



# **Annual Registration Statement / Annual Report**

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

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

**ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2022



## Table of Contents

|  | Page |
|--|------|
| <b>Business Operations and Performance</b>   |      |
| Group Structure and Operations   | 1    |
| Risk Management  | 4    |
| Sustainable Development  | 7    |
| <b>Corporate Governance</b>  |      |
| Corporate Governance Policy  | 11   |
| Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information | 12   |
| Performance Report on Corporate Governance   | 23   |

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : ZEN CORPORATION GROUP PUBLIC COMPANY LIMITED

Symbol : ZEN

Address : No.662 Soi Onnuch 17, Suan Luang Sub District, Suan Luang District

Province : Bangkok

Postcode : 10250

Business : A holding company which its core company is Zen Restaurant Holding Company Limited that operates Japanese restaurant business under the brand names, "ZEN" and other related business.

Registration Number : 0107561000439

Telephone : 0-2019-5000 Ext.982

Fax (if applicable) : 0-2030-5322

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

Email : [corporatesecretary@zengroup.co.th](mailto:corporatesecretary@zengroup.co.th)

#### Total Shares Sold (shares)

Common Stock : 300,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

|                                    | 2020         | 2021         | 2022         |
|------------------------------------|--------------|--------------|--------------|
| Total (Thousand baht)              | 2,333,389.90 | 2,255,319.50 | 3,413,122.10 |
| Food Business (Thousand baht)      | 2,213,914.32 | 2,145,600.45 | 3,305,529.83 |
| Franchise business (Thousand baht) | 70,082.80    | 63,157.35    | 77,764.28    |
| Other income (Thousand baht)       | 49,392.78    | 46,561.70    | 29,827.99    |

  

|                        | 2020   | 2021   | 2022   |
|------------------------|--------|--------|--------|
| Total (%)              | 100.00 | 100.00 | 100.00 |
| Food Business (%)      | 94.88  | 95.14  | 96.85  |
| Franchise business (%) | 3.00   | 2.80   | 2.28   |
| Other income (%)       | 2.12   | 2.06   | 0.87   |

#### By Geographical Area or Market

|                               | 2020         | 2021         | 2022         |
|-------------------------------|--------------|--------------|--------------|
| Total (Thousand baht)         | 2,333,389.90 | 2,255,319.50 | 3,413,122.10 |
| Domestic (Thousand baht)      | 2,325,913.59 | 2,252,522.62 | 3,406,976.36 |
| International (Thousand baht) | 7,476.31     | 2,796.88     | 6,145.74     |
| Myanmar (Thousand baht)       | 2,181.47     | 372.79       | 539.86       |
| Cambodia (Thousand baht)      | 4,071.05     | 2,374.53     | 3,737.03     |
| Laos (Thousand baht)          | 1,223.79     | 49.56        | 617.69       |
| Other income (Thousand baht)  | 0.00         | 0.00         | 1,251.16     |

|                   | 2020   | 2021   | 2022   |
|-------------------|--------|--------|--------|
| Total (%)         | 100.00 | 100.00 | 100.00 |
| Domestic (%)      | 99.68  | 99.88  | 99.82  |
| International (%) | 0.32   | 0.12   | 0.18   |
| Myanmar (%)       | 29.18  | 13.33  | 8.78   |
| Cambodia (%)      | 54.45  | 84.90  | 60.81  |
| Laos (%)          | 16.37  | 1.77   | 10.05  |
| Other income (%)  | 0.00   | 0.00   | 20.36  |

## 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 | 2,193.17 | 2,137.37 | 2,314.92 |

# 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)**

### Strategic Risk

**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
- Reliance on large partners / distributors or few partners / distributors
- Damage to company image and reputation

#### Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources
- Systems or internal control system
- Human error in business operations
- Information security and cyber-attack
- Loss or damage from non-compliance of partners or counterparties
- Property lease agreement execution



- Safety, occupational health, and working environment
- Climate change and disasters
- Impact on the environment
- Impact on human rights
- Corruption

