



# **Annual Registration Statement / Annual Report**

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

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

**TEAM CONSULTING ENGINEERING AND MANAGEMENT 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 : TEAM CONSULTING ENGINEERING AND MANAGEMENT PUBLIC COMPANY LIMITED

Symbol : TEAMG

Address : 151 Nuan Chan Road, Nuan Chan, Bueng Kum

Province : Bangkok

Postcode : 10230

Business : The company provides integrated consulting services covered engineering and environmental aspects including study and design, project management and construction supervision, and environmental impact assessment.

Registration Number : 0107561000030

Telephone : 0-2509-9000

Fax (if applicable) : 0-2509-9090

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

Email : [teamgroup@team.co.th](mailto:teamgroup@team.co.th)

#### Total Shares Sold (shares)

Common Stock : 680,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2020	2021	2022
Total (Thousand baht)	1,704,950.19	1,759,306.53	1,623,667.48
Transportation and Logistics (Thousand baht)	775,823.59	644,214.39	491,376.49
Water Resources (Thousand baht)	418,379.39	459,548.70	411,408.24
Building and Infrastructure (Thousand baht)	246,930.81	374,510.13	429,830.68
Environmental Management (Thousand baht)	103,585.20	95,280.77	93,970.19
Energy (Thousand baht)	121,829.30	134,430.35	118,818.27
Others (Thousand baht)	38,401.90	51,322.19	78,263.61

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Transportation and Logistics (%)	45.50	36.62	30.26
Water Resources (%)	24.54	26.12	25.34
Building and Infrastructure (%)	14.48	21.29	26.47
Environmental Management (%)	6.08	5.42	5.79
Energy (%)	7.15	7.64	7.32
Others (%)	2.25	2.92	4.82

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	1,704,950.19	1,759,306.53	1,623,667.48
Domestic (Thousand baht)	1,535,037.00	1,660,444.29	1,491,617.28

International (Thousand baht)	169,913.19	98,862.24	132,050.20
Laos (Thousand baht)	130,992.89	60,424.88	93,669.83
Myanmar (Thousand baht)	20,169.44	18,573.92	23,978.12
Timor-Leste (Thousand baht)	11,746.99	3,103.46	2,608.19
Vietnam (Thousand baht)	244.09	2,489.80	96.75
Cambodia (Thousand baht)	5,617.87	6,047.19	9,626.21
China (Thousand baht)	1,141.91	8,222.99	2,071.10

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	90.03	94.38	91.87
International (%)	9.97	5.62	8.13
Laos (%)	77.09	61.12	70.94
Myanmar (%)	11.87	18.79	18.16
Timor-Leste (%)	6.91	3.14	1.98
Vietnam (%)	0.14	2.52	0.07
Cambodia (%)	3.31	6.12	7.29
China (%)	0.67	8.32	1.57

\*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)**

### Risks of Management and Quality Control

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Damage to company image and reputation

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Systems or internal control system
- Loss or damage from non-compliance of partners or counterparties
- Impact on the environment
- Corruption

Compliance Risk

- Violations of laws and regulations
- Corporate Governance

### Risks of Human Resource Management

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Changes in technologies

- Damage to company image and reputation

#### Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Human error in business operations
- Delays in the development of future projects
- Safety, occupational health, and working environment
- Impact from population structure
- Impact on human rights

#### Compliance Risk

- Change in laws and regulations
- Violations of laws and regulations

### Risks from investment in development projects and investments in subsidiaries and associated companies

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies
- Business operations of partners in the supply chain

##### Operational Risk

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

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Impact on the environment

#### Compliance Risk

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

#### 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

### **Risks of corruption**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

##### Strategic Risk

- Damage to company image and reputation

##### Operational Risk

- Systems or internal control system
- Human error in business operations
- Information security and cyber-attack
- Corruption

##### Compliance Risk

- Corporate Governance

##### Financial Risk

- Other

## Financial Risks

**Risk Management Measures:** Yes

### Related Risk Topics

#### Strategic Risk

- Volatility in the industry in which the company operates
- Business operations of partners in the supply chain
- Reliance on large customers or few customers

#### Operational Risk

- Systems or internal control system
- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Business operations that have no commercial results
- Corruption

#### Compliance Risk

- Corporate Governance

#### Financial Risk

- Insufficient sources of funding
- Change in financial and investment policies of financial institutions that affect business operations
- Default on payment or exchange of goods
- Fluctuation in return on assets or investment

## **Risks from increased competition of consulting company both in domestic and international countries**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Changes in technologies
- Business operations of partners in the supply chain

