Products and Services (1.2.2)****Product/Service Information and Business Innovation Development (1.2.2.1)**

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	N/A	N/A	N/A

# Risk Management

# Risk Management

## Risk Factors (2.2)

**Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)**

**Risk associated with environmental impact including community complaints**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Impact on the environment

**Risk from the disaster**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Climate change and disasters

**Risk from the impact of global economic**

**Risk Management Measures:** Yes

**Related Risk Topics**

Financial Risk

- Other

**Risk associated with accidents, injuries, illness, contagious disease and mental health**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Safety, occupational health, and working environment



**Risk associate with personel data protection Act B.E. 2562**

**Risk Management Measures:** Yes

**Related Risk Topics**

Compliance Risk

- Violations of laws and regulations

**Risk associated with human rights**

**Risk Management Measures:** Yes

**Related Risk Topics**

Compliance Risk

- Violations of laws and regulations

**Risk from political Instability, state collapse crisis and failure of national, regional or global governance**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Government policy

**Risk associated with corporate brand and reputation**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Damage to company image and reputation

**Risk associated with dispute over intellectual property/ information security**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Information security and cyber-attack

Compliance Risk

- Violations of laws and regulations

#### **Risk associated with disclosure of corporate information**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Corporate Governance

#### **Risk associated with Dishonesty, Corruption, Fraud**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Corruption

#### **Risk associated with malpractices/ misconducts**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

- Other

#### **emerging risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Climate change and disasters



# 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 : [https://www.ttcl.com/sustainability/corporate\\_governance/esg\\_policy](https://www.ttcl.com/sustainability/corporate_governance/esg_policy)

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

URL of environmental policy and practice : [https://www.ttcl.com/sustainability/corporate\\_social\\_responsibility/hse\\_policy](https://www.ttcl.com/sustainability/corporate_social_responsibility/hse_policy)

Company environmental guideline : Electricity Management, Fuel 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	4,819.09
Gasoline (Litre)	N/A	N/A	11,740.79

###### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	756,263.00	620,820.00	603,123.00

## Water management

### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	0.00	0.00	0.00

## Waste management

### • Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	0.00	0.00	30,884,888.50
Hazardous waste (kg)	0.00	0.00	86.50
<b>Total (kg)</b>	<b>0.00</b>	<b>0.00</b>	<b>30,884,975.00</b>

## Greenhouse gas management

### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	27,000.00	1,200.00
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>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>

### • 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 : [https://www.ttcl.com/sustainability/corporate\\_governance/human\\_right\\_policy](https://www.ttcl.com/sustainability/corporate_governance/human_right_policy)

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, 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)	0	0	499
Number of female employees (persons)	0	0	243
<b>Total (persons)</b>	<b>0</b>	<b>0</b>	<b>742</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	N/A	N/A	62,801,301.00

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	N/A	N/A	3
Employee development and training expenses (baht)	N/A	N/A	4,466.11

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

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	N/A	N/A	0

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	N/A	N/A	9.84

• **Significant labor dispute**

	2020	2021	2022
Significant labor dispute	No	No	No



# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : [https://www.ttcl.com/sustainability/corporate\\_governance/policy](https://www.ttcl.com/sustainability/corporate_governance/policy)

#### 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	12	100.00
Number of male directors	10	83.33
Number of female directors	2	16.67
Number of executive directors	3	25.00
Number of non-executive directors	9	75.00
Number of independent directors	4	33.33

#### 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. TIWA JARUKE Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Re-elected as director	1 Mar 2021	Engineering, Petrochemicals & Chemicals, Construction Services, Energy & Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Analysis, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance, Audit, Negotiation, Project Management, Procurement

2.	<p>Mrs. NIJAPORN CHARANACHITTA</p> <p>Gender: Female</p> <p>Age: 71 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Re-elected as director</p>	15 Jul 2008	<p>Economics, Construction Services, Finance, Corporate Management, Leadership, Strategic Management</p>
3.	<p>Pol.Lt. SIVARAKS PHINICHAROMNA</p> <p>Gender: Male</p> <p>Age: 71 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>Director type: Re-elected as director</p>	15 Jul 2008	<p>Law, Accounting, Finance, Sustainability, Audit, Internal Control, Governance/ Compliance, Budgeting</p>
4.	<p>DR. RYUZO NAGAOKA</p> <p>Gender: Male</p> <p>Age: 86 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	15 Jul 2008	<p>Engineering, Risk Management, Internal Control</p>
5.	<p>DR. SEIICHI ITAKURA</p> <p>Gender: Male</p> <p>Age: 72 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	1 Mar 2018	<p>Petrochemicals &amp; Chemicals, Engineering</p>