#### Compliance Risk

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

#### Financial Risk

- Insufficient sources of funding

### **Risk to Securities Holder (2.2.2)**

#### **Investment Risk of Securities Holder**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

### **Risk to Securities Holder from Investing in Foreign Securities (Applicable to only foreign companies) (2.2.3)**

## **Risks from investment in Foreign Securities**

**Risk Management Measures:** No

### **Related Risk Topics**

- Investment risk

# 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://investor.zengroup.co.th/storage/download/cg/20210527-zen-sustainable-development-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://investor.zengroup.co.th/storage/download/cg/20210527-zen-environmental-policy.pdf>

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

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

##### Energy management

###### • Fuel consumption

|                | 2020 | 2021 | 2022      |
|----------------|------|------|-----------|
| Diesel (Litre) | N/A  | N/A  | 15,929.56 |

###### • Electricity consumption

|                                       | 2020 | 2021         | 2022          |
|---------------------------------------|------|--------------|---------------|
| Amount of electricity purchased (kWh) | N/A  | 8,292,640.54 | 11,138,442.91 |

## Water management

### • Water consumption

|                                  | 2020 | 2021       | 2022       |
|----------------------------------|------|------------|------------|
| Water consumption (cubic meters) | N/A  | 249,765.61 | 300,688.44 |

## Waste management

### • Waste from operations

|                      | 2020          | 2021            | 2022            |
|----------------------|---------------|-----------------|-----------------|
| Hazardous waste (kg) | 918.00        | 1,656.14        | 2,029.40        |
| <b>Total (kg)</b>    | <b>918.00</b> | <b>1,656.14</b> | <b>2,029.40</b> |

## 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)      | 313.00          | 430.00           | N/A        |
| Scope 2 (Tons of carbon dioxide equivalents)      | 344.00          | 4,261.00         | N/A        |
| Scope 3 (Tons of carbon dioxide equivalents)      | 540.00          | 5,623.00         | N/A        |
| <b>Total (Tons of carbon dioxide equivalents)</b> | <b>1,197.00</b> | <b>10,314.00</b> | <b>N/A</b> |

### • 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://investor.zengroup.co.th/storage/download/cg/zen-human-rights-policy-th.pdf>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, 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)   | 758          | 1,066        | 915          |
| Number of female employees (persons) | 1,072        | 1,682        | 1,304        |
| <b>Total (persons)</b>               | <b>1,830</b> | <b>2,748</b> | <b>2,219</b> |

##### • Employee remuneration

|                              | 2020           | 2021           | 2022           |
|------------------------------|----------------|----------------|----------------|
| Employee remuneration (baht) | 664,300,000.00 | 585,740,000.00 | 695,350,000.00 |

##### • Employee development and training

|  | 2020         | 2021         | 2022         |
|--|--------------|--------------|--------------|
| Average training hours of employees (hour / person / year) | N/A          | 11           | 16           |
| Employee development and training expenses (baht)          | 1,915,319.00 | 2,086,975.00 | 2,281,162.84 |

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

|  | 2020 | 2021 | 2022 |
|--|------|------|------|
| Number of employee work injuries leading to employee absence (times) | N/A  | 43   | 49   |

• **Employee retention**

|  | 2020  | 2021  | 2022  |
|--|-------|-------|-------|
| Percentage of employees who voluntarily resigned (%) | 70.77 | 32.42 | 51.55 |

• **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://investor.zengroup.co.th/storage/corporate-governance/20221128-zen-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         | 11                | 100.00         |
| Number of male directors          | 9                 | 81.82          |
| Number of female directors        | 2                 | 18.18          |
| Number of executive directors     | 4                 | 36.36          |
| Number of non-executive directors | 7                 | 63.64          |
| 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. PAITON TAVEEBHOL<br>Gender: Male<br>Age: 72 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Chairman of the board<br>(Non-executive,<br>Independent director)<br>Director type: Re-elected<br>as director | 20 Feb 2019               | Risk Management, Human<br>Resource Management,<br>Corporate Management, Audit,<br>Finance, Sustainability,<br>Corporate Social<br>Responsibility, Internal<br>Control, Governance/<br>Compliance, Leadership, Food<br>& Beverage |

