



# **Annual Registration Statement / Annual Report**

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

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

**DON MUANG TOLLWAY 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 : DON MUANG TOLLWAY PUBLIC COMPANY LIMITED

Symbol : DMT

Address : 40/40 Viphavadi Road, Sanambin, Don Muang

Province : Bangkok

Postcode : 10210

Business : Manage the elevated toll road project from Din Daeng to National Memorial Section. The main source of revenue is from toll collection under the concession agreement in the form of Build-Transfer-Operate (BTO) ended September 11, 2034.

Registration Number : 0107537001129

Telephone : 0-2792-6500

Fax (if applicable) : 0-2552-8065

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

Email : [ir@tollway.co.th](mailto:ir@tollway.co.th)

#### Total Shares Sold (shares)

Common Stock : 1,181,232,800

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

|                                   | 2020         | 2021         | 2022         |
|-----------------------------------|--------------|--------------|--------------|
| Total (Thousand baht)             | 2,063,226.90 | 1,212,381.13 | 1,845,996.65 |
| Toll Revenue (Thousand baht)      | 2,046,896.02 | 1,202,386.94 | 1,832,082.65 |
| Investment income (Thousand baht) | 12,536.26    | 6,874.99     | 9,390.80     |
| Other income (Thousand baht)      | 3,794.62     | 3,119.20     | 4,523.20     |

  

|                       | 2020   | 2021   | 2022   |
|-----------------------|--------|--------|--------|
| Total (%)             | 100.00 | 100.00 | 100.00 |
| Toll Revenue (%)      | 99.21  | 99.18  | 99.25  |
| Investment income (%) | 0.61   | 0.57   | 0.51   |
| Other income (%)      | 0.18   | 0.26   | 0.25   |

#### By Geographical Area or Market\*

|                               | 2020         | 2021         | 2022         |
|-------------------------------|--------------|--------------|--------------|
| Total (Thousand baht)         | 2,063,226.90 | 1,212,381.13 | 1,845,996.65 |
| Domestic (Thousand baht)      | 2,063,226.90 | 1,212,381.13 | 1,845,996.65 |
| 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)**

**Environmental, social, and corporate governance risks**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies

#### Operational Risk

- Information security and cyber-attack
- Safety, occupational health, and working environment
- Climate change and disasters
- Corruption

#### Compliance Risk

- Corporate Governance

#### Financial Risk

- Insufficient sources of funding
- Other





# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

### 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.tollway.co.th/storage/document/cg/dmt-13-2022.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)   | 134,290.00 | 105,548.00 | 124,907.00 |
| Gasoline (Litre) | 49,597.00  | 32,600.00  | 41,954.00  |

###### • Electricity consumption

|                                       | 2020         | 2021         | 2022         |
|---------------------------------------|--------------|--------------|--------------|
| Amount of electricity purchased (kWh) | 4,816,043.00 | 4,712,994.00 | 4,780,391.00 |

## Water management

### • Water consumption

|                                  | 2020      | 2021      | 2022      |
|----------------------------------|-----------|-----------|-----------|
| Water consumption (cubic meters) | 13,942.00 | 12,101.00 | 12,108.00 |

## 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)      | 817.74          | 436.18          | 614.86          |
| Scope 2 (Tons of carbon dioxide equivalents)      | 2,316.51        | 2,215.10        | 2,246.78        |
| Scope 3 (Tons of carbon dioxide equivalents)      | 13.94           | 12.10           | 12.10           |
| <b>Total (Tons of carbon dioxide equivalents)</b> | <b>3,148.19</b> | <b>2,663.38</b> | <b>2,873.74</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.tollway.co.th/storage/document/cg/20220823-dmt-human-right-policy-th.pdf>

Company human right guideline : Employee Rights, Consumer 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)   | 220        | 204        | 196        |
| Number of female employees (persons) | 224        | 212        | 186        |
| <b>Total (persons)</b>               | <b>444</b> | <b>416</b> | <b>382</b> |

##### • Employee remuneration

|                              | 2020 | 2021 | 2022           |
|------------------------------|------|------|----------------|
| Employee remuneration (baht) | N/A  | N/A  | 208,540,000.00 |

