



# **Annual Registration Statement / Annual Report**

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

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

**THAI GROUP HOLDINGS 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 : THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED

Symbol : TGH

Address : 315 Thai Group Building, 12th Floor, Silom Road, Silom, Bang Rak District

Province : Bangkok

Postcode : 10500

Business : TGH is a holding company that operated in the Life insurance business, Non-life insurance business, and Financing business (Leasing & Corporate Lending). Southeast Life Insurance Public Company Limited (SELIC) which operated in the Life insurance business is the subsidiary that contributes the main profit.

Registration Number : 0107561000285

Telephone : 026321224

Website : <https://www.tgh.co.th>

Email : [comsec@tgh.co.th](mailto:comsec@tgh.co.th)

#### Total Shares Sold (shares)

Common Stock : 752,097,832

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2020	2021	2022
Total (Thousand baht)	23,366.21	33,639.41	19,848.00
Income from Life Insurance Business (Thousand baht)	10,068.71	12,437.57	10,950.17
Income from Non-Life Insurance Business (Thousand baht)	8,932.12	16,881.12	3,561.91
Income from Financial Service Business (Thousand baht)	4,211.67	4,760.65	5,253.41
Income from Other Business (Thousand baht)	153.71	-439.93	82.51

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Income from Life Insurance Business (%)	43.09	36.97	55.17
Income from Non-Life Insurance Business (%)	38.23	50.18	17.95
Income from Financial Service Business (%)	18.02	14.15	26.47
Income from Other Business (%)	0.66	-1.31	0.42

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	23,366.21	33,639.41	19,848.00
Domestic (Thousand baht)	23,366.21	33,639.41	19,848.00
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00

International (%)	0.00	0.00	0.00
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\*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)**

### ESG Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Government policy

Operational Risk

- Climate change and disasters

Compliance Risk

- Change in laws and regulations

### Strategic and Capital risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates

Financial Risk

- Insufficient sources of funding
- Fluctuation in exchange rates, interest rates, or the inflation rate



## **Business Risk – insurance underwriting and sales channel**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Strategic Risk

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

#### Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Human error in business operations

## **Financial risk: investment risk and credit risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations
- Default on payment or exchange of goods
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment

## **Operational Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

#### Operational Risk

- Systems or internal control system
- Human error in business operations

- Information security and cyber-attack

# 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://portal.segroup.co.th/sites/HR/HRPortal/SiteAssets/Lists/AnnouncementDocument/AllItems/%E0%B8%9B%E0%B8%A3%E0%B8%B0%E0%B8%81%E0%B8%B2%E0%B8%A8%E0%B8%97%E0%B8%B5%E0%B9%88%20%E0%B8%9A%E0%B8%84.006%2004%202566%20%E0%B8%81%E0%B8%A3%E0%B8%AD%E0%B8%9A%E0%B9%81%E0%B8%A5%E0%B8%B0%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%94%E0%B8%B3%E0%B9%80%E0%B8%99%E0%B8%B4%E0%B8%99%E0%B8%87%E0%B8%B2%E0%B8%99%E0%B8%94%E0%B9%89%E0%B8%B2%E0%B8%99%E0%B8%9E%E0%B8%B1%E0%B8>

## 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://portal.segroup.co.th/sites/HR/HRPortal/SiteAssets/Lists/AnnouncementDocument/AllItems/%E0%B8%9B%E0%B8%A3%E0%B8%B0%E0%B8%81%E0%B8%B2%E0%B8%A8%E0%B8%97%E0%B8%B5%E0%B9%88%20%E0%B8%9A%E0%B8%84.003%2016%202566%20%E0%B9%80%E0%B8%A3%E0%B8%B7%E0%B9%88%E0%B8%AD%E0%B8%87%20%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%AD%E0%B8%99%E0%B8%B8%E0%B8%A3%E0%B8%B1%E0%B8%81%E0%B8%A9%E0%B9%8C%E0%B8%9E%E0%B8%A5%E0%B8%B1%E0%B8%87%E0%B8%87%E0%B8%B2%E0%B8%99.pdf>