|    |  |  |             |  |
|----|--|--|-------------|--|
| 2. | <p>Mr. SAKKANON CHIRATHIVAT</p> <p>Gender: Male</p> <p>Age: 45 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration and Urban Design</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Vice Chairman<br/>(Non-executive)</p> <p>Director type: Original director</p> | 20 Feb 2019 | <p>Strategic Management, Change Management, Risk Management, Human Resource Management, Corporate Management, Brand Management, Project Management, Budgeting, Leadership, Property Development, Architecture, Food &amp; Beverage</p> |
| 3. | <p>Mr. STEVEN HALLIDAY</p> <p>Gender: Male</p> <p>Age: 43 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<br/>(Non-executive)</p> <p>Director type: Original director</p>      | 20 Feb 2019 | <p>Strategic Management, Risk Management, Budgeting, Data Analysis, Finance, Banking</p>   |
| 4. | <p>Mr. CHITTAPON VIVADDHANAKASEM</p> <p>Gender: Male</p> <p>Age: 43 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance and Marketing</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>               | <p>Director<br/>(Executive)</p> <p>Director type: Re-elected as director</p>     | 20 Feb 2019 | <p>Strategic Management, Risk Management, Human Resource Management, Corporate Management, Brand Management, Budgeting, Marketing, Data Analysis, Sustainability, Corporate Social Responsibility, Leadership, Food &amp; Beverage</p> |
| 5. | <p>Ms. JOMKWAN CHIRATHIVAT</p> <p>Gender: Female</p> <p>Age: 40 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Mass Communication</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                    | <p>Director<br/>(Executive)</p> <p>Director type: Re-elected as director</p>     | 20 Feb 2019 | <p>Brand Management, Marketing, Design, Sustainability, Food &amp; Beverage, Procurement</p>   |

|    |   |  |             |   |
|----|---|--|-------------|---|
| 6. | <p>Mr. PRAWIT KIJPAISALRATTANA</p> <p>Gender: Male</p> <p>Age: 69 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: Original director</p> | 20 Feb 2019 | <p>Corporate Management, Audit, Procurement, Internal Control, Banking, Agribusiness, Governance/ Compliance, Accounting, Insurance, Leadership</p>   |
| 7. | <p>Mr. WILERT PURIWAT</p> <p>Gender: Male</p> <p>Age: 54 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: International Business</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 Feb 2019 | <p>Human Resource Management, Brand Management, Marketing, Digital Marketing, Tourism &amp; Leisure, Corporate Social Responsibility, Leadership</p>  |
| 8. | <p>Mr. BOONYONG TANSAKUL</p> <p>Gender: Male</p> <p>Age: 57 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</p> <p>(Executive)</p> <p>Director type: Original director</p>                           | 20 Feb 2019 | <p>Strategic Management, Change Management, Risk Management, Human Resource Management, Corporate Management, Marketing, Digital Marketing, Sustainability, Corporate Social Responsibility, Food &amp; Beverage, Data Analysis, Leadership, Budgeting</p>  |
| 9. | <p>Mrs. JOTIKA SAVANANANDA</p> <p>Gender: Female</p> <p>Age: 62 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Psychology , 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 Feb 2019 | <p>Property Fund &amp; REITs, Strategic Management, Fund Management, Change Management, Risk Management, Corporate Management, Budgeting, Audit, Data Analysis, Finance, Corporate Social Responsibility, Internal Control, Banking, Governance/ Compliance, Accounting, Insurance, Leadership, Property Development, Finance &amp; Securities, Economics</p> |

|     |  |  |             |   |
|-----|--|--|-------------|---|
| 10. | Mr. CHAVALIT CHINDAVANIG<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>(Non-executive,<br>Independent director)<br><br>Director type: Re-elected<br>as director | 29 Apr 2019 | Strategic Management, Risk<br>Management, Budgeting, Data<br>Analysis, Finance, Corporate<br>Social Responsibility,<br>Procurement, Banking,<br>Governance/ Compliance,<br>Finance & Securities |
| 11. | Mr. SIRUWAT CHATCHAWAN<br>CHATCHAWAN<br>Gender: Male<br>Age: 44 years old<br>Highest level of education:<br>Bachelor's degree<br>Major: Communication Design<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Executive)<br><br>Director type: Original<br>director                                   | 24 Aug 2020 | Paper & Printing Materials,<br>Brand Management, Marketing,<br>Corporate Social<br>Responsibility, Packaging,<br>Architecture, Media &<br>Publishing, Food & Beverage,<br>Design                |

#### Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

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

The company appoints at least one independent director to determine the agenda  
of the Board of Directors' meetings : No

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

| General information   | Position   | Date position was assumed | Experience and expertise   |
|---|--|---------------------------|--|
| 1. Mr. PRAWIT KIJPAISALRATTANA<br>Gender: Male<br>Age: 69 years old<br>Highest level of education: Master's degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes                         | Chairman of the audit committee<br>(Non-executive, Independent director)<br>Director type: Original director | 20 Feb 2019               | Corporate Management, Audit, Procurement, Internal Control, Banking, Agribusiness, Governance/ Compliance, Accounting, Insurance, Leadership   |
| 2. Mrs. JOTIKA SAVANANANDA<br>Gender: Female<br>Age: 62 years old<br>Highest level of education: Master's degree<br>Major: Psychology , Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Audit committee<br>(Non-executive, Independent director)<br>Director type: Original director                 | 20 Feb 2019               | Property Fund & REITs, Strategic Management, Fund Management, Change Management, Risk Management, Corporate Management, Budgeting, Audit, Data Analysis, Finance, Corporate Social Responsibility, Internal Control, Banking, Governance/ Compliance, Accounting, Insurance, Leadership, Property Development, Finance & Securities, Economics |
| 3. Mr. CHAVALIT CHINDAVANIG<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               | Audit committee<br>(Non-executive, Independent director)<br>Director type: Re-elected as director            | 29 Apr 2019               | Strategic Management, Risk Management, Budgeting, Data Analysis, Finance, Corporate Social Responsibility, Procurement, Banking, Governance/ Compliance, Finance & Securities  |

[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. BOONYONG TANSAKUL<br>Gender: Male<br>Age: 57 years old<br>Highest level of education: Bachelor's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes            | Chairman of the executive committee | 1 Jun 2018                |
| 2. Ms. JOMKWAN CHIRATHIVAT<br>Gender: Female<br>Age: 40 years old<br>Highest level of education: Bachelor's degree<br>Major: Mass Communication<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Member of the executive committee   | 20 Feb 2019               |
| 3. Mrs. Yupaphan Ekasittikul<br>Gender: Female<br>Age: 55 years old<br>Highest level of education: Master's degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes         | Member of the executive committee   | 1 Jun 2018                |



|    |  |                                   |             |
|----|--|-----------------------------------|-------------|
| 4. | Mr. SIRUWAT CHATCHAWAN<br>CHATCHAWAN<br>Gender: Male<br>Age: 44 years old<br>Highest level of education: Bachelor's degree<br>Major: Communication Design<br>Thai nationality: Yes<br>Residing in Thailand: Yes      | Member of the executive committee | 6 Mar 2020  |
| 5. | Mr. CHITTAPON VIVADDHANAKASEM<br>Gender: Male<br>Age: 43 years old<br>Highest level of education: Master's degree<br>Major: Finance and Marketing<br>Thai nationality: Yes<br>Residing in Thailand: Yes              | Member of the executive committee | 6 Mar 2020  |
| 6. | Mr. Pree Suvimolthirabutr<br>Gender: Male<br>Age: 48 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 | 14 Dec 2021 |
| 7. | Mrs. Mayuree Chitrakorn<br>Gender: Female<br>Age: 46 years old<br>Highest level of education: Bachelor's degree<br>Major: Degree in Journalism and Advertising<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Member of the executive committee | 24 Feb 2022 |

