



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

WHA UTILITIES AND POWER 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 : WHA UTILITIES AND POWER PUBLIC COMPANY LIMITED

Symbol : WHAUP

Address : 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli

Province : Samut Prakarn

Postcode : 10540

Business : The Company's core business relates to the: (i) utility business of distributing raw water, producing and distributing industrial water and providing wastewater treatment services to operators in industrial estates and industrial lands; and (ii) power business through investment in power generation business, both domestically and abroad.

Registration Number : 0107559000401

Telephone : 0-2719-9559

Fax (if applicable) : 0-2719-9558

Website : www.wha-up.com

Email : ir@wha-up.com

Total Shares Sold (shares)

Common Stock : 3,825,000,000

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	1,697,965.16	2,180,819.53	2,442,968.95
Revenue from Utilities Business (Thousand baht)	1,639,490.08	1,926,182.41	2,111,373.50
Revenue from Power Business (Thousand baht)	58,475.08	254,637.12	331,595.45

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenue from Utilities Business (%)	96.56	88.32	86.43
Revenue from Power Business (%)	3.44	11.68	13.57

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	1,697,965.16	2,180,819.53	2,442,968.95
Domestic (Thousand baht)	1,697,793.91	2,178,730.36	2,437,948.21
International (Thousand baht)	171.25	2,089.17	5,020.74

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	99.99	99.90	99.79
International (%)	0.01	0.10	0.21

*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 : Yes

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	N/A	5,000.00	2,000.00

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)

Revenue of the Utilities business mainly derives from customers in industrial estates and industrial lands of WHA Industrial Development Public Company Limited

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Risk from customers concentration

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Reliance on large customers or few customers

Risk from reliance on major raw water distributors

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

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

Risk from the Company's investment in businesses over which the Company has no control

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Other

Risk from Investment in Foreign Countries

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Policies or international agreements related to business operations
- Other

Risk from the Ability to Increase Utility Rates in Industrial Estates

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

Risk from Deterioration and Damage of Industrial Water Production and Distribution System and Wastewater Treatment System

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Risk from utilities rate adjustment policy in Vietnam

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Risk from Fuel Shortage

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

Risk from uncertainty in economic, political, social, and legal conditions that may affect the Company's business expansion plan and operating results

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Slowdown in the global economy, changes in the Government policy and other macroeconomic factors

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Risk from Severe Accident, Drought, Natural Disaster, and Pandemic

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Human Rights Risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Impact on human rights

Financial Risk

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding
- Change in financial and investment policies of financial institutions that affect business operations
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment
- Unhedged loan and borrowing in a foreign currency

Risk from the use and interpretation of the law and notifications related to the Company's business

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Other

Changes in the IEAT's laws, rules, and regulations and other applicable laws related to the Company's business

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations

Risk from digital disruption and change in business models

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Other

Risk from Climate Change

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Climate change and disasters

Risk to Securities Holder (2.2.2)

Risk from the Company's inability to pay dividends in accordance with the Policy

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

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.wha-up.com/Uploads/elFinder/pdf/cg/20210520-whaup-cg-environmental-management-policy-th.pdf>

Company environmental guideline : Biodiversity Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2020	2021	2022
Diesel (Litre)	79,817.95	40,753.04	41,202.77

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	27,426,533.12	30,052,621.47	33,872,649.65

Water management

• Water consumption

	2020	2021	2022
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Water consumption (cubic meters)	64,830,392.00	69,233,390.00	66,205,065.00
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Waste management

• Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	8,428,270.00	7,567,900.00	7,242,185.00
Hazardous waste (kg)	8,240.00	8,690.00	8,130.00
Total (kg)	8,436,510.00	7,576,590.00	7,250,315.00

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)	251.57	274.00	356.00
Scope 2 (Tons of carbon dioxide equivalents)	15,782.32	13,458.00	12,083.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total (Tons of carbon dioxide equivalents)	16,033.89	13,732.00	12,439.00