6.	<p>Mr. EIJI HAGIWARA</p> <p>Gender: Male</p> <p>Age: 63 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director (Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	16 Nov 2020	<p>Economics, Engineering, Change Management, Leadership, Strategic Management, Risk Management</p>
7.	<p>Mr. HIRONOBU IRIYA</p> <p>Gender: Male</p> <p>Age: 67 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: No</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	28 Feb 2021	<p>Engineering, Economics, Petrochemicals &amp; Chemicals, Construction Materials, Construction Services, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance</p>
8.	<p>Mr. SUVIT MANOMAIYANON</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Management</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>	1 Mar 2021	<p>Construction Materials, Construction Services, Marketing, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, Data Analysis, Statistics, Negotiation, Corporate Management, Project Management, Engineering, Change Management, Leadership, Strategic Management, Risk Management, Audit, Governance/ Compliance</p>

9.	Mr. NUTTACHAT CHARUCHINDA Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Additional and newly-appointed directors	21 Apr 2021	Petrochemicals & Chemicals, Energy & Utilities, Sustainability, Engineering, Leadership
10.	Mr. WANCHAI RATINTHORN Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Additional and newly-appointed directors	21 Apr 2021	Project Management, Corporate Management, Engineering, Strategic Management, Risk Management, Leadership, Sustainability
11.	Ms. KANTIKA TANTHUVANIT Gender: Female Age: 67 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	16 Aug 2022	Economics, Marketing, Law, Accounting, Finance, Corporate Social Responsibility, Sustainability, Human Resource Management, Data Analysis, Data Management, Corporate Management, Change Management, Risk Management, Audit, Governance/ Compliance
12.	Mr. BRETT LOLLBACK Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Executive)  Director type: Newly appointed director to replace ex-director	17 Dec 2022	Engineering, Finance, Economics, Construction Materials, Data Analysis, Project Management, Leadership, Risk Management

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

General information	Position	Tenure	Replacement Director
---------------------	----------	--------	----------------------

1.	Mr. MAKOTO NAKADOI Gender: Male Age: 62 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: No	Director (Executive)	Date position was assumed: 21 Apr 2021 Date directorship ended: 16 Aug 2022	Ms. KANTIKA TANTHUVANIT Date position was assumed: 16 Aug 2022
2.	Mr. WORAPONG RAWIRATH Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 21 Apr 2021 Date directorship ended: 16 Dec 2022	Mr. BRETT LOLLBACK Date position was assumed: 16 Dec 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 : No

The company appoints at least one independent director to determine the agenda  
of the Board of Directors' meetings : Yes



## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

General information		Position	Date position was assumed	Experience and expertise
1.	Pol.Lt. SIVARAKS PHINICHAROMNA [1] Gender: Male Age: 71 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) Director type: Re-elected as director	15 Jul 2008	Law, Accounting, Finance, Sustainability, Audit, Internal Control, Governance/ Compliance, Budgeting
2.	DR. RYUZO NAGAOKA [1] Gender: Male Age: 86 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: No Residing in Thailand: No	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	15 Jul 2008	Engineering, Risk Management, Internal Control

3.	Mr. SUVIT MANOMAIYANON [1] Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Additional and newly-appointed directors	1 Mar 2021	Construction Materials, Construction Services, Marketing, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, Data Analysis, Statistics, Negotiation, Corporate Management, Project Management, Engineering, Change Management, Leadership, Strategic Management, Risk Management, Audit, Governance/ Compliance
----	---	--	------------	---

[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. HIRONOBU IRIYA Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: Yes	Chairman of the executive committee	21 Jul 2008
2. Mr. WANCHAI RATINTHORN Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Mar 2021

