



ANNUAL REPORT 2016

THAI INSTITUTE OF DIRECTORS

Enterprise with Integrity

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About IOD

The Thai Institute of Directors Association (IOD) is a leading organization dedicated to improving director professionalism and corporate governance in Thailand. Founded in 1999, two years after the Asian financial crisis, IOD has been at the forefront of promoting good governance practices in Thai companies. Through its various activities, it has helped develop a professional standard of directorship and provided best practice guidelines for company directors to perform their duties effectively and in line with international standards. IOD believes that with effective directors, a company can be managed and operate effectively in a way that results in increased shareholder value and sustainable growth of the Thai economy.

IOD is a not-for-profit, membership organization, established with support from core institutions involved in Thai capital market, namely the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), the Bank of Thailand, and the Foundation for Capital Market Development Fund, and international organizations, such as the World Bank. IOD is recognized locally and abroad for its leading role in corporate governance, and has been cited by national and international forums as one of the most successful professional bodies.

Our Mission

Develop and support company directors to implement good corporate governance

Our Vision

IOD is recognized internationally for promoting directorship to a professional level leading to the sustainable growth of Thai companies.

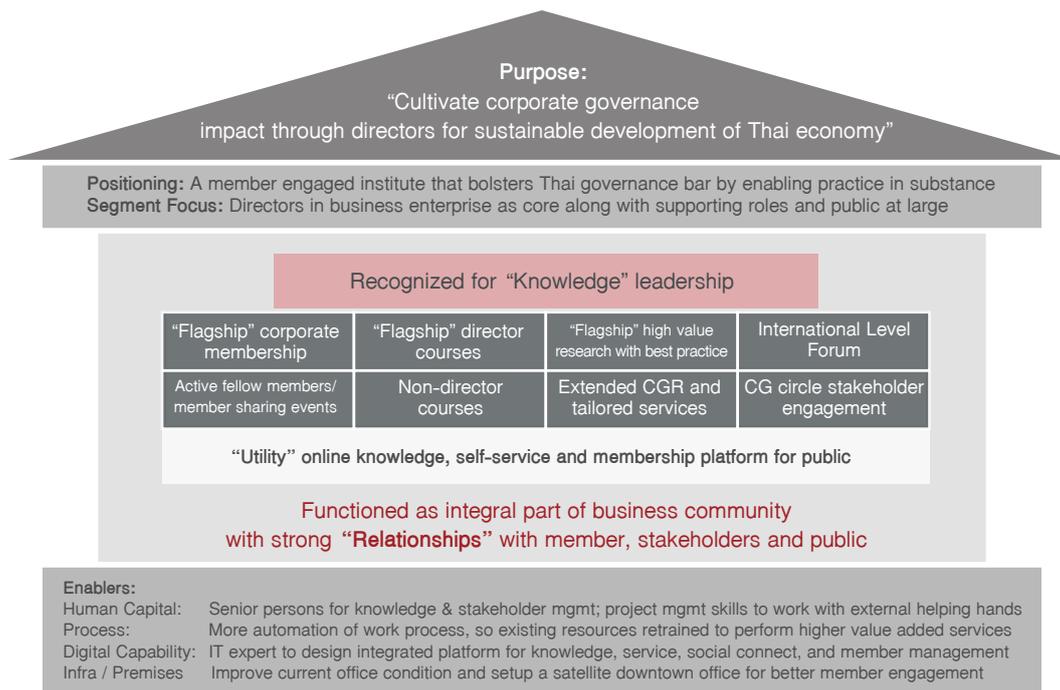
Strategic direction towards 2020

In 2016, IOD has redefined its business direction to advocate and nurture Thai's corporate governance to the next level.

Purpose: "Cultivate corporate governance impact through directors for sustainable development of Thai economy"

To achieve this purpose, IOD repositions itself from being an institution for education and standard setting to becoming a member engaged organization. IOD aims to work with members to bolster Thai governance bar by enabling practices in substance. Directors in business enterprises will be core groups of members that IOD engage with to achieve such as goal. It will also engage other governance supporting roles in enterprises to promote real practice. Besides, it will create awareness and build momentum with public at large.