##### • Employee development and training

|  | 2020       | 2021       | 2022         |
|--|------------|------------|--------------|
| Average training hours of employees (hour / person / year) | 0          | 18         | 35           |
| Employee development and training expenses (baht)          | 814,903.83 | 487,324.30 | 2,123,022.87 |

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

|  | 2020 | 2021 | 2022 |
|--|------|------|------|
| Number of employee work injuries leading to employee absence (times) | 3    | 1    | 3    |

• **Employee retention**

|  | 2020 | 2021 | 2022  |
|--|------|------|-------|
| Percentage of employees who voluntarily resigned (%) | 6.08 | 2.88 | 11.52 |

• **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.tollway.co.th/storage/content/cg/policy/20220908-dmt-corporate-governance-policy.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

## 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          | 11                | 100.00         |
| Number of female directors        | 0                 | 0.00           |
| Number of executive directors     | 2                 | 18.18          |
| Number of non-executive directors | 9                 | 81.82          |
| Number of independent directors   | 5                 | 45.45          |

#### 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. SOMBATH PHANICHEWA<br>Gender: Male<br>Age: 87 years old<br>Highest level of education:<br>Bachelor's degree<br>Major: Science<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Chairman of the board<br>(Non-executive)<br><br>Director type: Original<br>director | 17 Aug 1994               | Professional Services,<br>Leadership |

|    |  |   |             |  |
|----|--|---|-------------|--|
| 2. | Mr. RAWAT CHAMCHALERM<br>Gender: Male<br>Age: 78 years old<br>Highest level of education:<br>Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                     | Vice Chairman<br>(Non-executive)<br><br>Director type: Re-elected<br>as director                | 10 Nov 2004 | Law  |
| 3. | Mr. SOMNUK CHAIDEJSURIYA<br>Gender: Male<br>Age: 71 years old<br>Highest level of education:<br>Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                  | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Original<br>director | 16 Jun 2004 | Law  |
| 4. | Mr. TARNIN PHANICHEWA<br>Gender: Male<br>Age: 59 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Executive)<br><br>Director type: Original<br>director                              | 24 May 2006 | Accounting, Commerce,<br>Professional Services |
| 5. | Mr. PRAKOB TANTIYAPONG<br>Gender: Male<br>Age: 76 years old<br>Highest level of education:<br>Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                    | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Original<br>director | 17 Jul 2007 | Law  |

|    |   |  |             |   |
|----|---|--|-------------|---|
| 6. | Mr. VICHYA KREA-NGAM<br>Gender: Male<br>Age: 41 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                                   | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Original<br>director                                  | 22 Feb 2021 | Law   |
| 7. | M.L. DHANAVISUTH VISUTHI<br>Gender: Male<br>Age: 52 years old<br>Highest level of education:<br>Bachelor's degree<br>Major: Finance<br>Thai nationality: Yes<br>Residing in Thailand: Yes                         | Director<br>(Non-executive)<br><br>Director type: Original<br>director   | 22 Feb 2021 | Finance, Marketing                                  |
| 8. | Mr. CHUMPOL RIMSAKORN<br>Gender: Male<br>Age: 62 years old<br>Highest level of education:<br>Master's degree<br>Major: Government and Private<br>Management<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Original<br>director                                  | 9 Nov 2021  | Law, Accounting, Finance,<br>Governance/ Compliance |
| 9. | GEN. SUEBSAN DARDARANANDA<br>Gender: Male<br>Age: 71 years old<br>Highest level of education:<br>Bachelor's degree<br>Major: Political Science<br>Thai nationality: Yes<br>Residing in Thailand: Yes              | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | 22 Feb 2022 | Law   |

|     |  |   |             |   |
|-----|--|---|-------------|---|
| 10. | Mr. CHANVIT AMATAMATUCHARTI<br>Gender: Male<br>Age: 66 years old<br>Highest level of education: Master's degree<br>Major: economic development<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive)<br><br>Director type: Newly appointed director to replace ex-director | 22 Feb 2022 | Marketing, Risk Management              |
| 11. | Mr. Sakda Panwai<br>Gender: Male<br>Age: 49 years old<br>Highest level of education: Doctoral degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes                     | Director<br>(Executive)<br><br>Director type: Additional and newly-appointed directors            | 26 Apr 2022 | Transportation & Logistics, Engineering |