3.	<p>Ms. Pennapa Sakchaichrearnkul</p> <p>Gender: Female</p> <p>Age: 49 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>	Vice-chairman of the executive committee	3 Feb 2020
4.	<p>Mr. BRETT LOLLBACK</p> <p>Gender: Male</p> <p>Age: 55 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	Vice-chairman of the executive committee	1 Jul 2018
5.	<p>Mr. Somchai Chansiripongse</p> <p>Gender: Male</p> <p>Age: 56 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Vice-chairman of the executive committee	2 Jul 2018
6.	<p>Mr. Chamnarn Atsanatam</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Vice-chairman of the executive committee	1 Jun 2020
7.	<p>Mr. Suchet Watchalayan</p> <p>Gender: Male</p> <p>Age: 55 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	Vice-chairman of the executive committee	1 Mar 2021

8.	Mr. Shinichi Naruuchi Gender: Male Age: 65 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: No Residing in Thailand: No	Vice-chairman of the executive committee	1 Mar 2021
9.	Mr. Toshihiro Sasanuma Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Engineering Thai nationality: No Residing in Thailand: No	Vice-chairman of the executive committee	1 Mar 2021

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

General information	Position	Tenure	Replacement Director
1. Ms. Pennapa Sakchaichrearnkul Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	Date position was assumed: 3 Feb 2020 Date directorship ended: 30 Dec 2022	No replacement director

**Other sub-committees**

**Sub-committees information**

Name of sub-committees	List of directors	Position
Nomination & Remuneration Committee	DR. RYUZO NAGAOKA Mr. SUVIT MANOMAIYANON Mr. WANCHAI RATINTHORN	Chairman Member Member

Risk Management Committee	Mr. SUVIT MANOMAIYANON	Chairman
	Mr. WANCHAI RATINTHORN	Member
	Ms. Suratana Trinratana	Member
	Ms. Pennapa Sakchaichrearnkul	Member
	Mr. Somchai Chansiripongse	Member
Corporate Governance Committee	Mr. SUVIT MANOMAIYANON	Chairman
	Mr. Chamnarn Atsanatam	Member
	Mr. Jatuporn Sangwarn	Member
	Ms. Jaruwat Sookthauyart	Member
	Mr. Paibun Sribanphai	Member
	Mr. Nuttapol Sinkajohn	Member
	Ms. Mallika Chareonsap	Member

### Roles of Sub-committees

Sub-committees responsible for risk management : Risk Management Committee

Sub-committees responsible for nomination : Nomination & Remuneration Committee

Sub-committees responsible for remuneration : Nomination & Remuneration Committee

Sub-committees responsible for corporate governance : Corporate Governance Committee

Sub-committees responsible for corporate sustainability development : 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. HIRONOBU IRIYA Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Engineering	CHIEF EXECUTIVE OFFICER	1 Jun 2005	Engineering, Economics, Petrochemicals & Chemicals, Construction Materials, Construction Services, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance
2. Mr. WANCHAI RATINTHORN Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering	Chief Operation Officer (COO)	1 Mar 2021	Project Management, Corporate Management, Engineering, Strategic Management, Risk Management, Leadership, Sustainability
3. Ms. Pennapa Sakchaicharnkul [1][2] Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration	Vice President Finance & Accounting Division	1 Feb 2020	Economics, Accounting, Finance, Risk Management, Strategic Management, Budgeting
4. Mr. BRETT LOLLBACK Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration	Vice President, Unit Operation Officer, EPC Business Unit	1 Jul 2018	Engineering, Finance, Economics, Construction Materials, Data Analysis, Project Management, Leadership, Risk Management

5.	Mr. Somchai Chansiripongse Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Engineering	Vice President, Project Execution, EPC Business Unit	1 Jul 2018	Engineering
6.	Mr. Chamnarn Atsanatam Gender: Male Age: 49 years old Highest level of education: Bachelor's degree Major: Engineering	Vice President, Power Unit, Energy Business Unit	1 Mar 2021	Engineering
7.	Mr. Suchet Watchalayan Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Science	Vice President, New Business Unit	1 Mar 2021	Engineering
8.	Mr. Shinichi Naruuchi Gender: Male Age: 65 years old Highest level of education: Bachelor's degree Major: Economics	Vice President, Unit Operation Officer, Energy Business Unit	1 Mar 2021	Economics
9.	Mr. Toshihiro Sasanuma Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Engineering	Vice President, Bio Unit, Energy Business Unit	1 Mar 2021	Engineering
10.	Mr. Paibun Sribanphai [2] Gender: Male Age: 57 years old Highest level of education: Master's degree Major: Finance	General Manager (Accounting)	21 Apr 2021	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)	0.00	0.00	0.00