• Verification of greenhouse gas emissions over the past year

Third-party verification : Yes

Name of verifying organization : LRQA (Thailand) Limited

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : Yes

URL of human rights policy : <https://www.wha-up.com/Uploads/elFinder/pdf/cg/20200601-whaup-cg-human-rights-policy-th.pdf>

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)	106	121	140
Number of female employees (persons)	23	31	32
Total (persons)	129	152	172

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	19	27	24

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	1	0

• Significant labor dispute

	2020	2021	2022
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://www.wha-up.com/Uploads/elFinder/pdf/cg/20230111-whaup-cg-policy-th.pdf>

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

**Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information**

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	10	100.00
Number of male directors	8	80.00
Number of female directors	2	20.00
Number of executive directors	1	10.00
Number of non-executive directors	9	90.00
Number of independent directors	4	40.00

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Ms. JAREEPORN JARUKORNSAKUL Gender: Female Age: 55 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Re-elected as director	25 Mar 2015	Risk Management, Strategic Management, Leadership, Finance, Transportation & Logistics, Economics

2.	Mr. DAVID RICHARD NARDONE Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	30 Jun 2008	Economics, Law, Finance, Strategic Management, Risk Management, Energy & Utilities
3.	Mr. VIVAT JIRATIKARNSAKUL Gender: Male Age: 66 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Re-elected as director	25 Mar 2015	Energy & Utilities, Engineering, Strategic Management, Risk Management, Governance/ Compliance
4.	Mrs. PUNNEE WORAWUTHICHONGSATHIT Gender: Female Age: 70 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	2 Dec 2015	Law, Accounting, Finance, Governance/ Compliance, Strategic Management, Risk Management, Economics, Sustainability, Audit, Internal Control
5.	Mr. WEIDT NUCHJALEARN Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	2 Dec 2015	Economics, Banking, Finance & Securities, Accounting, Finance, Strategic Management, Risk Management, Governance/ Compliance, Audit, Internal Control

6.	<p>Mr. EKAJAI TIVUTANOND</p> <p>Gender: Male</p> <p>Age: 70 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	2 Dec 2015	<p>Economics, Governance/ Compliance, Risk Management, Sustainability, Finance, Accounting, Law, Audit, Internal Control</p>
7.	<p>Mr. KRAILUCK ASAWACHATROJ</p> <p>Gender: Male</p> <p>Age: 50 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: Original director</p>	20 Apr 2021	<p>Finance, Marketing, Law, Risk Management, Strategic Management, Engineering</p>
8.	<p>Mr. NUMCHAI LOWATTANATAKUL</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	20 Apr 2021	<p>Energy & Utilities, Engineering, Strategic Management</p>
9.	<p>Mr. PAJONGWIT PONGSIVAPAI</p> <p>Gender: Male</p> <p>Age: 54 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Additional and newly-appointed directors</p>	22 Apr 2022	<p>Accounting, Finance, Law, Governance/ Compliance, Energy & Utilities, Engineering, Strategic Management, Risk Management</p>

10.	Mr. SOMKIAT MASUNTHASUWUN	Director (Executive)	23 Apr 2022	Finance, Accounting, Engineering, Leadership, Strategic Management
	Gender: Male			
	Age: 54 years old			
	Highest level of education:	Director type: Newly		
	Master's degree	appointed director to		
	Major: Engineering	replace ex-director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