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

| General information   | Position  | Tenure   | Replacement Director    |
|---|---|--|-------------------------|
| 1. Mr. VISIT VONGRUAMLARP<br>Gender: Male<br>Age: 73 years old<br>Highest level of education: Bachelor's degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes      | Director<br>(Non-executive, Independent director) | Date position was assumed:<br>27 Jan 2010<br>Date directorship ended:<br>26 Apr 2022 | No replacement director |
| 2. Mrs. PANTIP SRIPIMOL<br>Gender: Female<br>Age: 60 years old<br>Highest level of education: Master's degree<br>Major: Political Science<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive)                       | Date position was assumed:<br>14 Nov 2017<br>Date directorship ended:<br>1 Jul 2022  | No replacement director |

|    |   |                             |  |                         |
|----|---|-----------------------------|--|-------------------------|
| 3. | Mr. ANON LUANGBORIBOON<br>Gender: Male<br>Age: 61 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes   | Director<br>(Non-executive) | Date position was assumed:<br>29 Jan 2020<br>Date directorship ended:<br>15 Nov 2022 | No replacement director |
| 4. | Mr. PORNTHEP PANYARACHUN<br>Gender: Male<br>Age: 50 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive) | Date position was assumed:<br>10 Aug 2021<br>Date directorship ended:<br>26 Apr 2022 | No replacement director |

#### 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 : 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. Mr. PRAKOB TANTIYAPONG<br>Gender: Male<br>Age: 76 years old<br>Highest level of education: Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                                  | Chairman of the audit committee<br>(Non-executive, Independent director)<br>Director type: Original director | 17 Jul 2007               | Law  |
| 2. Mr. SOMNUK CHAIDEJSURIYA<br>Gender: Male<br>Age: 71 years old<br>Highest level of education: Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                                | Audit committee<br>(Non-executive, Independent director)<br>Director type: Original director                 | 16 Jun 2004               | Law  |
| 3. Mr. CHUMPOL RIMSAKORN [1]<br>Gender: Male<br>Age: 62 years old<br>Highest level of education: Master's degree<br>Major: Government and Private Management<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Audit committee<br>(Non-executive, Independent director)<br>Director type: Original director                 | 26 Apr 2022               | Law, Accounting, Finance, Governance/ Compliance |

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

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

| General information   | Position  | Tenure   | Replacement Director    |
|---|---|--|-------------------------|
| 1. Mr. VISIT VONGRUAMLARP [1]<br>Gender: Male<br>Age: 73 years old<br>Highest level of education:<br>Bachelor's degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Audit committee<br>(Non-executive,<br>Independent director) | Date position was<br>assumed:<br>27 Jan 2010<br>Date directorship<br>ended:<br>26 Apr 2022 | No replacement director |

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

#### Executive Committee

##### List of executive committee members

| General information  | Position                                 | Date position was assumed |
|--|--|---------------------------|
| 1. Mr. RAWAT CHAMCHALERM<br>Gender: Male<br>Age: 78 years old<br>Highest level of education: Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                     | Chairman of the executive committee      | 19 Dec 2007               |
| 2. Mr. TARNIN PHANICHEWA<br>Gender: Male<br>Age: 59 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Vice-chairman of the executive committee | 14 Nov 2007               |



|    |  |  |                    |
|----|--|--|--------------------|
| 3. | <p>Mr. Kulvat Janvatanavit</p> <p>Gender: Male</p> <p>Age: 54 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>Member of the executive committee</p> | <p>14 Nov 2007</p> |
| 4. | <p>M.L. DHANAVISUTH VISUTHI</p> <p>Gender: Male</p> <p>Age: 52 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>              | <p>Member of the executive committee</p> | <p>22 Feb 2021</p> |
| 5. | <p>Mr. Sakda Panwai</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                    | <p>Member of the executive committee</p> | <p>15 May 2018</p> |
| 6. | <p>Mrs. Anoma Urit</p> <p>Gender: Female</p> <p>Age: 50 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>Member of the executive committee</p> | <p>1 Jan 2018</p>  |
| 7. | <p>Mr. Suthep Tharawas</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>Member of the executive committee</p> | <p>28 Apr 2010</p> |

|    |  |                                   |             |
|----|--|-----------------------------------|-------------|
| 8. | Ms. Bongkodrat Tangchukul<br>Gender: Female<br>Age: 52 years old<br>Highest level of education: Master's degree<br>Major: Business Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Member of the executive committee | 16 May 2022 |
|----|--|-----------------------------------|-------------|

