

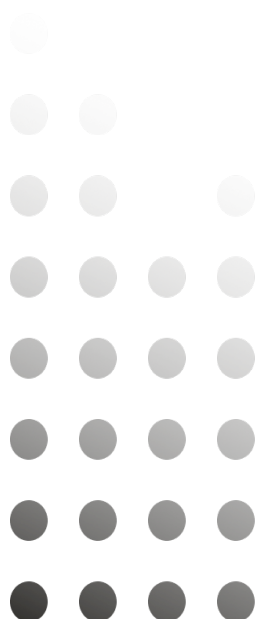
# **Annual Registration Statement / Annual Report**

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

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

**AMR ASIA 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 : AMR ASIA PUBLIC COMPANY LIMITED

Symbol : AMR

Address : 469 Soi Prawit Lae Phuean, Prachachuen Road, Lad Yao, Chatuchak

Province : Bangkok

Postcode : 10900

Business : Providing total system solution including system integration and engineer services, as well as maintenance services. It also distributes of IT solution both hardware and software.

Registration Number : 0107564000090

Telephone : 0-2589-9955

Fax (if applicable) : 0-2591-7022

Website : <https://www.amrasia.com>

Email : [ir@amrasia.com](mailto:ir@amrasia.com)

#### Total Shares Sold (shares)

Common Stock : 600,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2020	2021	2022
Total (Thousand baht)	2,584,066.74	1,615,417.79	1,367,425.94
Revenue from construction contract (Thousand baht)	2,304,367.15	1,317,243.18	1,125,755.84
Revenue from service and maintenance (Thousand baht)	147,058.13	111,550.19	119,669.84
Revenue from sales of equipment and softwares (Thousand baht)	129,677.17	180,272.18	118,505.89
Other income (Thousand baht)	2,964.29	6,352.24	3,494.37

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenue from construction contract (%)	89.18	81.54	82.33
Revenue from service and maintenance (%)	5.69	6.91	8.75
Revenue from sales of equipment and softwares (%)	5.02	11.16	8.67
Other income (%)	0.11	0.39	0.26

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	2,584,066.74	1,615,417.79	1,367,425.94
Domestic (Thousand baht)	2,584,066.74	1,615,417.79	1,367,425.94
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 : Yes

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	0.00	0.00	9,290.65

# 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 from Discontinuity of Income and Economic Conditions**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

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

### **Risks from External Factors That May Affect the Company's Bidding Due to Customers Slowing Down Investment**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Government policy

Financial Risk

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

### **Risks from External Factors That May Affect the Company's Bidding Due to Customers Slowing Down Investment**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Government policy
- Policies or international agreements related to business operations



## **The Risk of Relying on Executives or Major Shareholders**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Operational Risk

- Reliance on employees in key positions

## **Cyber Threat Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Strategic Risk

- Changes in technologies

Operational Risk

- 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://www.amrasia.com/storage/download/sustainability/sd-policies/20230330-amr-cg-th.pdf>

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://www.amrasia.com/th/sustainability/cg-policy>

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

##### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	N/A	230,614.00	272,506.00

##### Water management

##### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	N/A	1,778.00	1,529.00

##### Greenhouse gas management

##### • Greenhouse gas emissions

	2020	2021	2022
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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
URL of human rights policy	: <a href="https://www.amrasia.com/storage/download/sustainability/sd-policies/20230330-amr-cg-th.pdf">https://www.amrasia.com/storage/download/sustainability/sd-policies/20230330-amr-cg-th.pdf</a>
Company human right guideline	: Employee Rights, 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)	220	209	206
Number of female employees (persons)	94	76	82
<b>Total (persons)</b>	<b>314</b>	<b>285</b>	<b>288</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	283,189,658.85	252,112,930.51	269,409,610.76

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	10	13	21
Employee development and training expenses (baht)	905,390.85	1,316,706.66	2,003,040.64

##### • 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 (%)	14.01	16.49	16.32

• **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.amrasia.com/storage/download/sustainability/sd-policies/20230330-amr-cg-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	7	100.00
Number of male directors	7	100.00
Number of female directors	0	0.00
Number of executive directors	2	28.57
Number of non-executive directors	5	71.43
Number of independent directors	4	57.14