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

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

Energy management

• Fuel consumption

	2020	2021	2022
Jet fuel (Litre)	N/A	N/A	0.00
Diesel (Litre)	N/A	N/A	4,285.72
Gasoline (Litre)	N/A	N/A	14,071.86
Fuel oil (liters)	N/A	N/A	0.00
Crude oil (barrels)	N/A	N/A	0.00
Natural gas (Standard cubic feet)	N/A	N/A	0.00
LPG (Kilogram)	N/A	N/A	0.00
Steam (tonnes)	N/A	N/A	0.00
Coal (tonnes)	N/A	N/A	0.00

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	2,632,000.00	2,434,000.00	2,462,000.00

Water management

• Water consumption

	2020	2021	2022
Water consumption (cubic meters)	21,661.00	17,717.00	21,273.00

Waste management

• Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	24,079.00	16,202.00	30,079.00
Hazardous waste (kg)	5.00	5.00	7.00

<b>Total (kg)</b>	24,084.00	16,207.00	30,086.00
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## Greenhouse gas management

### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	0.00
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	42.25
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	1,196.80
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	19.90
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	1,258.95

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

Third-party verification : No

## Social Aspect (3.4)

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

Human Rights Policy : Yes

URL of human rights policy : <https://portal.segroup.co.th/sites/HR/HRPortal/SiteAssets/Lists/AnnouncementDocument/AllItems/%E0%B8%9B%E0%B8%A3%E0%B8%B0%E0%B8%81%E0%B8%B2%E0%B8%A8%E0%B8%97%E0%B8%B5%E0%B9%88%20%E0%B8%9A%E0%B8%84.005%2004%202565%20%E0%B9%80%E0%B8%A3%E0%B8%B7%E0%B9%88%E0%B8%AD%E0%B8%87%20%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%94%E0%B9%89%E0%B8%B2%E0%B8%99%E0%B8%AA%E0%B8%B4%E0%B8%97%E0%B8%98%E0%B8%B4%E0%B8%A1%E0%B8%99%E0%B8%B8%E0%B8%A9%E0%B8%A2%E0%B8%8A%E0%B8%99.pdf>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer 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)	763	799	598
Number of female employees (persons)	1,659	1,715	1,204
<b>Total (persons)</b>	<b>2,422</b>	<b>2,514</b>	<b>1,802</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	491,010,509.08	486,195,785.43	733,778,635.62

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	9	15	13

Employee development and training expenses (baht)	5,000,000.00	5,000,000.00	7,000,000.00
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• **Health, safety and work environment**

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

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	25.27	15.12	33.46

• **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.tgh.co.th/assets/page/corporate-governance/doc/1.Policy\\_governance.pdf](https://www.tgh.co.th/assets/page/corporate-governance/doc/1.Policy_governance.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	16	100.00
Number of male directors	12	75.00
Number of female directors	4	25.00
Number of executive directors	5	31.25
Number of non-executive directors	11	68.75
Number of independent directors	6	37.50

#### 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. CHAROEN SIRIVADHANABHAKDI Gender: Male Age: 78 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	29 Jun 2018	Marketing, Tourism & Leisure, Corporate Social Responsibility, Corporate Management, Leadership, Strategic Management, Agribusiness

2.	<p>Khunying WANNA SIRIVADHANABHAKDI</p> <p>Gender: Female</p> <p>Age: 79 years old</p> <p>Highest level of education: Honorary degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Re-elected as director</p>	29 Jun 2018	<p>Agribusiness, Corporate Social Responsibility, Corporate Management, Strategic Management</p>
3.	<p>Dr. AREEPONG BHOOCHA-OOM</p> <p>Gender: Male</p> <p>Age: 65 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Re-elected as director</p>	11 Jul 2018	<p>Finance, Accounting, Risk Management, Human Resource Management, Corporate Management, Governance/ Compliance</p>
4.	<p>Mr. THAPANA SIRIVADHANABHAKDI</p> <p>Gender: Male</p> <p>Age: 47 years old</p> <p>Highest level of education: Honorary degree</p> <p>Major: Business Innovation Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Original director</p>	11 Jul 2018	<p>Accounting, Finance, Corporate Management, Human Resource Management, Governance/ Compliance, Risk Management, IT Management</p>
5.	<p>Dr. KULPATRA SIRODOM</p> <p>Gender: Female</p> <p>Age: 66 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	11 Jul 2018	<p>Finance, Accounting, Risk Management, Corporate Management, Governance/ Compliance, Audit</p>