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

| General information   | Position                          | Tenure   | Replacement Director   |
|---|-----------------------------------|--|--|
| 1. Mr. PORNTHEP PANYARACHUN<br>Gender: Male<br>Age: 50 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Member of the executive committee | Date position was assumed:<br>10 Aug 2021<br>Date directorship ended:<br>26 Apr 2022 | Ms. Bongkodrat Tangchukul<br>Date position was assumed:<br>16 May 2022 |

**Other sub-committees**

**Sub-committees information**

| Name of sub-committees                    | List of directors                   | Position |
|---|-------------------------------------|----------|
| The Nomination and Compensation Committee | GEN. SUEBSAN DARDARANANDA           | Chairman |
|   | Mr. SOMNUK CHAIDEJSURIYA            | Member   |
|   | Mr. VICHYA KREA-NGAM                | Member   |
| The Risk Management Committee             | Mr. SOMNUK CHAIDEJSURIYA            | Chairman |
|   | Mr. Suthep Tharawas                 | Member   |
|   | Mrs. Anoma Urit                     | Member   |
|   | Mr. Sakda Panwai                    | Member   |
|   | Mr. Boonchana Threedidth U.Domphorn | Member   |
|   | Ms. Bongkodrat Tangchukul           | Member   |

|                                    |                           |               |
|------------------------------------|---------------------------|---------------|
| The Executive Committee            | Mr. RAWAT CHAMCHALERM     | Chairman      |
|                                    | Mr. TARNIN PHANICHEWA     | Vice chairman |
|                                    | Mr. Kulvat Janvatanavit   | Member        |
|                                    | M.L. DHANAVISUTH VISUTHI  | Member        |
|                                    | Mr. Suthep Tharawas       | Member        |
|                                    | Mrs. Anoma Urit           | Member        |
|                                    | Mr. Sakda Panwai          | Member        |
|                                    | Ms. Bongkodrat Tangchukul | Member        |
| The Business Development Committee | Mr. TARNIN PHANICHEWA     | Chairman      |
|                                    | Ms. Bongkodrat Tangchukul | Member        |
|                                    | Mr. Sakda Panwai          | Member        |
| Audit Committee                    | Mr. PRAKOB TANTIYAPONG    | Chairman      |
|                                    | Mr. SOMNUK CHAIDEJSURIYA  | Member        |
|                                    | Mr. CHUMPOL RIMSAKORN     | Member        |

#### **Roles of Sub-committees**

Sub-committees responsible for risk management : The Risk Management Committee

Sub-committees responsible for nomination : The Nomination and Compensation Committee

Sub-committees responsible for remuneration : The Nomination and Compensation Committee

Sub-committees responsible for corporate governance : Audit Committee

Sub-committees responsible for corporate sustainability development : The Executive 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. TARNIN PHANICHEWA<br>Gender: Male<br>Age: 59 years old<br>Highest level of education: Master's degree<br>Major: Business Administration | CHIEF EXECUTIVE OFFICER                           | 1 May 2022                | Accounting, Commerce, Professional Services |
| 2. Mr. Sakda Panwai<br>Gender: Male<br>Age: 49 years old<br>Highest level of education: Doctoral degree<br>Major: Engineering                  | MANAGING DIRECTOR                                 | 1 May 2022                | Transportation & Logistics, Engineering     |
| 3. Mrs. Anoma Urit<br>Gender: Female<br>Age: 50 years old<br>Highest level of education: Master's degree<br>Major: Business Administration     | Executive Vice President Operations               | 1 Jan 2018                | Corporate Management                        |
| 4. Ms. Bongkodrat Tangchukul [1]<br>Gender: Female<br>Age: 52 years old<br>Highest level of education: Master's degree<br>Major: Business Law  | Executive Vice President Business & Finance (CFO) | 16 May 2022               | Accounting, Law                             |
| 5. Mr. Suthep Tharawas<br>Gender: Male<br>Age: 58 years old<br>Highest level of education: Master's degree<br>Major: Business Administration   | First Senior Vice President                       | 28 Apr 2010               | Law   |