#### 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. SOMSAK CHANNOI Gender: Male Age: 72 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	25 Oct 2019	Strategic Management, Change Management, Corporate Management, Energy & Utilities, Leadership, Engineering, Project Management, Budgeting

2.	Mr. JESSADA PROMJART Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	25 Oct 2019	Change Management, Risk Management, Fund Management, Corporate Management, Budgeting, Audit, Project Management, Internal Control, Finance, Accounting, Governance/ Compliance, Banking
3.	Mr. WATCHARA CHATWIRIYA Gender: Male Age: 61 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	27 Apr 2022	Banking, Industrial Materials & Machinery, Electronic Components, Information & Communication Technology, IT Management, Data Management, Data Analysis, Digital Marketing, Engineering, Change Management
4.	Mr. PORNCHAI DANVIVATHANA Gender: Male Age: 65 years old Highest level of education: Doctoral degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	25 Oct 2019	Law, Corporate Management, Corporate Social Responsibility, Internal Control, Governance/ Compliance, Leadership, Sustainability
5.	Mr. MARUT SIRIKO Gender: Male Age: 63 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	25 Oct 2019	Corporate Management, Leadership, Engineering, Information & Communication Technology, Strategic Management, Risk Management, Project Management, IT Management, Construction Services, Finance, Energy & Utilities

6.	Mr. WIWAT NITISUNTHARANGKUL Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	25 Oct 2019	Risk Management, Project Management, Procurement, Engineering, Budgeting, Negotiation
7.	Mr. KITTIRAT THAVILAB Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	25 Oct 2019	Law, Project Management, Construction Services, Industrial Materials & Machinery, Governance/ Compliance, Finance

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

General information	Position	Tenure	Replacement Director
1. Mr. SUJATE JANTARANG Gender: Male Age: 59 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 25 Oct 2019  Date directorship ended: 27 Apr 2022	Mr. WATCHARA CHATWIRIYA Date position was assumed: 27 Apr 2022

#### Other Information pertaining to committees

The Chairman is an independent director	: Yes
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: 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. JESSADA PROMJART [1] Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	2 Dec 2019	Change Management, Risk Management, Fund Management, Corporate Management, Budgeting, Audit, Project Management, Internal Control, Finance, Accounting, Governance/ Compliance, Banking
2. Mr. PORNCHAI DANVIVATHANA Gender: Male Age: 65 years old Highest level of education: Doctoral degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	2 Dec 2019	Law, Corporate Management, Corporate Social Responsibility, Internal Control, Governance/ Compliance, Leadership, Sustainability
3. Mr. WATCHARA CHATWIRIYA Gender: Male Age: 61 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Newly appointed director to replace ex-director	27 Apr 2022	Banking, Industrial Materials & Machinery, Electronic Components, Information & Communication Technology, IT Management, Data Management, Data Analysis, Digital Marketing, Engineering, Change Management

[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. SUJATE JANTARANG Gender: Male Age: 59 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 2 Dec 2019 Date directorship ended: 27 Apr 2022	No replacement director

[1] A director with the accounting expertise needed to review financial statements

#### Other sub-committees

#### Sub-committees information

Name of sub-committees	List of directors	Position
Audit Committee	Mr. WATCHARA CHATWIRIYA	Member
	Mr. JESSADA PROMJART	Chairman
	Mr. PORNCHAI DANVIVATHANA	Member
Nomination and Remuneration Committee	Mr. PORNCHAI DANVIVATHANA	Chairman
	Mr. JESSADA PROMJART	Member
	Mr. WATCHARA CHATWIRIYA	Member

#### Roles of Sub-committees

Sub-committees responsible for risk management : Audit 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 : None

Sub-committees responsible for corporate sustainability development : None

## 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. MARUT SIRIKO Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Business Administration	CHIEF EXECUTIVE OFFICER	1 Jan 2003	Corporate Management, Leadership, Engineering, Information & Communication Technology, Strategic Management, Risk Management, Project Management, IT Management, Construction Services, Finance, Energy & Utilities
2. Mr. WIWAT NITISUNTHARANGKUL Gender: Male Age: 56 years old Highest level of education: Bachelor's degree Major: Engineering	Deputy CEO	1 Sep 2000	Risk Management, Project Management, Procurement, Engineering, Budgeting, Negotiation
3. Mrs. wasna Nakthaworn Gender: Female Age: 65 years old Highest level of education: Bachelor's degree Major: Political Science	Deputy CEO	1 Mar 2018	Human Resource Management, Fund Management
4. Ms. Budsabong pansawadi [1] Gender: Female Age: 37 years old Highest level of education: Bachelor's degree Major: Accounting	Chief Financial Officer	2 May 2022	Accounting, Finance, Internal Control, Budgeting, Audit