6.	Mr. YOTHIN PIBULKASETKIJ Gender: Male Age: 76 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	11 Jul 2018	Insurance, Finance, Accounting, Risk Management, Corporate Management, Human Resource Management, Information & Communication Technology
7.	POL. GEN. JATE MONGKOLHUTTHI Gender: Male Age: 69 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: Original director	11 Jul 2018	Insurance, Law
8.	Mr. VACHARA TUNTARIYANOND Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Science in Management Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	29 Apr 2021	Insurance, Finance, Risk Management, Corporate Management
9.	Dr. BURANAWONG SOWAPRUX 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: Original director	29 Apr 2021	Accounting, Risk Management, Corporate Management, Human Resource Management, IT Management, Finance

10.	Mr. ANUWAT JONGYINDEE Gender: Male Age: 65 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: Newly appointed director to replace ex-director	10 Nov 2022	Finance, Accounting, Risk Management, Corporate Management, Human Resource Management, IT Management, Governance/ Compliance, Audit
11.	Mr. SITHICHAJ CHAIKRIANGKRAI Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	24 Mar 2022	Finance, Accounting, Risk Management, Corporate Management
12.	Mrs. KITTIYA TODHANAKASEM Gender: Female Age: 64 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	4 Apr 2022	Accounting, Corporate Management, Risk Management
13.	Mr. CHOTIPHAT BIJANANDA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	29 Jun 2018	Insurance, Finance, Accounting, Corporate Management, Law

14.	<p>Mrs. ATINANT BIJANANDA</p> <p>Gender: Female</p> <p>Age: 50 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	29 Jun 2018	Corporate Management, Accounting, Insurance
15.	<p>Dr. SOMCHAI SUJJAPONGSE</p> <p>Gender: Male</p> <p>Age: 58 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	11 Jul 2018	Economics, Governance/ Compliance, Corporate Management, Risk Management, Finance, Insurance
16.	<p>Dr. APICHAJ BOONTHERAWARA</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	29 Jun 2018	Insurance, Finance, Accounting, Risk Management, Corporate Management, Human Resource Management

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

General information	Position	Tenure	Replacement Director
<p>1. Mr. BOONTUCK WUNGCHAROEN</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>Vice Chairman (Non-executive)</p>	<p>Date position was assumed: 29 Apr 2021</p> <p>Date directorship ended: 30 Mar 2022</p>	<p>Mrs. KITTIYA TODHANAKASEM</p> <p>Date position was assumed: 4 Apr 2022</p>



2.	Mr. PADUNGDEJ INDRALAK	Director	Date position was assumed:	Mr. ANUWAT JONGYINDEE
	Gender: Male	(Non-executive,		Date position was assumed:
	Age: 68 years old	Independent director)	11 Jul 2018	10 Nov 2022
	Highest level of education:		Date directorship ended:	
	Bachelor's degree		10 Nov 2022	
	Major: Economics			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

## Other Information pertaining to committees

The Chairman is an independent director : No

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : Yes

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

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Dr. KULPATRA SIRODOM [1] Gender: Female Age: 66 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	28 Feb 2019	Finance, Accounting, Risk Management, Corporate Management, Governance/ Compliance, Audit
2. Mr. YOTHIN PIBULKASETKIJ [1] Gender: Male Age: 76 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	11 Jul 2018	Insurance, Finance, Accounting, Risk Management, Corporate Management, Human Resource Management, Information & Communication Technology
3. Mr. ANUWAT JONGYINDEE [1] Gender: Male Age: 65 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: Newly appointed director to replace ex-director	10 Nov 2022	Finance, Accounting, Risk Management, Corporate Management, Human Resource Management, IT Management, Governance/ Compliance, Audit

[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. PADUNGDEJ INDRALAK [1] Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 11 Jul 2018 Date directorship ended: 10 Nov 2022	Mr. ANUWAT JONGYINDEE Date position was assumed: 10 Nov 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. CHOTIPHAT BIJANANDA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	11 Jul 2018
2. Mrs. ATINANT BIJANANDA Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	11 Jul 2018