## Other sub-committees

### Sub-committees information

| Name of sub-committees | List of directors | Position |
|------------------------|-------------------|----------|
|------------------------|-------------------|----------|

|   |                                   |          |
|---|-----------------------------------|----------|
| Nomination and Remuneration Committee           | Mr. PRAWIT KIJPAISALRATTANA       | Chairman |
|   | Mr. SAKKANON CHIRATHIVAT          | Member   |
|   | Mr. WILERT PURIWAT                | Member   |
|   | Mrs. JOTIKA SAVANANANDA           | Member   |
| Marketing and Sustainable Development Committee | Mr. WILERT PURIWAT                | Chairman |
|   | Mr. SIRUWAT CHATCHAWAN CHATCHAWAN | Member   |
|   | Ms. JOMKWAN CHIRATHIVAT           | Member   |
| Risk Management Committee                       | Mr. CHAVALIT CHINDAVANIG          | Chairman |
|   | Mr. SAKKANON CHIRATHIVAT          | Member   |
|   | Mr. BOONYONG TANSAKUL             | Member   |
|   | Mr. CHITTAPON VIVADDHANAKASEM     | Member   |
|   | Mr. STEVEN DAVID HALLIDAY         | Member   |
| Audit and Corporate Governance Committee        | Mr. PRAWIT KIJPAISALRATTANA       | Chairman |
|   | Mrs. JOTIKA SAVANANANDA           | Member   |
|   | Mr. CHAVALIT CHINDAVANIG          | 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                 | : Audit and Corporate Governance Committee        |
| Sub-committees responsible for corporate sustainability development | : Marketing 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. BOONYONG TANSAKUL<br>Gender: Male<br>Age: 57 years old<br>Highest level of education: Bachelor's degree<br>Major: Engineering                 | Chief Executive Officer | 1 Jun 2018                | Strategic Management, Change Management, Risk Management, Human Resource Management, Corporate Management, Marketing, Digital Marketing, Sustainability, Corporate Social Responsibility, Food & Beverage, Data Analysis, Leadership, Budgeting   |
| 2. Mrs. Yupaphan Ekasittikul [1][2]<br>Gender: Female<br>Age: 55 years old<br>Highest level of education: Master's degree<br>Major: Accounting       | Chief Financial Officer | 1 Jun 2018                | Accounting, Finance, Strategic Management, Data Management, Change Management, Risk Management, Human Resource Management, Corporate Management, Budgeting, Audit, Data Analysis, Negotiation, Sustainability, Corporate Social Responsibility, Internal Control, Governance/ Compliance, Leadership, Food & Beverage |
| 3. Mr. CHITTAPON VIVADDHANAKASEM<br>Gender: Male<br>Age: 43 years old<br>Highest level of education: Master's degree<br>Major: Finance and Marketing | Chief People officer    | 1 Apr 2020                | Strategic Management, Risk Management, Human Resource Management, Corporate Management, Brand Management, Budgeting, Marketing, Data Analysis, Sustainability, Corporate Social Responsibility, Leadership, Food & Beverage   |

|    |   |   |             |  |
|----|---|---|-------------|--|
| 4. | Mr. SIRUWAT CHATCHAWAN<br>CHATCHAWAN<br>Gender: Male<br>Age: 44 years old<br>Highest level of education: Bachelor's degree<br>Major: Communication Design | Chief Commercial Officer_Thai Brand                     | 25 Mar 2020 | Paper & Printing Materials, Brand Management, Marketing, Corporate Social Responsibility, Packaging, Architecture, Media & Publishing, Food & Beverage, Design   |
| 5. | Mr. Pree Suvimolthirabutr<br>Gender: Male<br>Age: 48 years old<br>Highest level of education: Master's degree<br>Major: Business Administration           | Chief Operations Officer / Chief of Restaurant Business | 1 Sep 2021  | Strategic Management, Data Management, Change Management, Risk Management, Corporate Management, IT Management, Brand Management, Project Management, Budgeting, Marketing, Digital Marketing, Data Analysis, Finance, Negotiation, Transportation & Logistics, Procurement, Internal Control, Construction Services, Leadership, Energy & Utilities, Property Development, Commerce, Construction Materials, Engineering, Statistics, Food & Beverage, Information & Communication Technology |
| 6. | Mrs. Mayuree Chitrakorn<br>Gender: Female<br>Age: 46 years old<br>Highest level of education: Bachelor's degree<br>Major: journals & Advertising          | Chief Marketing Officer                                 | 4 Jan 2022  | Paper & Printing Materials, Strategic Management, Brand Management, Digital Marketing, Marketing, Sustainability, Data Analysis, Design, Corporate Social Responsibility, Packaging, Food & Beverage, Media & Publishing   |