|    |   |  |             |            |
|----|---|--|-------------|------------|
| 6. | Mr. Boonchana Threedidth U.Domphorn<br>Gender: Male<br>Age: 55 years old<br>Highest level of education: Master's degree<br>Major: Business Administration | Senior Vice President<br>Risk Management and<br>Safety | 16 Jan 2008 | Finance    |
| 7. | Mrs. Pattaraporn Amornsriarakul<br>Gender: Female<br>Age: 53 years old<br>Highest level of education: Master's degree<br>Major: Accounting                | Vice President -<br>Finance and<br>Accounting          | 2 Sep 2019  | Accounting |
| 8. | Ms. Tattachamon Onphoo [2]<br>Gender: Female<br>Age: 43 years old<br>Highest level of education: Master's degree<br>Major: Business Administration        | Accounting Division<br>Manager                         | 1 Jul 2017  | Accounting |

[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) | N/A  | 29,700,000.00 | 22,770,000.00 |

### 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) : 196

Number of female employees (persons) : 186

Total (persons) : 382

#### Employee Remuneration

Total employee remuneration : 208,540,000.00

#### Provident fund

Total number of employees (persons) : 382

Number of employees contributing to the PVD (persons) : 253

Percentage of employees who are members (%) : 66.23

## 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. Thattchamon Onphu | tattachamon.o@tollway.co.th |           |

- Company secretary

| General information        | Email                   | Telephone |
|----------------------------|-------------------------|-----------|
| 1. Mrs. Uraiwan Mekakakorn | uraiwan.m@tollway.co.th |           |

- Head of internal audit

| General information              | Email                   | Telephone |
|----------------------------------|-------------------------|-----------|
| 1. Mr. Preecha Samuhawattanachai | preecha.s@tollway.co.th |           |

- Head of compliance unit

| General information          | Email                     | Telephone |
|------------------------------|---------------------------|-----------|
| 1. Ms. Prakaipim Tanrangsang | prakaipim.t@tollway.co.th |           |

• Head of investor relations

| General information     | Email                   | Telephone |
|-------------------------|-------------------------|-----------|
| 1. Mr. Jakkrit Tongnaka | jakkrit.t@tollway.co.th |           |

Company's auditor

| Company                                 | Names and general information of auditors   | Audit fee (baht) | Other non-audit fees (baht) |
|---|---|------------------|-----------------------------|
| 1. KPMG PHOOMCHAI AUDIT COMPANY LIMITED | <p>1. Ms. Pornthip Rimdusit<br/>Email: pornthipr@kpmg.co.th<br/>Telephone: -</p> <p>2. Mr. Waiyawat Korsamanchaikit<br/>Email: yossawaj@kpmg.co.th<br/>Telephone: -</p> <p>3. Mrs. Sasithorn Phongadisak<br/>Email: sasithornn@kpmg.co.th<br/>Telephone: -</p> <p>4. Mr. Natthapong Tantijattanont<br/>Email: Natthapongt@kpmg.co.th<br/>Telephone: -</p> | 1,620,000.00     | -                           |



# 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. RAWAT CHAMCHALERM<br>Gender: Male<br>Age: 78 years old<br>Highest level of education: Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Vice Chairman<br>(Non-executive)<br><br>Director type: Re-elected as director | Date position was assumed:<br>10 Nov 2004 | Law                      |