3.	Mr. SITHICHA CHAIKRIANGKRAI Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	24 Mar 2022
4.	Dr. SOMCHAI SUJJAPONGSE Gender: Male Age: 58 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	11 Jul 2018
5.	Dr. APICHA BOONTHERAWARA Gender: Male Age: 68 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	11 Jul 2018

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Dr. BURANAWONG SOWAPRUX	Chairman
	Mr. SITHICHA CHAIKRIANGKRAI	Member
	Mrs. KITTIYA TODHANAKASEM	Member
	Mr. CHOTIPHAT BIJANANDA	Member
Corporate Governance and Sustainability Committee	Dr. AREEPONG BHOOGA-OOM	Chairman
	Mr. THAPANA SIRIVADHANABHAKDI	Member
	Dr. KULPATRA SIRODOM	Member
	Dr. SOMCHAI SUJJAPONGSE	Member

Risk Oversight Committee	Mrs. KITTIYA TODHANAKASEM	Chairman
	Dr. BURANAWONG SOWAPRUX	Member
	Mr. SITHICHAJ CHAIKRIANGKRAI	Member
	Dr. APICHAJ BOONTHERAWARA	Member
	Mr. CHOTIPHAT BIJANANDA	Member
Transformation Committee	Dr. BURANAWONG SOWAPRUX	Chairman
	Mr. SITHICHAJ CHAIKRIANGKRAI	Member
	Mrs. KITTIYA TODHANAKASEM	Member
	Mr. CHOTIPHAT BIJANANDA	Member
Anti-Corruption Committee	POL. GEN. JATE MONGKOLHUTTHI	Chairman
	Dr. SOMCHAI SUJJAPONGSE	Member
	Mr. ANUWAT JONGYINDEE	Member

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

Sub-committees responsible for risk management	: Risk Oversight 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 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. CHOTIPHAT BIJANANDA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance	ACTING CHIEF EXECUTIVE OFFICER	1 Dec 2021	Insurance, Finance, Accounting, Corporate Management, Law
2. Ms. Fah Mahanavanont [1] Gender: Female Age: 48 years old Highest level of education: Master's degree Major: Computer Information System	Chief Financial Officer	1 Jul 2018	
3. Dr. Lisa Patvivatsiri Gender: Female Age: 44 years old Highest level of education: Doctoral degree Major: Industrial Engineering	Chief Operating Officer	24 Dec 2021	
4. Ms. Paranee Cherdvisavaphan Gender: Female Age: 55 years old Highest level of education: Master's degree Major: Business Administration	Chief Customer Value Proposition Officer	1 Aug 2022	
5. Mr. Johannes Anthonius Cornelis Duivenvoorden Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Information Management	Acting Chief Risk Officer	1 Aug 2022	

6.	Dr. Weerapat Sapakarn	Chief People Officer	31 Dec 2022
	Gender: Male		
	Age: 55 years old		
	Highest level of education: Doctoral degree		
	Major: Public Administration		

[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 : No

### Remuneration

	2020	2021	2022
Total executive remuneration (baht)	33,040,000.00	12,000,000.00	12,000,000.00

### 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) : 598

Number of female employees (persons) : 1,204

Total (persons) : 1,802

#### Employee Remuneration

Total employee remuneration : 733,778,635.62

#### Provident fund

Total number of employees (persons) : 1,802

Number of employees contributing to the PVD (persons) : 1,587

Percentage of employees who are members (%) : 88.07



## 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. Pachara Ampornpaisalkit	pachara.a@tgh.co.th	

- Company secretary

General information	Email	Telephone
1. Mr. Anon Chonmaitree	anon.c@tgh.co.th	

- Head of internal audit

General information	Email	Telephone
1. Mr. Vichan Assawarangsi	vichan.a@tgh.co.th	

- Head of compliance unit

General information	Email	Telephone
1. Mr. Anon Chonmaitree	comsec@tgh.co.th	02-632-1224 ต่อ 5550

• Head of investor relations

General information	Email	Telephone
1. Mr. Anon Chonmaitree	ir@tgh.co.th	02-632-1224 ต่อ 5174

