



# **Annual Registration Statement / Annual Report**

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

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

**SG Capital 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 : SG Capital Public Company Limited

Symbol : SGC

Address : 72 NT Bangrak Tower, 20 Fl. Charoen Krung Rd. Bang Rak, Bang Rak

Province : Bangkok

Postcode : 10500

Business : Provide (1) hire-purchase financing for home appliances, commercial appliances and machine (2) hire-purchase financing and vehicle title loans (3) debt consolidation credit services and (4) Click2Gold credit services under "SG Capital" trademark.

Registration Number : 0107564000383

Telephone : 0-2028-2828

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

Email : -

#### Total Shares Sold (shares)

Common Stock : 3,270,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2020	2021	2022
Total (Thousand baht)	1,362,960.00	1,781,820.00	2,438,760.00
Credit Business (Thousand baht)	1,362,960.00	1,781,820.00	2,438,760.00

  

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Credit Business (%)	100.00	100.00	100.00

#### By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	1,362,960.00	1,781,820.00	2,438,760.00
Domestic (Thousand baht)	1,362,960.00	1,781,820.00	2,438,760.00
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

## Information on Products and Services (1.2.2)

### Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : Yes

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

**Risk regarding competition in the hire purchase loan industry, personal loans under the supervision and other loans, including new competitors in the market**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain

**Risk in building and maintaining the brand and reputation**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Strategic Risk

- Damage to company image and reputation

Operational Risk

- Human error in business operations

**Risk on quality of credit portfolio from approving non-performing loans in which the creditworthiness of the applicant cannot be assessed**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Operational Risk

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



**Risk on debt collection failure according to the specified period, which may cause by uncontrollable external factors**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Loss or damage from non-compliance of partners or counterparties

Financial Risk

- Default on payment or exchange of goods

**Risk of loss of contract or collateral asset is damaged by a serious accident, unrest, and natural disasters**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Other

**Risk of failing to follow up and retrieve the collateral from customers who have defaulted on payment**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Loss or damage from non-compliance of partners or counterparties

Financial Risk

- Default on payment or exchange of goods

**Risk of selling foreclosed asset does not cover the outstanding debt**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Other

#### Financial Risk

- Default on payment or exchange of goods

#### **Risk caused by corruption**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Corruption

#### **Risk of dependency on executives and key personnel with expertise and experience in various fields**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers

#### **Risk of loan management for home and commercial appliances from Singer Thailand Public Company Limited, a major shareholder of the Company**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors

#### **Risk of adapting to changes in the technology of financial business**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Changes in technologies

**Risk of reliance on major shareholders by relying on Singer Thailand Public Company Limited in providing hire purchase loans and relying on JMT Network Services Public Company Limited to manage distressed debt**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors

**The risk of mainly relying on funding sources from a major shareholder**

**Risk Management Measures:** Yes

**Related Risk Topics**

Financial Risk

- Insufficient sources of funding

**Risk of changes in accounting and/or financial reporting standards applicable to the Company**

**Risk Management Measures:** Yes

**Related Risk Topics**

Compliance Risk

- Change in laws and regulations

**Risk of complying with laws, regulations, and announcements related to the business operations of the Company**

**Risk Management Measures:** Yes

**Related Risk Topics**

Compliance Risk

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

**Risk of the relief measures according to the announcement of the Bank of Thailand regarding assistance to customers affected by the outbreak of Coronavirus (COVID-19) outbreak that may affect cash inflow and ability to pay debts of the Company**

**Risk Management Measures:** Yes

**Related Risk Topics**

Financial Risk

- Insufficient sources of funding
- Change in financial and investment policies of financial institutions that affect business operations

**Risk of maintaining the financial ratios of the Company**

**Risk Management Measures:** Yes

**Related Risk Topics**

Financial Risk

- Insufficient sources of funding

**Risk on liquidity and debt service**

**Risk Management Measures:** Yes

**Related Risk Topics**

Financial Risk

- Insufficient sources of funding

**Risk of being considered for a credit rating adjustment**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Damage to company image and reputation

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

### **Credit Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

### **Price Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

### **Liquidity Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

**Risk regarding the debenture issuer may exercise the right to redeem the debentures before maturity (Reinvestment Risk) (In case of Call Option)**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

Company environmental guideline : Renewable/Clean Energy Management, Water Management, Waste Management, Greenhouse Gas and Climate Change Management