## 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) : 499

Number of female employees (persons) : 243

Total (persons) : 742

#### Employee Remuneration

Total employee remuneration : 62,801,301.00

#### Provident fund

Total number of employees (persons) : 742

Number of employees contributing to the PVD (persons) : 561

Percentage of employees who are members (%) : 75.61



# 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. TIWA JARUKE Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Re-elected as director	Date position was assumed: 1 Mar 2021	Engineering, Petrochemicals & Chemicals, Construction Services, Energy & Utilities, Corporate Social Responsibility, Human Resource Management, Sustainability, Data Analysis, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance, Audit, Negotiation, Project Management, Procurement
2. Mrs. NIJAPORN CHARANACHITTA Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 15 Jul 2008	Economics, Construction Services, Finance, Corporate Management, Leadership, Strategic Management

3.	Pol.Lt. SIVARAKS PHINICHAROMNA Gender: Male Age: 71 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: Re-elected as director	Date position was assumed: 15 Jul 2008	Law, Accounting, Finance, Sustainability, Audit, Internal Control, Governance/ Compliance, Budgeting
4.	DR. RYUZO NAGAOKA Gender: Male Age: 86 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: No Residing in Thailand: No	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 15 Jul 2008	Engineering, Risk Management, Internal Control
5.	Mr. HIRONOBU IRIYA Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 28 Feb 2021	Engineering, Economics, Petrochemicals & Chemicals, Construction Materials, Construction Services, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management, Governance/ Compliance

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

General information	Position	Date position was assumed	Experience and expertise
1. DR. SEIICHI ITAKURA Gender: Male Age: 72 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 1 Mar 2018	Petrochemicals & Chemicals, Engineering

2.	<p>Mr. EIJI HAGIWARA</p> <p>Gender: Male</p> <p>Age: 63 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed:</p> <p>16 Nov 2020</p>	<p>Economics, Engineering, Change Management, Leadership, Strategic Management, Risk Management</p>
3.	<p>Mr. SUVIT MANOMAIYANON</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed:</p> <p>1 Mar 2021</p>	<p>Construction Materials, Construction Services, Marketing, Corporate Social Responsibility, Human Resource Management, Sustainability, Procurement, Data Analysis, Statistics, Negotiation, Corporate Management, Project Management, Engineering, Change Management, Leadership, Strategic Management, Risk Management, Audit, Governance/ Compliance</p>
4.	<p>Ms. KANTIKA TANTHUVANIT</p> <p>Gender: Female</p> <p>Age: 67 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed:</p> <p>16 Aug 2022</p>	<p>Economics, Marketing, Law, Accounting, Finance, Corporate Social Responsibility, Sustainability, Human Resource Management, Data Analysis, Data Management, Corporate Management, Change Management, Risk Management, Audit, Governance/ Compliance</p>
5.	<p>Mr. BRETT LOLLBACK</p> <p>Gender: Male</p> <p>Age: 55 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director</p> <p>(Executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed:</p> <p>17 Dec 2022</p>	<p>Engineering, Finance, Economics, Construction Materials, Data Analysis, Project Management, Leadership, Risk Management</p>

• List of newly appointed director (not being replaced the ex-director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. NUTTACHAT CHARUCHINDA Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Additional and newly-appointed directors	Date position was assumed: 21 Apr 2021	Petrochemicals & Chemicals, Energy & Utilities, Sustainability, Engineering, Leadership
2. Mr. WANCHAI RATINTHORN Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Additional and newly-appointed directors	Date position was assumed: 21 Apr 2021	Project Management, Corporate Management, Engineering, Strategic Management, Risk Management, Leadership, Sustainability