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KPMG PHOOMCHAI AUDIT COMPANY LIMITED	<p>1. Ms. Pantip Gulsantithamrong Email: pantip@kpmg.co.th Telephone: 0-2677-2000</p> <p>2. Mr. Chanchai Sakulkoedsin Email: chanchai@kpmg.co.th Telephone: 0-2677-2000</p> <p>3. Mr. Chokechai Ngamwuthikul Email: chokechai@kpmg.co.th Telephone: 0-2677-2000</p>	3,600,000.00	<p>Details: The Company and subsidiaries paid audit fees according to mutually agreed methods</p> <p>Total service fee (baht): 368,892.00</p>

# 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. CHAROEN SIRIVADHANABHAKDI Gender: Male Age: 78 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: 29 Jun 2018	Marketing, Tourism & Leisure, Corporate Social Responsibility, Corporate Management, Leadership, Strategic Management, Agribusiness
2. Khunying WANNA SIRIVADHANABHAKDI Gender: Female Age: 79 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Re-elected as director	Date position was assumed: 29 Jun 2018	Agribusiness, Corporate Social Responsibility, Corporate Management, Strategic Management
3. Dr. AREEPONG BHOOCHA-OOM Gender: Male Age: 65 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)  Director type: Re-elected as director	Date position was assumed: 11 Jul 2018	Finance, Accounting, Risk Management, Human Resource Management, Corporate Management, Governance/ Compliance

4.	Mr. CHOTIPHAT BIJANANDA Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 29 Jun 2018	Insurance, Finance, Accounting, Corporate Management, Law
5.	Mrs. ATINANT BIJANANDA Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 29 Jun 2018	Corporate Management, Accounting, Insurance
6.	Dr. APICHAJ BOONTHERAWARA Gender: Male Age: 68 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 29 Jun 2018	Insurance, Finance, Accounting, Risk Management, Corporate Management, Human Resource Management

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. ANUWAT JONGYINDEE Gender: Male Age: 65 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: Newly appointed director to replace ex-director	Date position was assumed: 10 Nov 2022	Finance, Accounting, Risk Management, Corporate Management, Human Resource Management, IT Management, Governance/ Compliance, Audit

2.	Mr. SITHICHA CHAIKRIANGKRAI Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 24 Mar 2022	Finance, Accounting, Risk Management, Corporate Management
3.	Mrs. KITTIYA TODHANAKASEM Gender: Female Age: 64 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 4 Apr 2022	Accounting, Corporate Management, Risk Management

### Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. CHAROEN SIRIVADHANABHAKDI	Chairman of the board	Non-participating
Khunying WANNA SIRIVADHANABHAKDI	Vice Chairman	Non-participating
Dr. AREEPONG BHOOGA-OOM	Vice Chairman	Non-participating
Mr. THAPANA SIRIVADHANABHAKDI	Vice Chairman	Non-participating
Dr. KULPATRA SIRODOM	Director	Non-participating
Mr. YOTHIN PIBULKASETKIJ	Director	Non-participating
POL. GEN. JATE MONGKOLHUTTHI	Director	Non-participating
Mr. VACHARA TUNTARIYANOND	Director	Non-participating
Dr. BURANAWONG SOWAPRUX	Director	Non-participating
Mr. ANUWAT JONGYINDEE	Director	Non-participating
Mr. SITHICHA CHAIKRIANGKRAI	Director	Non-participating
Mrs. KITTIYA TODHANAKASEM	Director	Non-participating

Mr. CHOTIPHAT BIJANANDA	Director	Participating
Mrs. ATINANT BIJANANDA	Director	Non-participating
Dr. SOMCHAI SUJJAPONGSE	Director	Non-participating
Dr. APICHAJ BOONTHERAWARA	Director	Participating
Mr. BOONTUCK WUNGCHAROEN	Vice Chairman	Non-participating
Mr. PADUNGDEJ INDRALAK	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) : 19