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

##### 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	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	N/A

###### • 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

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)	432	579	580
Number of female employees (persons)	195	204	419
<b>Total (persons)</b>	<b>627</b>	<b>783</b>	<b>999</b>

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	N/A	N/A	N/A

##### • 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

#### 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	6	100.00
Number of male directors	6	100.00
Number of female directors	0	0.00
Number of executive directors	1	16.67
Number of non-executive directors	5	83.33
Number of independent directors	4	66.67

#### 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. BIBIT BIJAISORADAT Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	22 Feb 2021	Governance/ Compliance

2.	Mr. KITTIPONG KANOKVILAIRAT Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	18 Nov 2016	Finance, Governance/ Compliance
3.	Mr. SURANIT SORASUCHART Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	1 Mar 2021	Finance, Audit, Internal Control, Governance/ Compliance
4.	Mr. PIRANART CHOKWATANA Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	23 Apr 2021	Governance/ Compliance
5.	Mr. PONGSAK ACHAKULWISUT Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	23 Apr 2021	Finance, Risk Management, Audit, Internal Control, Governance/ Compliance

6.	Mr. PISIT PUAPAN	Director	11 May 2021	Finance, Internal Control, Audit, Risk Management, Governance/ Compliance
	Gender: Male	(Non-executive, Independent director)		
	Age: 47 years old			
	Highest level of education:			
	Doctoral degree	Director type: Re-elected as director		
	Major: Business Administration			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

#### 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. SURANIT SORASUCHART [1] Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	1 Mar 2021	Finance, Audit, Internal Control, Governance/ Compliance
2. Mr. PONGSAK ACHAKULWISUT [1] Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	23 Apr 2021	Finance, Risk Management, Audit, Internal Control, Governance/ Compliance
3. Mr. PISIT PUAPAN [1] Gender: Male Age: 47 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	11 May 2021	Finance, Internal Control, Audit, Risk Management, Governance/ Compliance

[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. KITTIPONG KANOKVILAIRAT Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	18 Nov 2016
2. Mrs. Jatuporn Konghun Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Mar 2023
3. Mr. Noppadol Sangpratoom Gender: Male Age: 57 years old Highest level of education: Bachelor's degree Major: Computer Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	27 Sep 2021
4. Ms. Auntikorn Pichetkorn Gender: Female Age: 55 years old Highest level of education: Bachelor's degree Major: Home Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	27 Sep 2021



5.	Ms. Kanarat Ittipuvadol Gender: Female Age: 38 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	27 Sep 2021
6.	Mr. Phanuwat Loiphetch Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	27 Sep 2021
7.	Ms. Wilairat Poonsawat Gender: Female Age: 35 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Mar 2022

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Risk Management Committee	Mr. PONGSAK ACHAKULWISUT	Chairman
	Mr. PISIT PUAPAN	Member
	Mrs. Jatuporn Konghun	Member
	Mr. Songkrit Rukngarm	Member
Nomination, Remuneration and Governance Committee	Mr. BIBIT BIJAISORADAT	Chairman
	Mr. PONGSAK ACHAKULWISUT	Member
	Mr. KITTIPONG KANOKVILAIRAT	Member

Sustainability Committee	Mr. SURANIT SORASUCHART	Chairman
	Mrs. Jatuporn Konghun	Member
	Mr. Thatcharit Akkayakorn	Member
	Mr. Yuthaya Sangnak	Member

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

Sub-committees responsible for risk management	: Risk Management Committee
Sub-committees responsible for nomination	: Nomination, Remuneration and Governance Committee
Sub-committees responsible for remuneration	: Nomination, Remuneration and Governance Committee
Sub-committees responsible for corporate governance	: Nomination, Remuneration and Governance Committee
Sub-committees responsible for corporate sustainability development	: 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. Ms. Auntikorn Pichetkorn Gender: Female Age: 55 years old Highest level of education: Bachelor's degree Major: Home Economics	Acting Chief Executive Officer	20 Feb 2023	Strategic Management, Risk Management, Leadership, Corporate Management, Data Analysis, Statistics
2. Mrs. Jatuporn Konghun [1] Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer	1 Mar 2023	Risk Management, Strategic Management, Leadership, Finance, Accounting, Statistics, Data Analysis, Corporate Management
3. Mr. Noppadol Sangpratoom Gender: Male Age: 57 years old Highest level of education: Bachelor's degree Major: Computer	Assistant Executive Vice President of Sale Management Division	1 Jan 2022	Risk Management, Strategic Management, Leadership, Corporate Management, Negotiation, Statistics, Data Analysis, Data Management, IT Management
4. Ms. Nattaya Uppamaame Gender: Female Age: 44 years old Highest level of education: Master's degree Major: Finance	Senior Vice President of Accounting and Finance Department	1 Mar 2023	Banking, Accounting, Finance, Risk Management, Strategic Management, Leadership, Corporate Management, Data Analysis, Data Management