IOD will employ a two-prong strategy. First, it will further establish itself to be recognized for "knowledge" leadership in governance. This imperative requires three key enabling components: content, tools and values. IOD is committed to creating comprehensive, inspiring, and thought provoking contents. On tools, IOD will develop practical guidelines along with self-service platforms, so members and public can gain access with ease. On values, it will establish itself as a public opinion moulder, becoming a destination for principle check in regard to governance. Second, IOD will function as an integral part of business community, building strong "relationships" with members, stakeholders, and public at large. IOD aims to connect, interact, and engage with members more through multiple forms. IOD then become an integral part of Thai business community. The end goal is to create bonding at value level with members so they feel belong and advocate for the same cause — an important force to achieve IOD's purpose.



Thai IOD Activities

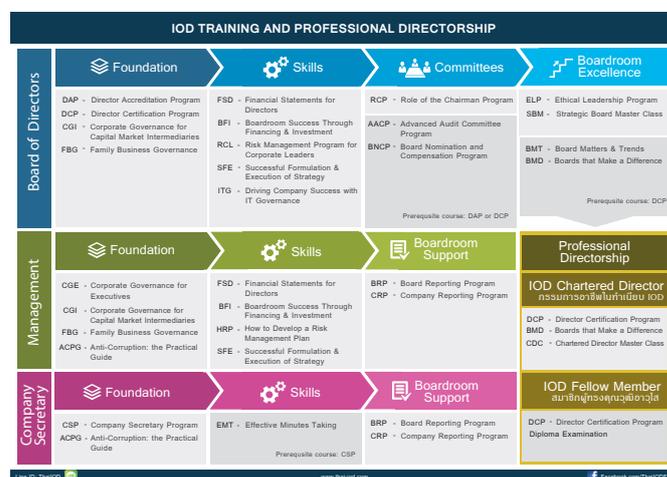
The Thai IOD'S activities comprise three core areas: Development; Knowledge Dissemination & Policy Advocacy; and Membership Relations.

Development

The Thai IOD currently offers 23 director training courses which have been designed for key people, namely, board of directors, CEOs, company secretaries and senior management of different types of organizations including SET listed and non-listed companies, state owned enterprises and non-profit organizations.

The development courses are divided into 2 categories — Foundation Courses and Functional Courses: Board of Directors The Thai IOD offers company directors ‘Foundation’ Courses, Director Certification Program (DCP) and the Director Accreditation Program (DAP), to enhance their knowledge on roles and responsibilities of directorship based on the good corporate governance principles.

The Thai IOD also recognizes the need for knowledge development for board committees on their roles and responsibilities under good corporate governance principles. Hence, several Committee Courses are offered to different committee such as Audit Committee, Nominations and



Corporate Governance Committee (R&CGC), and the Remuneration & Compensation Committee.

Furthermore, the Thai IOD undertakes skill development courses for directors in order to enhance and increase the 'functional' effectiveness of company directors with regard to strategic, risks, financial and corporate governance issues, as well as decision making skill in a fully independent manner.

Company Secretary

The Thai IOD also offers 'Foundation' courses for company secretaries, namely, the Company Secretary Program (CSP) with an aimed to develop both knowledge and understanding about roles and responsibilities of a company secretary in supporting the board of directors based on the concepts of good corporate governance.

'Functional' Courses for company secretaries are designed to heighten their performance in various aspects including minute taking, board reporting presentation, information disclosure to the public and stakeholders. They also support the development of expertise and skills of company secretaries in regards to effective corporate strategy formulation, in order to elevate their level of understanding in directors' viewpoints associated with strategic decision making and strategic implementation.

Management

The Thai IOD offers 'Foundation' Courses for a company's senior and mid-level management, Corporate Governance for executives (CGE), in order to develop a better understanding of their roles and responsibilities in working with the board under the good corporate governance principles.

Similar to company directors, 'Functional' Courses are also offered for management, so that they can effectively perform their duties in regards to strategic and risks issues as well as in reporting to the board of directors.

Furthermore, the Thai IOD has developed good corporate governance courses for directors and owners of family businesses in order to establish a firm foundation for their stable and sustainable growth.

The Thai IOD also collaborates with regulatory organizations in developing a specific training course for directors and senior management of capital market intermediaries and ensures the sustainability of such industry. This in turn will help strengthen the development of Thai economy

Research & Policy

Given that the Thai IOD's stated mission is "to develop and support company directors to implement good corporate governance", the Research & Policy Department has a core role in providing relevant supporting information and knowledge on corporate governance principles and practices (i.e.: Knowledge) This Department also acts as a representative for Thai IOD Members in expressing opinions on various current or changing issues that relate to corporate governance, and in communicating such viewpoints to involved agencies or authorities as well as members of the Thai IOD (i.e.: Advocacy).