[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) | 21,660,823.00 | 24,359,515.00 | 30,899,337.00 |

## 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) : 915

Number of female employees (persons) : 1,304

Total (persons) : 2,219

#### Employee Remuneration

Total employee remuneration : 695,350,000.00

#### Provident fund

Total number of employees (persons) : 2,219

Number of employees contributing to the PVD (persons) : 523

Percentage of employees who are members (%) : 23.57

# 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. PAITON TAVEEBHOL<br>Gender: Male<br>Age: 72 years old<br>Highest level of education: Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes        | Chairman of the board<br>(Non-executive, Independent director)<br><br>Director type: Re-elected as director | Date position was assumed:<br>20 Feb 2019 | Risk Management, Human Resource Management, Corporate Management, Audit, Finance, Sustainability, Corporate Social Responsibility, Internal Control, Governance/ Compliance, Leadership, Food & Beverage                    |
| 2. Mr. CHITTAPON VIVADDHANAKASEM<br>Gender: Male<br>Age: 43 years old<br>Highest level of education: Master's degree<br>Major: Finance and Marketing<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Executive)<br><br>Director type: Re-elected as director  | Date position was assumed:<br>20 Feb 2019 | Strategic Management, Risk Management, Human Resource Management, Corporate Management, Brand Management, Budgeting, Marketing, Data Analysis, Sustainability, Corporate Social Responsibility, Leadership, Food & Beverage |
| 3. Ms. JOMKWAN CHIRATHIVAT<br>Gender: Female<br>Age: 40 years old<br>Highest level of education: Bachelor's degree<br>Major: Mass Communication<br>Thai nationality: Yes<br>Residing in Thailand: Yes      | Director<br>(Executive)<br><br>Director type: Re-elected as director  | Date position was assumed:<br>20 Feb 2019 | Brand Management, Marketing, Design, Sustainability, Food & Beverage, Procurement   |

|    |                                |                                       |                            |   |
|----|--------------------------------|---------------------------------------|----------------------------|---|
| 4. | Mr. CHAVALIT CHINDAVANIG       | Director                              | Date position was assumed: | Strategic Management, Risk Management, Budgeting, Data Analysis, Finance, Corporate Social Responsibility, Procurement, Banking, Governance/ Compliance, Finance & Securities |
|    | Gender: Male                   | (Non-executive, Independent director) | 29 Apr 2019                |   |
|    | Age: 59 years old              |                                       |                            |   |
|    | Highest level of education:    |                                       |                            |   |
|    | Master's degree                | Director type: Re-elected as director |                            |   |
|    | Major: Business Administration |                                       |                            |   |
|    | Thai nationality: Yes          |                                       |                            |   |
|    | Residing in Thailand: Yes      |                                       |                            |   |

## Development of directors over the past year

| List of directors                 | Position              | Participated in director development program |
|-----------------------------------|-----------------------|--|
| Mr. PAITON TAVEEBHOL              | Chairman of the board | Participating                                |
| Mr. SAKKANON CHIRATHIVAT          | Vice Chairman         | Participating                                |
| Mr. STEVEN HALLIDAY               | Director              | Non-participating                            |
| Mr. CHITTAPON VIVADDHANAKASEM     | Director              | Participating                                |
| Ms. JOMKWAN CHIRATHIVAT           | Director              | Non-participating                            |
| Mr. PRAWIT KIJPAISALRATTANA       | Director              | Non-participating                            |
| Mr. WILERT PURIWAT                | Director              | Non-participating                            |
| Mr. BOONYONG TANSAKUL             | Director              | Participating                                |
| Mrs. JOTIKA SAVANANANDA           | Director              | Participating                                |
| Mr. CHAVALIT CHINDAVANIG          | Director              | Participating                                |
| Mr. SIRUWAT CHATCHAWAN CHATCHAWAN | 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 : 28 Apr 2022