#### Operational Risk

- Reliance on employees in key positions
- Human error in business operations

## **Risks from changes in external factors during the project implementation**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

- Volatility in the industry in which the company operates
- Government policy
- Changes in technologies
- Business operations of partners in the supply chain

#### Operational Risk

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Climate change and disasters
- Impact on the environment

#### Compliance Risk

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

#### Financial Risk

- Default on payment or exchange of goods

### Risks from rapid changes in technology

**Risk Management Measures:** Yes

#### Related Risk Topics

#### Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Changes in technologies

#### Operational Risk

- Reliance on employees in key positions
- Human error in business operations
- Product obsolescence

#### Compliance Risk

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

### Risks from cyber threats

**Risk Management Measures:** Yes

#### Related Risk Topics

#### Strategic Risk

- Changes in technologies
- Damage to company image and reputation

#### Operational Risk

- Systems or internal control system
- Information security and cyber-attack

### Risks of pandemics and force majeure events

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Volatility in the industry in which the company operates
- Business operations of partners in the supply chain

##### Operational Risk

- Human error in business operations
- Delays in the development of future projects
- Safety, occupational health, and working environment
- Impact on human rights

### Risks of climate change

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Volatility in the industry in which the company operates
- Government policy
- Business operations of partners in the supply chain

## Operational Risk

- Human error in business operations
- Delays in the development of future projects
- Climate change and disasters
- Impact on the environment



# 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.teamgroup.co.th/wp-content/uploads/2022/03/Sustainability-Policy.pdf>

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://www.teamgroup.co.th/wp-content/uploads/2022/03/Sustainability-Policy.pdf>

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

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

##### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	1,598,000.00	1,382,000.00	1,223,000.00

##### Water management

##### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	17,347.00	14,901.00	19,991.00

## Greenhouse gas management

### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	245.00
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	612.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	371.00
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	1,228.00

### • Verification of greenhouse gas emissions over the past year

Third-party verification : Yes

Name of verifying organization : Bureau Veritas Certification (Thailand) Ltd

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : No

Company human right guideline : Employee Rights, Child Labor, 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)	876	808	785
Number of female employees (persons)	494	473	453
<b>Total (persons)</b>	<b>1,370</b>	<b>1,281</b>	<b>1,238</b>

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	15	10	21

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

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

##### • 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.teamgroup.co.th/wp-content/uploads/2020/11/45\\_2563-Corporate-Governance-Policy.pdf](https://www.teamgroup.co.th/wp-content/uploads/2020/11/45_2563-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, 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	9	100.00
Number of male directors	8	88.89
Number of female directors	1	11.11
Number of executive directors	1	11.11
Number of non-executive directors	8	88.89
Number of independent directors	4	44.44

#### 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. RAPEE PHONGBUPAKICHA Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	12 Oct 2022	Law, Leadership, Governance/ Compliance, Audit, Risk Management, Budgeting, Data Analysis



2.	<p>Mrs. SUVIMOL CHRITYAKIERNE</p> <p>Gender: Female</p> <p>Age: 70 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Accounting</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>	7 Jul 2017	Commerce, Accounting
3.	<p>Mr. CHAWALIT CHANTARARAT</p> <p>Gender: Male</p> <p>Age: 65 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: Original director</p>	27 Apr 2010	Strategic Management, Engineering, Leadership, Governance/ Compliance
4.	<p>GEN. WICHIEEN SIRISOONTHORN</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Master of Public 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: Re-elected as director</p>	27 Apr 2017	Data Analysis, Leadership, Strategic Management, Audit, Governance/ Compliance
5.	<p>Mr. APHICHAT SRAMOON</p> <p>Gender: Male</p> <p>Age: 52 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>Director</p> <p>(Executive)</p> <p>Director type: Original director</p>	19 Feb 2020	Economics, Human Resource Management, Sustainability, Corporate Social Responsibility, Data Analysis, Engineering, Change Management, Leadership, Strategic Management, Risk Management, Budgeting, Governance/ Compliance

6.	Mr. KITTIPOL BUNNIM Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	26 Apr 2022	Engineering, Leadership, Governance/ Compliance, Strategic Management
7.	Mr. PRASONG WANGRATTANAPRANEE Gender: Male Age: 65 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	26 Apr 2022	Engineering, Governance/ Compliance, Leadership, Strategic Management
8.	Mr. AMNAT PROMMASUTRA Gender: Male Age: 70 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Newly appointed director to replace ex-director	14 Jun 2022	Engineering, Governance/ Compliance, Leadership, Strategic Management
9.	Mr. CHAMLONG PRABKEAO Gender: Male Age: 64 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	14 Jun 2022	Engineering