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

General information	Position	Tenure	Replacement Director
1. Mr. NIPHON BUNDECHANAN Gender: Male Age: 51 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 1 Mar 2020 Date directorship ended: 23 Apr 2022	Mr. SOMKIAT MASUNTHASUWUN Date position was assumed: 23 Apr 2022
2. Mr. SURATHIAN CHAKTHRANONT Gender: Male Age: 70 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 10 Jul 2020 Date directorship ended: 22 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 : 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. Mr. WEIDT NUCHJALEARN [1] Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	19 Nov 2015	Economics, Banking, Finance & Securities, Accounting, Finance, Strategic Management, Risk Management, Governance/ Compliance, Audit, Internal Control
2. Mrs. PUNNEE WORAWUTHICHONGSATHIT [1] Gender: Female Age: 70 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	11 Aug 2016	Law, Accounting, Finance, Governance/ Compliance, Strategic Management, Risk Management, Economics, Sustainability, Audit, Internal Control
3. Mr. EKAJAI TIVUTANOND [1] Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	11 Aug 2016	Economics, Governance/ Compliance, Risk Management, Sustainability, Finance, Accounting, Law, Audit, Internal Control

[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. Ms. JAREEPORN JARUKORNSAKUL Gender: Female Age: 55 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	11 Aug 2016
2. Mr. DAVID RICHARD NARDONE Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: Yes	Member of the executive committee	11 Aug 2016
3. Mr. VIVAT JIRATIKARNSAKUL Gender: Male Age: 66 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	11 Aug 2016
4. Mr. SOMKIAT MASUNTHASUWUN Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	23 Apr 2022

5.	Mr. PAJONGWIT PONGSIVAPAI Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	9 Jul 2021
6.	Mr. Natthapatt Tanboon-ek Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	8 Aug 2019
7.	Mr. Akarin Prathuangsit Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	23 Apr 2022
8.	Mr. Prapon Chinudomsub Gender: Male Age: 43 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Sep 2020

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

General information	Position	Tenure	Replacement Director
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1.	Mr. NIPHON BUNDECHANAN	Member of the executive committee	Date position was assumed: 1 Mar 2020	Mr. SOMKIAT MASUNTHASUWUN Date position was assumed: 23 Apr 2022
	Gender: Male			
	Age: 51 years old			
	Highest level of education:		Date directorship ended:	
	Doctoral degree			
	Major: Business Administration		23 Apr 2022	
	Thai nationality: Yes			
	Residing in Thailand: Yes			

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. WEIDT NUCHJALEARN	Chairman
	Ms. JAREEPORN JARUKORNSAKUL	Member
	Mr. EKAJAI TIVUTANOND	Member
Corporate Governance and Sustainable Development Committee	Mrs. PUNNEE WORAWUTHICHONGSATHIT	Chairman
	Mr. EKAJAI TIVUTANOND	Member
	Mr. VIVAT JIRATIKARNSAKUL	Member
Risk Management Committee	Ms. JAREEPORN JARUKORNSAKUL	Chairman
	Mr. DAVID RICHARD NARDONE	Member
	Mr. NUMCHAI LOWATTANATAKUL	Member

Roles of Sub-committees

Sub-committees responsible for risk management	: Risk Management Committee
Sub-committees responsible for nomination	: Nomination and Remuneration Committee
Sub-committees responsible for remuneration	: Nomination and Remuneration Committee
Sub-committees responsible for corporate governance	: Corporate Governance and Sustainable Development Committee
Sub-committees responsible for corporate sustainability development	: Corporate Governance and Sustainable Development 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. SOMKIAT MASUNTHASUWUN Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Engineering	Chief Executive Officer	1 May 2022	Finance, Accounting, Engineering, Leadership, Strategic Management
2. Mr. Akarin Prathuangsit Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Administration	Chief Operating Officer	23 Feb 2022	Energy & Utilities, Engineering, Strategic Management, Risk Management
3. Mr. Prapon Chinudomsub [1] Gender: Male Age: 43 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer	1 Sep 2020	Accounting, Finance, Engineering, Strategic Management, Risk Management, Budgeting
4. Mr. Khamhoung Ratsamany Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Business Administration	Vice President of Utilities Operations	27 Jan 2016	Engineering, Energy & Utilities
5. Mr. Varanon Laosuwan Gender: Male Age: 42 years old Highest level of education: Master's degree Major: Management of Technology	Director of Utilities Business Development	1 Feb 2016	Energy & Utilities, Engineering, IT Management