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

| General information  | Position  | Date position was assumed                 | Experience and expertise |
|--|---|---|--------------------------|
| 1. GEN. SUEBSAN DARDARANANDA<br>Gender: Male<br>Age: 71 years old<br>Highest level of education: Bachelor's degree<br>Major: Political Science<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive, Independent director)<br><br>Director type: Newly appointed director to replace ex-director | Date position was assumed:<br>22 Feb 2022 | Law                      |

|    |   |  |   |                            |
|----|---|--|---|----------------------------|
| 2. | Mr. CHANVIT AMATAMATUCHARTI                 | Director<br>(Non-executive)                                    | Date position was assumed:<br>22 Feb 2022 | Marketing, Risk Management |
|    | Gender: Male                                |  |   |                            |
|    | Age: 66 years old                           |  |   |                            |
|    | Highest level of education: Master's degree | Director type: Newly appointed director to replace ex-director |   |                            |
|    | Major: economic development                 |  |   |                            |
|    | Thai nationality: Yes                       |  |   |                            |
|    | Residing in Thailand: Yes                   |  |   |                            |

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

| General information                         | Position  | Date position was assumed  | Experience and expertise                |
|---|---|----------------------------|---|
| 1. Mr. Sakda Panwai                         | Director  | Date position was assumed: | Transportation & Logistics, Engineering |
| Gender: Male                                | (Executive)   | 26 Apr 2022                |   |
| Age: 49 years old                           |   |                            |   |
| Highest level of education: Doctoral degree | Director type: Additional and newly-appointed directors |                            |   |
| Major: Engineering                          |   |                            |   |
| Thai nationality: Yes                       |   |                            |   |
| Residing in Thailand: Yes                   |   |                            |   |

Development of directors over the past year

| List of directors         | Position              | Participated in director development program |
|---------------------------|-----------------------|--|
| Mr. SOMBATH PHANICHEWA    | Chairman of the board | Non-participating                            |
| Mr. RAWAT CHAMCHALERM     | Vice Chairman         | Participating                                |
| Mr. SOMNUK CHAIDEJSURIYA  | Director              | Participating                                |
| Mr. TARNIN PHANICHEWA     | Director              | Participating                                |
| Mr. PRAKOB TANTIYAPONG    | Director              | Participating                                |
| Mr. VICHYA KREA-NGAM      | Director              | Participating                                |
| M.L. DHANAVISUTH VISUTHI  | Director              | Participating                                |
| Mr. CHUMPOL RIMSAKORN     | Director              | Participating                                |
| GEN. SUEBSAN DARDARANANDA | Director              | Participating                                |

|                             |          |                   |
|-----------------------------|----------|-------------------|
| Mr. CHANVIT AMATAMATUCHARTI | Director | Participating     |
| Mr. Sakda Panwai            | Director | Participating     |
| Mr. VISIT VONGRUAMLARP      | Director | Non-participating |
| Mrs. PANTIP SRIPIMOL        | Director | Participating     |
| Mr. ANON LUANGBORIBOON      | Director | Non-participating |
| Mr. PORNTHEP PANYARACHUN    | 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) : 8

Date of AGM meeting : 26 Apr 2022

EGM meeting : No

| List of directors                                    | Termination date | Number of Board Meeting | AGM meetings  | EGM meetings             |
|--|------------------|-------------------------|---------------|--------------------------|
| 1. Mr. SOMBATH PHANICHEWA<br>(Chairman of the board) | -                | 8/8                     | Participating | Did not hold the meeting |
| 2. Mr. RAWAT CHAMCHALERM<br>(Vice Chairman)          | -                | 8/8                     | Participating | Did not hold the meeting |
| 3. Mr. SOMNUK CHAIDEJSURIYA<br>(Director)            | -                | 8/8                     | Participating | Did not hold the meeting |
| 4. Mr. TARNIN PHANICHEWA<br>(Director)               | -                | 8/8                     | Participating | Did not hold the meeting |
| 5. Mr. PRAKOB TANTIYAPONG<br>(Director)              | -                | 8/8                     | Participating | Did not hold the meeting |