Providing relevant supporting information and know how (i.e.: Knowledge)

The Thai IOD has a duty and responsibility to provide relevant supporting information and knowledge on corporate governance principles and practices to company directors, company secretaries and all other involved stakeholders such as regulatory agencies/authorities, institutional investors, general investors, and various other organizations within the capital markets.

This is to further develop good corporate governance practices on a wider scale and in accordance with international standards through the following key activities:

1. Surveys of the extent of corporate governance practices of listed companies in Thailand (i.e.: Corporate Governance Scorecard), that include two projects as follows:

1.1 Corporate Governance Report of Thai Listed Companies : CGR This is a survey and report on the state of corporate governance (CG) practices within Thai-listed companies. It was initiated in 2001 and has been undertaken every year since, with the aims of assessing and following-up on current developments as well as progress of good governance practices in Thailand.

The associated survey report is useful and beneficial for Thai-listed companies in further developing their respective CG practices in accordance with accepted CG principles, as well as for regulatory agencies/authorities in further defining relevant policies and regulations relating to required CG practices. The report also provides valuable information for general investors in making their investment decisions.

1.2 Corporate governance survey and report of listed companies, based on agreed ASEAN CG standards (i.e.: ASEAN CG Scorecard) This is a survey and report on the extent of corporate governance (CG) practices within the ASEAN region, based on agreed ASEANwide CG standards. It was initiated in 2011 by the 'ASEAN Capital Market Forum (ACMF)' as a result of cooperation between Securities Exchange Commissions (SECs) of ASEAN countries, with the aim of enhancing the standards of CG practices by listed companies in the ASEAN region so as to increase overall investor confidence throughout the region.

2. Board of the Year Awards Project IODThe Thai IOD, together with 6 leading private sector organization: the Stock Exchange of Thailand, the Thai Chamber of Commerce, the Federation of Thai Industries, the Thai Bankers Association, the Thai Listed Company Association and the Federation of Thai Capital Market Organizations jointly established the Board of the Year Awards Project to give due recognition and encouragement to those listed company directors, who have carried out their responsibilities in an effective and excellent manner leading to achieving transparency as well as equitable treatment for all their company's stakeholders, in full accordance with the principles of good corporate governance.

3. Research Paper / Survey / Guideline / Best Practice

The Thai IOD undertakes surveys as well as research activities on key issues and problems relating to being a company director, and publishes important research papers on good corporate governance practices and the role of the board of directors, such as the board directors remuneration report, board diversity survey, best practices for board nominations and remuneration.

These surveys and research reports are distributed to Thai IOD members and also made available to the general public for use as guidelines in the ongoing development of good business governance practices within various organizations.

4. Supporting Issues in Conference/Seminar/Forum

The Thai IOD also focuses on hosting conferences, seminars and discussion forums e.g. National Directors Conference, Chairman Forum, Director Forum, Audit Committee Forum, and Company Secretary Forum. This is in order to disseminate knowledge and issue reports on the latest trends on good corporate governance practices.

At the same time, by inviting experienced specialists and experts to such discussions for direct exchange of views, the Thai IOD is also able to inform its members about CG practices that can be implemented.

5. Supporting Issues through Policy Briefs

The Thai IOD also supports company directors by issuing policy briefs; it publishes the Board Room Flash Newsletter that aims to disseminate to company Directors significant information about the latest news on good corporate governance matters together with current developments or directions relating to any applicable rules and regulations specified by involved agencies/ authorities; namely:

- 1. Policy Briefs-** A summary of important information and analyses of applicable rules and regulations as well as the roles of Directors, relating to corporate governance practices with the aim of informing and recommending appropriate actions.

- 2. Policy Alerts**— Information on the latest new rules and regulations that Company Directors should be aware of.
- 3. CG News Updates**— Information on the latest news and trends relating to good corporate governance principles and practices that company directors should be aware of.

Representing Thai IOD members in expressing opinions on various changing issues regarding corporate governance (i.e.: Advocacy).