EGM meeting : No

|     | List of directors                               | Termination date | Number of Board Meeting | AGM meetings  | EGM meetings             |
|-----|---|------------------|-------------------------|---------------|--------------------------|
| 1.  | Mr. PAITON TAVEEBHOL<br>(Chairman of the board) | -                | 8/8                     | Participating | Did not hold the meeting |
| 2.  | Mr. SAKKANON CHIRATHIVAT<br>(Vice Chairman)     | -                | 8/8                     | Participating | Did not hold the meeting |
| 3.  | Mr. STEVEN HALLIDAY<br>(Director)               | -                | 8/8                     | Participating | Did not hold the meeting |
| 4.  | Mr. CHITTAPON VIVADDHANAKASEM<br>(Director)     | -                | 8/8                     | Participating | Did not hold the meeting |
| 5.  | Ms. JOMKWAN CHIRATHIVAT<br>(Director)           | -                | 8/8                     | Participating | Did not hold the meeting |
| 6.  | Mr. PRAWIT KIJPAISALRATTANA<br>(Director)       | -                | 8/8                     | Participating | Did not hold the meeting |
| 7.  | Mr. WILERT PURIWAT<br>(Director)                | -                | 8/8                     | Participating | Did not hold the meeting |
| 8.  | Mr. BOONYONG TANSAKUL<br>(Director)             | -                | 8/8                     | Participating | Did not hold the meeting |
| 9.  | Mrs. JOTIKA SAVANANANDA<br>(Director)           | -                | 8/8                     | Participating | Did not hold the meeting |
| 10. | Mr. CHAVALIT CHINDAVANIG<br>(Director)          | -                | 8/8                     | Participating | Did not hold the meeting |
| 11. | Mr. SIRUWAT CHATCHAWAN CHATCHAWAN<br>(Director) | -                | 8/8                     | 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. PAITON TAVEEBHOL<br>(Chairman of the board) | -                | 320,000.00                  | 240,000.00                               | N/A                    |
| 2.                | Mr. SAKKANON CHIRATHIVAT<br>(Vice Chairman)     | -                | 375,000.00                  | 160,000.00                               | N/A                    |
| 3.                | Mr. STEVEN HALLIDAY<br>(Director)               | -                | 300,000.00                  | 160,000.00                               | N/A                    |
| 4.                | Mr. CHITTAPON VIVADDHANAKASEM<br>(Director)     | -                | N/A                         | N/A                                      | N/A                    |
| 5.                | Ms. JOMKWAN CHIRATHIVAT<br>(Director)           | -                | N/A                         | N/A                                      | N/A                    |
| 6.                | Mr. PRAWIT KIJPAISALRATTANA<br>(Director)       | -                | 585,000.00                  | 160,000.00                               | N/A                    |
| 7.                | Mr. WILERT PURIWAT<br>(Director)                | -                | 415,000.00                  | 160,000.00                               | N/A                    |
| 8.                | Mr. BOONYONG TANSAKUL<br>(Director)             | -                | N/A                         | N/A                                      | N/A                    |
| 9.                | Mrs. JOTIKA SAVANANANDA<br>(Director)           | -                | 475,000.00                  | 160,000.00                               | N/A                    |
| 10.               | Mr. CHAVALIT CHINDAVANIG<br>(Director)          | -                | 540,000.00                  | 160,000.00                               | N/A                    |
| 11.               | Mr. SIRUWAT CHATCHAWAN CHATCHAWAN<br>(Director) | -                | N/A                         | N/A                                      | N/A                    |

## 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. PRAWIT KIJPAISALRATTANA<br>(Chairman of the audit committee) | -                | 8/8                                   |
| 2.                | Mrs. JOTIKA SAVANANANDA<br>(Audit committee)                     | -                | 8/8                                   |
| 3.                | Mr. CHAVALIT CHINDAVANIG<br>(Audit committee)                    | -                | 8/8                                   |