6.	Mr. Punrapee Noparumpa Gender: Male Age: 41 years old Highest level of education: Master's degree Major: Global Market Economics	Director of Power Business Development	1 Aug 2016	Energy & Utilities, Economics, Engineering
7.	Mr. Sumet Tepkhom Gender: Male Age: 35 years old Highest level of education: Master's degree Major: Business Administration	Director - International Power Business Development	27 Jun 2022	Energy & Utilities
8.	Mrs. Rattana Shinawatra [2] Gender: Female Age: 60 years old Highest level of education: Bachelor's degree Major: Accounting	Director of Accounting	1 Feb 2016	Accounting, Audit, Internal Control

[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)	28,610,000.00	27,910,000.00	45,560,000.00

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) : 140

Number of female employees (persons) : 32

Total (persons) : 172

Provident fund

Total number of employees (persons) : 172

Number of employees contributing to the PVD (persons) : 164

Percentage of employees who are members (%) : 95.35

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Mrs. Rattana Shinawatra	rattanas@wha-up.com	0-2719-9559

- Company secretary

General information	Email	Telephone
1. Ms. Nucha Rattanjitbanjong	corporate_secretary@wha-up.com	0-2719-9559

- Head of internal audit

General information	Email	Telephone
1. Mr. Supachate Kunaluckkul	supachate@kpmg.co.th	02-677-2000

- Head of compliance unit

General information	Email	Telephone
1. Mr. Jirayu Chompoorat	jirayuc@wha-up.com	0-2719-9559

• Head of investor relations

General information	Email	Telephone
1. Ms. Pailin Yapiangplook	ir@wha-up.com	0-2719-9559

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. PRICEWATERHOUSECOOPERS ABAS COMPANY LIMITED	<p>1. Mr. Boonruang Lertwisetwit Email: boonrueng.lerdwiseswit@pwc.com Telephone: 0-2824-5000</p> <p>2. Mr. Paiboon Tunkoon Email: paiboon.tunkoon@pwc.com Telephone: 0-2824-5000</p> <p>3. Mr. Kan Tanthawirat Email: Kan.tanthawirat@pwc.com Telephone: 0-2824-5000</p>	2,452,000.00	-

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

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

List of new directors appointed in the past year

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

General information	Position	Date position was assumed	Experience and expertise
1. Ms. JAREEPORN JARUKORNSAKUL Gender: Female Age: 55 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Re-elected as director	Date position was assumed: 25 Mar 2015	Risk Management, Strategic Management, Leadership, Finance, Transportation & Logistics, Economics
2. Mr. VIVAT JIRATIKARNSAKUL Gender: Male Age: 66 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 25 Mar 2015	Energy & Utilities, Engineering, Strategic Management, Risk Management, Governance/ Compliance
3. Mr. EKAJAI TIVUTANOND Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 2 Dec 2015	Economics, Governance/ Compliance, Risk Management, Sustainability, Finance, Accounting, Law, Audit, Internal Control

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SOMKIAT MASUNTHASUWUN Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 23 Apr 2022	Finance, Accounting, Engineering, Leadership, Strategic Management

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PAJONGWIT PONGSIVAPAI Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Additional and newly-appointed directors	Date position was assumed: 22 Apr 2022	Accounting, Finance, Law, Governance/ Compliance, Energy & Utilities, Engineering, Strategic Management, Risk Management

Development of directors over the past year

List of directors	Position	Participated in director development program
Ms. JAREEPORN JARUKORNSAKUL	Chairman of the board	Participating
Mr. DAVID RICHARD NARDONE	Director	Participating
Mr. VIVAT JIRATIKARNSAKUL	Director	Participating
Mrs. PUNNEE WORAWUTHICHONGSATHIT	Director	Participating
Mr. WEIDT NUCHJALEARN	Director	Participating
Mr. EKAJAI TIVUTANOND	Director	Participating