As an institute of Company Directors, the Thai IOD places importance on being their representative in commenting on and expressing opinions of its members on current or changing issue that relate to corporate governance matters and also to the discharging of the duties of company directors — regardless of whether it relates to any changes to the current laws and regulations, or to any corporate governance principles and practices.

As such, the Thai IOD will bring such relevant issues or topics to the attention of its members in order to hear their opinions and summarize a common viewpoint for communicating to involved regulatory agencies/ authorities as well as to all Thai IOD members.

Member Relations

The Thai IOD is a member-driven organization with a current total of 3,476 members. The Thai IOD places great importance on its members by focusing on providing various benefits that its members should receive — information and knowledge, having potential networking opportunities and receiving good services from the Thai IOD, together with other additional special privileges.

All such membership benefits are derived from four core activities undertaken by the Thai IOD; namely: holding events and activities for its members; establishing various channels of communications or media, through which members can receive information that is both timely and useful; facilitating networking opportunities among its members and offering other special benefits or privileges

Events and member activities

The Thai IOD assists its members to meet and exchange both their knowledge and experiences as a network or group of people who jointly seek to establish good corporate governance practices in Thailand. Such facilitations occur by arranging various events and activities that allow members to meet on a regular basis — both in a formal as well as informal environment — without having to pay any other additional expenses to their annual membership fees.

The events and activities in which Thai IOD Members can regularly participate are as follows:

Seminars, Conference and Forums

- The Annual General Meeting (AGM) of the Thai IOD
- The Thai IOD's Annual National Directors Conference
- Forums — to exchange viewpoints as well as to hear and learn about the latest trends or issues of interest from external guest speakers
- Briefings — to hear and learn useful information relating to various up-to-the minute CG issues from external guest speakers with special expertise and knowledge; such as: Breakfast Talk, Luncheon Talk, Tea Talk, Dinner Talk, Current Issues Seminars, and other Special Seminars.
- Events — to disseminate the Thai IOD's research or survey activities on specific topics; such as the Compensation Survey Seminar.
- Various activities that are part of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) Project, of which the Thai IOD is the secretary. These include the National CAC Conference and holding Anti-Corruption Seminars.

Facilitating networking opportunities among its members

- DCP Alumni Party A social event that enables those Thai IOD Members, who have attended and successfully completed the various DCP training programs and courses to meet each other again and renew their friendship.
- IOD Golf Challenge A sport and leisure event for Thai IOD members that are keen on golfing to compete in a friendly atmosphere as well as to establish closer relationships. After deducting direct expenses, all proceeds from this event are donated to charity organizations.

Apart from the internal events and activities, the Thai IOD also collaborates with other organizations to enable Thai IOD members to join in any events or activities undertaken by these external organizations.

Establishing various channels of communications or media, through which members can receive information that is both timely and useful

Apart from the special privilege of attending and participating in various internal events arranged by the Thai IOD, its members also regularly receive timely and useful information relating to good corporate governance matters as well as company director duties. Such information and knowledge is made available to all members by the Thai IOD through communications media, such as:

- Boardroom Magazine: A special bi-lingual (Thai and English) magazine, of which all Thai IOD members receive six issues a

year. The contents of the Boardroom consist of: summaries and highlights of the various seminars, conferences and forums held by the Thai IOD; highlights of the various events and activities undertaken by the Thai IOD for its members; names of new Thai IOD members; as well as various articles summarizing key local and international good corporate governance related issues and also special articles written by fellow Thai IOD members.

- Boardroom Flash: A bi-lingual 'e-newsletter' that summarizes any updated trends or timely issues relating to good corporate governance and the effective discharge of the duties of being a company Director
- www.thai-iod.com website: This is another channel of communication through which Thai IOD members can access and read various research and survey outputs summaries. All members must use their member ID as their username and associated password in order to log in to the website and can download various information or documents as required.
- Facebookfan page: www.facebook.com/ThaiIODfan

Facilitating networking opportunities among its Members,

The Thai IOD facilitates networking opportunities among all its members with the aim of creating closer relationships as well as encouraging closer cooperation between its members with a view to establishing improved corporate governance practices; whereby all members can communicate with each other directly through such contact channels:

- Directors Pool: This is a medium that is part of the Thai IOD official website through which all Members can post or exchange their personal resume details, as well as search for information on those who have successfully completed the various DCP Training programs and courses and also the names of all current fellow Thai IOD members. Moreover the Thai IOD has a group of 'Chartered Directors', all of whom are well-qualified, knowledgeable and professional in discharging their duties, from which listed companies can select to be nominated and appointed as independent directors. Currently there is a total of 33 such 'registered Chartered Directors' in this group.
- Membership Directory: The Thai IOD has published membership directory, which is updated every two years, to enable IOD members to access useful contacts information.