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

### Remuneration policy for executives (7.4.2 – 7.4.3)

#### Remuneration policy for executives

Remuneration policy for executives : Yes

## Remuneration

	2020	2021	2022
Total executive remuneration (baht)	N/A	18,870,000.00	32,630,000.00

## 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) : 580

Number of female employees (persons) : 419

Total (persons) : 999

#### Provident fund

Total number of employees (persons) : 999

Number of employees contributing to the PVD (persons) : 291

Percentage of employees who are members (%) : 29.13

## Other Significant Information (7.6)

### Other significant information

#### Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Wilairat Poonsawat	wilairatps@sgcapital.co.th	

- Company secretary

General information	Email	Telephone
1. Ms. Wassana Nookua	wassanan@sgcapital.co.th	

- Head of internal audit

General information	Email	Telephone
1. Mrs. Varunee Pridanonda	varunee.pridanonda@pwc.com	

- Head of compliance unit

General information	Email	Telephone
1. Mr. Thatcharit Akkayakorn	thatcharita@sgcapital.co.th	

• Head of investor relations

General information	Email	Telephone
1. Mr. Hosanna Wongsrapornlert	hosannaw@sgcapital.co.th	

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KPMG PHOOMCHAI AUDIT COMPANY LIMITED		2,890,000.00	Details: (1) Fee for travel and document preparation and (2) Fee for preparation of filling documents submitted to the SEC Total service fee (baht): 480,435.00

# Performance Report on Corporate Governance

# Performance Report on Corporate Governance

## Summary of Director Performance (8.1)

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

#### List of new directors appointed in the past year

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PIRANART CHOKWATANA Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 23 Apr 2021	Governance/ Compliance
2. Mr. PONGSAK ACHAKULWISUT Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 23 Apr 2021	Finance, Risk Management, Audit, Internal Control, Governance/ Compliance
3. Mr. PISIT PUAPAN Gender: Male Age: 47 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 11 May 2021	Finance, Internal Control, Audit, Risk Management, Governance/ Compliance



## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. BIBIT BIJAISORADAT	Chairman of the board	Non-participating
Mr. KITTIPONG KANOKVILAIRAT	Director	Non-participating
Mr. SURANIT SORASUCHART	Director	Participating
Mr. PIRANART CHOKWATANA	Director	Non-participating
Mr. PONGSAK ACHAKULWISUT	Director	Non-participating
Mr. PISIT PUAPAN	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

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. BIBIT BIJAISORADAT (Chairman of the board)	-	8/8	Participating	Did not hold the meeting
2. Mr. KITTIPONG KANOKVILAIRAT (Director)	-	8/8	Participating	Did not hold the meeting
3. Mr. SURANIT SORASUCHART (Director)	-	8/8	Participating	Did not hold the meeting

4.	Mr. PIRANART CHOKWATANA (Director)	-	8/8	Participating	Did not hold the meeting
5.	Mr. PONGSAK ACHAKULWISUT (Director)	-	8/8	Participating	Did not hold the meeting
6.	Mr. PISIT PUAPAN (Director)	-	8/8	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. BIBIT BIJAISORADAT (Chairman of the board)	-	N/A	626,000.00	No
2.	Mr. KITTIPONG KANOKVILAIRAT (Director)	-	N/A	566,500.00	No
3.	Mr. SURANIT SORASUCHART (Director)	-	N/A	621,500.00	No
4.	Mr. PIRANART CHOKWATANA (Director)	-	N/A	561,000.00	No
5.	Mr. PONGSAK ACHAKULWISUT (Director)	-	N/A	353,500.00	No
6.	Mr. PISIT PUAPAN (Director)	-	N/A	390,000.00	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) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. SURANIT SORASUCHART (Chairman of the audit committee)	-	4/4
2.	Mr. PONGSAK ACHAKULWISUT (Audit committee)	-	4/4
3.	Mr. PISIT PUAPAN (Audit committee)	-	4/4