Mr. KRAILUCK ASAWACHATROJ	Director	Participating
Mr. NUMCHAI LOWATTANATAKUL	Director	Participating
Mr. PAJONGWIT PONGSIVAPAI	Director	Participating
Mr. SOMKIAT MASUNTHASUWUN	Director	Participating
Mr. NIPHON BUNDECHANAN	Director	Participating
Mr. SURATHIAN CHAKTHRANONT	Director	Participating

Directors' performance assessment

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

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 10

Date of AGM meeting : 22 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Ms. JAREEPORN JARUKORNSAKUL (Chairman of the board)	-	10/10	Participating	Did not hold the meeting
2. Mr. DAVID RICHARD NARDONE (Director)	-	10/10	Participating	Did not hold the meeting
3. Mr. VIVAT JIRATIKARNSAKUL (Director)	-	10/10	Participating	Did not hold the meeting
4. Mrs. PUNNEE WORAWUTHICHONGSATHIT (Director)	-	10/10	Participating	Did not hold the meeting

5.	Mr. WEIDT NUCHJALEARN (Director)	-	10/10	Participating	Did not hold the meeting
6.	Mr. EKAJAI TIVUTANOND (Director)	-	10/10	Participating	Did not hold the meeting
7.	Mr. KRAILUCK ASAWACHATROJ (Director)	-	10/10	Participating	Did not hold the meeting
8.	Mr. NUMCHAI LOWATTANATAKUL (Director)	-	10/10	Participating	Did not hold the meeting
9.	Mr. PAJONGWIT PONGSIVAPAI (Director)	-	8/8	Non-participating	Did not hold the meeting
10.	Mr. SOMKIAT MASUNTHASUWUN (Director)	-	7/7	Non-participating	Did not hold the meeting
11.	Mr. NIPHON BUNDECHANAN (Director)	23 Apr 2022	2/2	Participating	Did not hold the meeting
12.	Mr. SURATHIAN CHAKTHRANONT (Director)	22 Apr 2022	3/3	Non-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.	Ms. JAREEPORN JARUKORNSAKUL (Chairman of the board)	-	685,000.00	829,697.06	No
2.	Mr. DAVID RICHARD NARDONE (Director)	-	445,000.00	721,926.69	No
3.	Mr. VIVAT JIRATIKARNSAKUL (Director)	-	430,000.00	721,926.69	No
4.	Mrs. PUNNEE WORAWUTHICHONGSATHIT (Director)	-	430,000.00	721,926.69	No
5.	Mr. WEIDT NUCHJALEARN (Director)	-	525,000.00	721,926.69	No
6.	Mr. EKAJAI TIVUTANOND (Director)	-	460,000.00	721,926.69	No
7.	Mr. KRAILUCK ASAWACHATROJ (Director)	-	250,000.00	721,926.69	No
8.	Mr. NUMCHAI LOWATTANATAKUL (Director)	-	310,000.00	721,926.69	No
9.	Mr. PAJONGWIT PONGSIVAPAI (Director)	-	335,000.00	100,000.00	No

10.	Mr. SOMKIAT MASUNTHASUWUN (Director)	-	280,000.00	100,000.00	No
11.	Mr. NIPHON BUNDECHANAN (Director)	23 Apr 2022	105,000.00	621,926.69	No
12.	Mr. SURATHIAN CHAKTHRANONT (Director)	22 Apr 2022	65,000.00	621,926.69	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) : 7

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. WEIDT NUCHJALEARN (Chairman of the audit committee)	-	7/7
2.	Mrs. PUNNEE WORAWUTHICHONGSATHIT (Audit committee)	-	7/7
3.	Mr. EKAJAI TIVUTANOND (Audit committee)	-	7/7