|     |   |             |     |               |                          |
|-----|---|-------------|-----|---------------|--------------------------|
| 6.  | Mr. VICHYA KREA-NGAM<br>(Director)        | -           | 8/8 | Participating | Did not hold the meeting |
| 7.  | M.L. DHANAVISUTH VISUTHI<br>(Director)    | -           | 8/8 | Participating | Did not hold the meeting |
| 8.  | Mr. CHUMPOL RIMSAKORN<br>(Director)       | -           | 8/8 | Participating | Did not hold the meeting |
| 9.  | GEN. SUEBSAN DARDARANANDA<br>(Director)   | -           | 6/7 | Participating | Did not hold the meeting |
| 10. | Mr. CHANVIT AMATAMATUCHARTI<br>(Director) | -           | 7/7 | Participating | Did not hold the meeting |
| 11. | Mr. Sakda Panwai<br>(Director)            | -           | 6/6 | Participating | Did not hold the meeting |
| 12. | Mr. VISIT VONGRUAMLARP<br>(Director)      | 26 Apr 2022 | 2/2 | Participating | Did not hold the meeting |
| 13. | Mrs. PANTIP SRIPIMOL<br>(Director)        | 1 Jul 2022  | 4/4 | Participating | Did not hold the meeting |
| 14. | Mr. ANON LUANGBORIBOON<br>(Director)      | 15 Nov 2022 | 6/8 | Participating | Did not hold the meeting |
| 15. | Mr. PORNTHEP PANYARACHUN<br>(Director)    | 26 Apr 2022 | 2/2 | Participating | Did not hold the meeting |

#### Remuneration for company directors

|    | List of directors                                 | Termination date | Meeting allowance<br>(baht) | Other monetary<br>remuneration<br>(baht) | Other non-<br>monetary |
|----|---|------------------|-----------------------------|--|------------------------|
| 1. | Mr. SOMBATH PHANICHEWA<br>(Chairman of the board) | -                | 84,000.00                   | 1,168,894.00                             | No                     |
| 2. | Mr. RAWAT CHAMCHALERM<br>(Vice Chairman)          | -                | 365,300.00                  | 1,822,970.00                             | No                     |
| 3. | Mr. SOMNUK CHAIDEJSURIYA<br>(Director)            | -                | 432,600.00                  | 625,427.00                               | No                     |
| 4. | Mr. TARNIN PHANICHEWA<br>(Director)               | -                | 0.00                        | 0.00                                     | No                     |
| 5. | Mr. PRAKOB TANTIYAPONG<br>(Director)              | -                | 168,000.00                  | 808,617.00                               | No                     |
| 6. | Mr. VICHYA KREA-NGAM<br>(Director)                | -                | 205,800.00                  | 427,679.00                               | No                     |

|     |   |             |            |            |    |
|-----|---|-------------|------------|------------|----|
| 7.  | M.L. DHANAVISUTH VISUTHI<br>(Director)    | -           | 940,800.00 | 170,699.00 | No |
| 8.  | Mr. CHUMPOL RIMSAKORN<br>(Director)       | -           | 95,550.00  | 619,508.00 | No |
| 9.  | GEN. SUEBSAN DARDARANANDA<br>(Director)   | -           | 338,100.00 | 115,510.00 | No |
| 10. | Mr. CHANVIT AMATAMATUCHARTI<br>(Director) | -           | 51,450.00  | 205,065.00 | No |
| 11. | Mr. Sakda Panwai<br>(Director)            | -           | 0.00       | 0.00       | No |
| 12. | Mr. VISIT VONGRUAMLARP<br>(Director)      | 26 Apr 2022 | 36,750.00  | 403,542.00 | No |
| 13. | Mrs. PANTIP SRIPIMOL<br>(Director)        | 1 Jul 2022  | 29,400.00  | 352,527.00 | No |
| 14. | Mr. ANON LUANGBORIBOON<br>(Director)      | 15 Nov 2022 | 44,100.00  | 455,327.00 | No |
| 15. | Mr. PORNTHEP PANYARACHUN<br>(Director)    | 26 Apr 2022 | 455,700.00 | 220,170.00 | 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) : 8

|    | List of directors   | Termination date | Number of the audit committee meeting |
|----|---|------------------|---------------------------------------|
| 1. | Mr. PRAKOB TANTIYAPONG<br>(Chairman of the audit committee) | -                | 8/8                                   |
| 2. | Mr. SOMNUK CHAIDEJSURIYA<br>(Audit committee)               | -                | 8/8                                   |
| 3. | Mr. CHUMPOL RIMSAKORN<br>(Audit committee)                  | -                | 5/5                                   |
| 4. | Mr. VISIT VONGRUAMLARP<br>(Audit committee)                 | 26 Apr 2022      | 3/3                                   |