Date of AGM meeting : 27 Apr 2023

EGM meeting : Yes

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. CHAROEN SIRIVADHANABHAKDI (Chairman of the board)	-	19/19	Participating	Participating
2. Khunying WANNA SIRIVADHANABHAKDI (Vice Chairman)	-	18/19	Participating	Participating
3. Dr. AREEPONG BHOOCHA-OOM (Vice Chairman)	-	15/19	Non-participating	Participating
4. Mr. THAPANA SIRIVADHANABHAKDI (Vice Chairman)	-	18/19	Participating	Participating
5. Dr. KULPATRA SIRODOM (Director)	-	18/19	Non-participating	Participating
6. Mr. YOTHIN PIBULKASETKIJ (Director)	-	19/19	Participating	Participating
7. POL. GEN. JATE MONGKOLHUTTHI (Director)	-	19/19	Participating	Participating

8.	Mr. VACHARA TUNTARIYANOND (Director)	-	17/19	Participating	Participating
9.	Dr. BURANAWONG SOWAPRUX (Director)	-	19/19	Participating	Participating
10.	Mr. ANUWAT JONGYINDEE (Director)	-	2/2	Non-participating	Non-participating
11.	Mr. SITHICHA CHAIKRIANGKRAI (Director)	-	13/13	Participating	Participating
12.	Mrs. KITTIYA TODHANAKASEM (Director)	-	11/12	Participating	Participating
13.	Mr. CHOTIPHAT BIJANANDA (Director)	-	19/19	Participating	Participating
14.	Mrs. ATINANT BIJANANDA (Director)	-	18/19	Participating	Participating
15.	Dr. SOMCHAI SUJJAPONGSE (Director)	-	19/19	Participating	Participating
16.	Dr. APICHA BOONTHERAWARA (Director)	-	19/19	Participating	Participating
17.	Mr. BOONTUCK WUNGCHAROEN (Vice Chairman)	30 Mar 2022	5/6	Non-participating	Non-participating
18.	Mr. PADUNGDEJ INDRALAK (Director)	10 Nov 2022	15/16	Participating	Participating

#### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. CHAROEN SIRIVADHANABHAKDI (Chairman of the board)	-	0.00	0.00	No
2.	Khunying WANNA SIRIVADHANABHAKDI (Vice Chairman)	-	0.00	0.00	No
3.	Dr. AREEPONG BHOOCHA-OOM (Vice Chairman)	-	830,000.00	0.00	No
4.	Mr. THAPANA SIRIVADHANABHAKDI (Vice Chairman)	-	760,000.00	0.00	No
5.	Dr. KULPATRA SIRODOM (Director)	-	1,280,000.00	0.00	No
6.	Mr. YOTHIN PIBULKASETKIJ (Director)	-	1,240,000.00	0.00	No
7.	POL. GEN. JATE MONGKOLHUTTHI (Director)	-	960,000.00	0.00	No
8.	Mr. VACHARA TUNTARIYANOND (Director)	-	640,000.00	0.00	No
9.	Dr. BURANAWONG SOWAPRUX (Director)	-	1,120,000.00	0.00	No
10.	Mr. ANUWAT JONGYINDEE (Director)	-	150,000.00	0.00	No



11.	Mr. SITHICHA CHAIKRIANGKRAI (Director)	-	810,000.00	0.00	No
12.	Mrs. KITTIYA TODHANAKASEM (Director)	-	770,000.00	0.00	No
13.	Mr. CHOTIPHAT BIJANANDA (Director)	-	1,140,000.00	0.00	No
14.	Mrs. ATINANT BIJANANDA (Director)	-	680,000.00	0.00	No
15.	Dr. SOMCHAI SUJJAPONGSE (Director)	-	960,000.00	0.00	No
16.	Dr. APICHA BOONTHERAWARA (Director)	-	810,000.00	0.00	No
17.	Mr. BOONTUCK WUNGCHAROEN (Vice Chairman)	30 Mar 2022	250,000.00	0.00	No
18.	Mr. PADUNGDEJ INDRALAK (Director)	10 Nov 2022	1,090,000.00	0.00	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) : 10

	List of directors	Termination date	Number of the audit committee meeting
1.	Dr. KULPATRA SIRODOM (Chairman of the audit committee)	-	10/10
2.	Mr. YOTHIN PIBULKASETKIJ (Audit committee)	-	10/10
3.	Mr. ANUWAT JONGYINDEE (Audit committee)	-	1/1
4.	Mr. PADUNGDEJ INDRALAK (Audit committee)	10 Nov 2022	8/9