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

General information	Position	Tenure	Replacement Director
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1.	Mr. SANIT RANGNOI Gender: Male Age: 74 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)	Date position was assumed: 27 Apr 2017 Date directorship ended: 1 Oct 2022	Mr. RAPEE PHONGBUPAKICHA Date position was assumed: 12 Jun 2023
2.	Mr. PRASERT PATRAMAI Gender: Male Age: 75 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)	Date position was assumed: 10 Jan 1979 Date directorship ended: 26 Apr 2022	Mr. KITTIPOL BUNNIM Date position was assumed: 26 Apr 2022
3.	Mr. THANASARN KHUAYJARERNPANISHK Gender: Male Age: 76 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 3 Nov 1992 Date directorship ended: 26 Apr 2022	Mr. PRASONG WANGRATTANAPRANEE Date position was assumed: 26 Apr 2022
4.	Mr. ISSARIN PATRAMAI Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 27 Apr 2017 Date directorship ended: 2 Jun 2022	Mr. CHAMLONG PRABKEAO Date position was assumed: 14 Jun 2022
5.	Mr. CHANA POOMEE Gender: Male Age: 57 years old Highest level of education: Honorary degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 6 Sep 2021 Date directorship ended: 1 Jun 2022	Mr. AMNAT PROMMASUTRA Date position was assumed: 14 Jun 2022

## Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda  
of the Board of Directors' meetings : 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.	<b>Mr. RAPEE PHONGBUPAKICHA</b> Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	12 Oct 2022	Law, Leadership, Governance/ Compliance, Audit, Risk Management, Budgeting, Data Analysis
2.	<b>Mrs. SUVIMOL CHRITYAKIERNE [1]</b> 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	7 Jul 2017	Commerce, Accounting
3.	<b>GEN. WICHIEEN SIRISOONTHORN</b> Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	27 Apr 2017	Data Analysis, Leadership, Strategic Management, Audit, 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. SANIT RANGNOI Gender: Male Age: 74 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)	Date position was assumed: 27 Apr 2017 Date directorship ended: 1 Oct 2022	Mr. RAPEE PHONGBUPAKICHA Date position was assumed: 12 Oct 2022

[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. APHICHAT SRAMOON Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	19 Feb 2020
2. Mr. Pawak Vongpichate 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	15 Jun 2022

3.	Mr. Nakorn Sanyasiri Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	24 Feb 2022
4.	Mr. Sompat Suwapit Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	24 Feb 2022
5.	Dr. Teerawut Juirnarongrit Gender: Male Age: 48 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	24 Feb 2022
6.	Mrs. Penpilai Phonchaipanich Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	8 May 2019

**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. CHAWALIT CHANTARARAT Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	Date position was assumed: 19 Feb 2020 Date directorship ended: 22 Feb 2022	No replacement director
2.	Mr. KITTIPOL BUNNIM Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 19 Feb 2020 Date directorship ended: 22 Feb 2022	No replacement director
3.	Mr. PRASONG WANGRATTANAPRANEE Gender: Male Age: 65 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 15 May 2020 Date directorship ended: 22 Feb 2022	No replacement director
4.	Dr. Sirinimit Boonyuen Gender: Female Age: 63 years old Highest level of education: Doctoral degree Major: Environmental Biology Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 12 May 2021 Date directorship ended: 22 Feb 2022	No replacement director

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
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Nomination and Compensation Committee	GEN. WICHIEEN SIRISOONTHORN	Chairman
	Mr. CHAWALIT CHANTARARAT	Member
	Mr. KITTIPOL BUNNIM	Member
Corporate Governance and Sustainability Committee	Mr. RAPEE PHONGBUPAKICHA	Chairman
	Mr. AMNAT PROMMASUTRA	Member
	GEN. WICHIEEN SIRISOONTHORN	Member
	Mrs. SUVIMOL CHRITYAKIERNE	Member
	Mr. CHAMLONG PRABKEAO	Member
	Mr. CHAWALIT CHANTARARAT	Member
	Mr. KITTIPOL BUNNIM	Member
	Mr. PRASONG WANGRATTANAPRANEE	Member
	Mr. APHICHAT SRAMOON	Member
Risk Mangement Committee	Mr. APHICHAT SRAMOON	Chairman
	Mr. Nakorn Sanyasiri	Member
	Dr. Teerawut Juirnarongrit	Member
	Mr. Sompat Suwapit	Member
	Mrs. Penpilai Phonchaipanich	Member
	Mr. Meererk Passara	Member
	Mr. Talerng Ngamkajornwiwat	Member
	Mr. Phongton Kusoljit	Member
	Ms. Datchanee Kongsiriwattana	Member
	Mrs. Netchanok Tapinta	Member
	Mr. Naris Denpaiboon	Member
	Mr. Salyawate Prasertwitayakarn	Member
	Mr. Worapong Preecha	Member
	Ms. Mayuree Khuayjarernpanishk	Member
	Ms. Nuanprae Patramai	Member