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. TIWA JARUKE	Chairman of the board	Non-participating
Mrs. NIJAPORN CHARANACHITTA	Director	Non-participating
Pol.Lt. SIVARAKS PHINICHAROMNA	Director	Participating
DR. RYUZO NAGAOKA	Director	Non-participating
DR. SEIICHI ITAKURA	Director	Non-participating
Mr. EIJI HAGIWARA	Director	Non-participating
Mr. HIRONOBU IRIYA	Director	Non-participating
Mr. SUVIT MANOMAIYANON	Director	Participating
Mr. NUTTACHAT CHARUCHINDA	Director	Participating

Mr. WANCHAI RATINTHORN	Director	Non-participating
Ms. KANTIKA TANTHUVANIT	Director	Non-participating
Mr. BRETT LOLLBACK	Director	Non-participating
Mr. MAKOTO NAKADOI	Director	Non-participating
Mr. WORAPONG RAWIRATH	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 : 12 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. TIWA JARUKE (Chairman of the board)	1 Jan 2023	7/7	Participating	Did not hold the meeting
2. Mrs. NIJAPORN CHARANACHITTA (Director)	-	7/7	Participating	Did not hold the meeting
3. Pol.Lt. SIVARAKS PHINICHAROMNA (Director)	-	7/7	Participating	Did not hold the meeting
4. DR. RYUZO NAGAOKA (Director)	-	7/7	Participating	Did not hold the meeting
5. DR. SEIICHI ITAKURA (Director)	-	7/7	Participating	Did not hold the meeting

6.	Mr. EIJI HAGIWARA (Director)	-	7/7	Participating	Did not hold the meeting
7.	Mr. HIRONOBU IRIYA (Director)	1 Jan 2023	7/7	Participating	Did not hold the meeting
8.	Mr. SUVIT MANOMAIYANON (Director)	-	7/7	Participating	Did not hold the meeting
9.	Mr. NUTTACHAT CHARUCHINDA (Director)	-	7/7	Participating	Did not hold the meeting
10.	Mr. WANCHAI RATINTHORN (Director)	-	7/7	Participating	Did not hold the meeting
11.	Ms. KANTIKA TANTHUVANIT (Director)	-	4/4	Participating	Did not hold the meeting
12.	Mr. BRETT LOLLBACK (Director)	-	0/0	Participating	Did not hold the meeting
13.	Mr. MAKOTO NAKADOI (Director)	16 Aug 2022	1/3	Non-participating	Did not hold the meeting
14.	Mr. WORAPONG RAWIRATH (Director)	16 Dec 2022	7/7	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. TIWA JARUKE (Chairman of the board)	1 Jan 2023	N/A	0.00	No
2.	Mrs. NIJAPORN CHARANACHITTA (Director)	-	N/A	400,000.00	No
3.	Pol.Lt. SIVARAKS PHINICHAROMNA (Director)	-	N/A	400,000.00	No
4.	DR. RYUZO NAGAOKA (Director)	-	N/A	400,000.00	No
5.	DR. SEIICHI ITAKURA (Director)	-	N/A	400,000.00	No
6.	Mr. EIJI HAGIWARA (Director)	-	N/A	400,000.00	No
7.	Mr. HIRONOBU IRIYA (Director)	1 Jan 2023	N/A	0.00	No
8.	Mr. SUVIT MANOMAIYANON (Director)	-	N/A	400,000.00	No

9.	Mr. NUTTACHAT CHARUCHINDA (Director)	-	N/A	400,000.00	No
10.	Mr. WANCHAI RATINTHORN (Director)	-	N/A	0.00	No
11.	Ms. KANTIKA TANTHUVANIT (Director)	-	N/A	0.00	No
12.	Mr. BRETT LOLLBACK (Director)	-	N/A	0.00	No
13.	Mr. MAKOTO NAKADOI (Director)	16 Aug 2022	N/A	0.00	No
14.	Mr. WORAPONG RAWIRATH (Director)	16 Dec 2022	N/A	383,871.00	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

List of directors		Termination date	Number of the audit committee meeting
1.	Pol.Lt. SIVARAKS PHINICHAROMNA (Chairman of the audit committee)	-	7/7
2.	DR. RYUZO NAGAOKA (Audit committee)	-	7/7
3.	Mr. SUVIT MANOMAIYANON (Audit committee)	-	7/7