[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)	24,036,129.00	36,018,684.00	26,886,919.00

## 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) : 206

Number of female employees (persons) : 82

Total (persons) : 288

#### Employee Remuneration

Total employee remuneration : 269,409,610.76

#### Provident fund

Total number of employees (persons) : 288

Number of employees contributing to the PVD (persons) : 157

Percentage of employees who are members (%) : 54.51



# 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. MARUT SIRIKO Gender: Male Age: 63 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: 25 Oct 2019	Corporate Management, Leadership, Engineering, Information & Communication Technology, Strategic Management, Risk Management, Project Management, IT Management, Construction Services, Finance, Energy & Utilities
2. Mr. KITTIRAT THAVILAB Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 25 Oct 2019	Law, Project Management, Construction Services, Industrial Materials & Machinery, Governance/ Compliance, Finance

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

General information	Position	Date position was assumed	Experience and expertise
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1.	Mr. WATCHARA CHATWIRIYA Gender: Male Age: 61 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 27 Apr 2022	Banking, Industrial Materials & Machinery, Electronic Components, Information & Communication Technology, IT Management, Data Management, Data Analysis, Digital Marketing, Engineering, Change Management
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## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. SOMSAK CHANNOI	Chairman of the board	Non-participating
Mr. JESSADA PROMJART	Director	Non-participating
Mr. WATCHARA CHATWIRIYA	Director	Participating
Mr. PORNCHEI DANVIVATHANA	Director	Participating
Mr. MARUT SIRIKO	Director	Non-participating
Mr. WIWAT NITISUNTHARANGKUL	Director	Non-participating
Mr. KITTIRAT THAVILAB	Director	Non-participating
Mr. SUJATE JANTARANG	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) : 7

Date of AGM meeting : 27 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. SOMSAK CHANNOI (Chairman of the board)	-	7/7	Participating	Did not hold the meeting
2.	Mr. JESSADA PROMJART (Director)	-	7/7	Participating	Did not hold the meeting
3.	Mr. WATCHARA CHATWIRIYA (Director)	-	6/6	Non-participating	Did not hold the meeting
4.	Mr. PORNCHAI DANVIVATHANA (Director)	-	7/7	Participating	Did not hold the meeting
5.	Mr. MARUT SIRIKO (Director)	-	7/7	Participating	Did not hold the meeting
6.	Mr. WIWAT NITISUNTHARANGKUL (Director)	-	6/7	Participating	Did not hold the meeting
7.	Mr. KITTIRAT THAVILAB (Director)	-	7/7	Participating	Did not hold the meeting
8.	Mr. SUJATE JANTARANG (Director)	27 Apr 2022	1/1	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. SOMSAK CHANNOI (Chairman of the board)	-	380,000.00	484,948.00	No
2.	Mr. JESSADA PROMJART (Director)	-	330,000.00	287,376.00	No
3.	Mr. WATCHARA CHATWIRIYA (Director)	-	220,000.00	0.00	No
4.	Mr. PORNCHAI DANVIVATHANA (Director)	-	320,000.00	323,298.00	No
5.	Mr. MARUT SIRIKO (Director)	-	70,000.00	323,298.00	No

6.	Mr. WIWAT NITISUNTHARANGKUL (Director)	-	60,000.00	323,298.00	No
7.	Mr. KITTIRAT THAVILAB (Director)	-	250,000.00	323,298.00	No
8.	Mr. SUJATE JANTARANG (Director)	27 Apr 2022	90,000.00	287,376.00	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. JESSADA PROMJART (Chairman of the audit committee)	-	4/4
2.	Mr. PORNCHAI DANVIVATHANA (Audit committee)	-	4/4
3.	Mr. WATCHARA CHATWIRIYA (Audit committee)	-	3/3
4.	Mr. SUJATE JANTARANG (Audit committee)	27 Apr 2022	1/1