## Roles of Sub-committees

Sub-committees responsible for risk management	: Risk Mangement Committee
Sub-committees responsible for nomination	: Nomination and Compensation Committee
Sub-committees responsible for remuneration	: Nomination and Compensation Committee
Sub-committees responsible for corporate governance	: Corporate Governance and Sustainability Committee
Sub-committees responsible for corporate sustainability development	: Corporate Governance and Sustainability 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. APHICHAT SRAMOON Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Engineering	CHIEF EXECUTIVE OFFICER	19 Feb 2020	Economics, Human Resource Management, Sustainability, Corporate Social Responsibility, Data Analysis, Engineering, Change Management, Leadership, Strategic Management, Risk Management, Budgeting, Governance/ Compliance
2. Mr. Nakorn Sanyasiri Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Engineering	Deputy CEO Operation	24 Feb 2022	Engineering, Leadership
3. Mr. Pawak Vongpichate Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Administration	Deputy CEO Related Businesses	15 Jun 2022	Engineering, Leadership
4. Dr. Teerawut Juirnarongrit Gender: Male Age: 48 years old Highest level of education: Doctoral degree Major: Engineering	Chief Operating Officer	24 Feb 2022	Engineering, Leadership
5. Mr. Sompat Suwapit Gender: Male Age: 48 years old Highest level of education: Master's degree Major: Economics	Chief Investment Officer	24 Feb 2022	Engineering, Leadership

6.	Mrs. Penpilai Phonchaipanich [1] Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Accounting	Chief Financial Officer	1 Sep 2019	Leadership, Commerce, Accounting, Finance
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[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)	28.23	29.16	27.61

### 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) : 785

Number of female employees (persons) : 453

Total (persons) : 1,238

#### Provident fund

Total number of employees (persons) : 1,238

Number of employees contributing to the PVD (persons) : 853

Percentage of employees who are members (%) : 75.22

# 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. Mrs. SUVIMOL CHRITYAKIERNE 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: Re-elected as director	Date position was assumed: 7 Jul 2017	Commerce, Accounting
2. GEN. WICHIEEN SIRISOONTHORN Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Master of Public Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 27 Apr 2017	Data Analysis, Leadership, Strategic Management, Audit, Governance/ Compliance

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

General information	Position	Date position was assumed	Experience and expertise
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1.	<p>Mr. RAPEE PHONGBUPAKICHA</p> <p>Gender: Male</p> <p>Age: 62 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Master of Public Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Chairman of the board (Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 12 Oct 2022</p>	<p>Law, Leadership, Governance/ Compliance, Audit, Risk Management, Budgeting, Data Analysis</p>
2.	<p>Mr. KITTIPOL BUNNIM</p> <p>Gender: Male</p> <p>Age: 68 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>	<p>Director (Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 26 Apr 2022</p>	<p>Engineering, Leadership, Governance/ Compliance, Strategic Management</p>
3.	<p>Mr. PRASONG WANGRATTANAPRANEE</p> <p>Gender: Male</p> <p>Age: 65 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>	<p>Director (Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 26 Apr 2022</p>	<p>Engineering, Governance/ Compliance, Leadership, Strategic Management</p>
4.	<p>Mr. AMNAT PROMMASUTRA</p> <p>Gender: Male</p> <p>Age: 70 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>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 14 Jun 2022</p>	<p>Engineering, Governance/ Compliance, Leadership, Strategic Management</p>
5.	<p>Mr. CHAMLONG PRABKEAO</p> <p>Gender: Male</p> <p>Age: 64 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>Director (Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	<p>Date position was assumed: 14 Jun 2022</p>	<p>Engineering</p>

## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. RAPEE PHONGBUPAKICHA	Chairman of the board	Non-participating
Mrs. SUVIMOL CHRITYAKIERNE	Director	Non-participating
Mr. CHAWALIT CHANTARARAT	Director	Non-participating
GEN. WICHIEEN SIRISOONTHORN	Director	Non-participating
Mr. APHICHAT SRAMOON	Director	Participating
Mr. KITTIPOLO BUNNIM	Director	Participating
Mr. PRASONG WANGRATTANAPRANEE	Director	Participating
Mr. AMNAT PROMMASUTRA	Vice Chairman	Participating
Mr. CHAMLONG PRABKEAO	Director	Participating
Mr. SANIT RANGNOI	Chairman of the board	Non-participating
Mr. PRASERT PATRAMAI	Vice Chairman	Non-participating
Mr. THANASARN KHUAYJARERNPANISHK	Director	Non-participating
Mr. ISSARIN PATRAMAI	Director	Non-participating
Mr. CHANA POOMEE	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) : 10



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. RAPEE PHONGBUPAKICHA (Chairman of the board)	-	2/2	Non-participating	Did not hold the meeting
2.	Mrs. SUVIMOL CHRITYAKIERNE (Director)	-	9/10	Participating	Did not hold the meeting
3.	Mr. CHAWALIT CHANTARARAT (Director)	-	9/10	Participating	Did not hold the meeting
4.	GEN. WICHIEEN SIRISOONTHORN (Director)	-	10/10	Participating	Did not hold the meeting
5.	Mr. APHICHAT SRAMOON (Director)	-	9/10	Participating	Did not hold the meeting
6.	Mr. KITTIPOLO BUNNIM (Director)	-	6/8	Non-participating	Did not hold the meeting
7.	Mr. PRASONG WANGRATTANAPRANEE (Director)	-	7/8	Non-participating	Did not hold the meeting
8.	Mr. AMNAT PROMMASUTRA (Vice Chairman)	-	5/5	Non-participating	Did not hold the meeting
9.	Mr. CHAMLONG PRABKEAO (Director)	-	5/5	Non-participating	Did not hold the meeting
10.	Mr. SANIT RANGNOI (Chairman of the board)	1 Oct 2022	7/7	Participating	Did not hold the meeting
11.	Mr. PRASERT PATRAMAI (Vice Chairman)	26 Apr 2022	2/2	Participating	Did not hold the meeting
12.	Mr. THANASARN KHUAYJARERNPANISHK (Director)	26 Apr 2022	2/2	Participating	Did not hold the meeting
13.	Mr. ISSARIN PATRAMAI (Director)	2 Jun 2022	3/4	Participating	Did not hold the meeting
14.	Mr. CHANA POOME (Director)	1 Jun 2022	4/4	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. RAPEE PHONGBUPAKICHA (Chairman of the board)	-	30,000.00	246,549.00	No
2.	Mrs. SUVIMOL CHRITYAKIERNE (Director)	-	60,000.00	689,940.00	No
3.	Mr. CHAWALIT CHANTARARAT (Director)	-	50,000.00	469,940.00	No
4.	GEN. WICHIEEN SIRISOONTHORN (Director)	-	85,000.00	719,940.00	No
5.	Mr. APHICHAT SRAMOON (Director)	-	0.00	149,940.00	No
6.	Mr. KITTIPOLO BUNNIM (Director)	-	35,000.00	311,866.00	No
7.	Mr. PRASONG WANGRATTANAPRANEE (Director)	-	30,000.00	306,866.00	No
8.	Mr. AMNAT PROMMASUTRA (Vice Chairman)	-	29,500.00	308,855.00	No
9.	Mr. CHAMLONG PRABKEAO (Director)	-	25,000.00	246,737.00	No
10.	Mr. SANIT RANGNOI (Chairman of the board)	1 Oct 2022	127,500.00	771,794.00	No
11.	Mr. PRASERT PATRAMAI (Vice Chairman)	26 Apr 2022	13,000.00	195,445.00	No
12.	Mr. THANASARN KHUAYJARERNPANISHK (Director)	26 Apr 2022	10,000.00	143,908.00	No
13.	Mr. ISSARIN PATRAMAI (Director)	2 Jun 2022	10,000.00	197,441.00	No
14.	Mr. CHANA POOMEE (Director)	1 Jun 2022	15,000.00	187,030.00	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) : 5

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. RAPEE PHONGBUPAKICHA (Chairman of the audit committee)	-	2/2
2.	Mrs. SUVIMOL CHRITYAKIERNE (Audit committee)	-	4/5
3.	GEN. WICHIEEN SIRISOONTORN (Audit committee)	-	5/5
4.	Mr. SANIT RANGNOI (Chairman of the audit committee)	1 Oct 2022	3/3