Offering various special benefits or privileges to its members. The Thai IOD offers other additional special benefits and privileges to its members. These include special discounts for fees payable in attending various Thai IOD training programs/ courses; special discounts for the purchases of any special Thai IOD Research or Survey outputs; and use of the Thai IOD's conference facilities, located at its office, for any meetings amongst members.

The message from Chairman

In 2016, there were situations that led to a wider and more substantive adoption of good corporate governance in Thailand.

1. Investors demand that directors perform their roles effectively

Individual and institutional investors called for the boards of listed companies to resolve issues involving their guilty directors/executives who had been fined or charged by the Securities and Exchange Commission for asset malpractices.

The Board of the Thai Institute of Directors Association (IOD), in its institutional capacity, felt that such wrongdoings are serious offences that cannot be ignored. Therefore, it resolved to take additional measures to promote prudent exemplary behavior and prevent negative behavior as follows: (a) Two-year suspension from the Corporate Governance Report of Thai Listed Companies (CGR) program should company or its directors be charged or fined by the SEC, within the one year prior to the CGR evaluation completion; and (b) To take into consideration any violation of the Securities and Exchange Act by directors or executives during the three years preceding the granting of approval of IOD membership application or renewal.

2. Regulatory bodies take serious actions against wrongdoers and develop new Corporate Governance Code

Since early 2016, the SEC has continuously taken actions against

directors/executives on asset malpractices, which has become one of the factors that discourage misbehaviors. In addition, the SEC together with IOD and other capital market organizations have developed new Corporate Governance Code for listed companies. The essence of the new code is in line with changing governance trend such as board leadership in corporate strategy determination etc.

3. IOD expands training coverage to directors of family businesses

The IOD has expanded training coverage as part of its strategies in 2016. Recognizing the significance of family business as the backbone and key drivers of the Thai economy, the IOD Board decided to conduct family business governance courses at key provinces, including Chiangmai and Ubonratchani. The IOD is also preparing best corporate governance practices for family business, which should be ready for distribution in 2017.

This year the IOD Board will emphasize the variety of training courses that respond to future needs and challenges. Efforts will be made to get a wide range of people to participate in corporate governance promotion. The IOD Board will also focus on providing relevant knowledge to directors (such as best practices and FAQ in performing directors' duties), such as a practical guide for their roles. The Board will also encourage members to participate in various activities in a bid to jointly promote good corporate governance.



The IOD Board is well aware that the success in 2016 derived largely from tireless efforts of the management, consultants, and employees together with support and cooperation of capital market organizations, listed companies, partners, academia, and relevant agencies, including members, facilitators, sub-committees, and task forces. The IOD Board would like to take this opportunity to express our gratitude to all the mentioned parties.

The IOD Board admire and appreciate the roles of the institutional investors, retail investors, and regulatory bodies in fostering a conducive atmosphere for good corporate governance practices. It is the fervent desire of the Board to ask corporate directors giving precedence to righteousness, business ethics, fiduciary duties. Such practices will ensure good corporate governance in the Thai business community as well as enhance robustness and confidence in the Thai economy as a whole.



Mr. Krirk-Krai Jirapaet
Chairman of the Board of Directors
Thai Institute of Directors

CEO's Report to the Stakeholders



In undertaking the various activities during 2016, the last year of the three-year strategic plan just ended, I'm happy to declare the overall performance of the Thai Institute of Directors Association (IOD) was quite satisfactory. The Institute was able to achieve its target objectives for the three year (2014 -2016) strategic plan on all fronts. These include improving and maintaining the high quality of the Institute's Director development program and the related training; undertaking research and studies on issues that affect directors and on best corporate governance practices and guidelines; promoting advocacy and providing comments on policy; creating networking opportunities for IOD Members; supporting professional directorship as a career through IOD Chartered Director program; steering the Private Sector Collective Action Coalition Against Corruption (CAC) initiative; and expanding the recognition and reputation of the organization internationally.

Among the listed achievements, three stand out for a special mention.

1. Raising the institutional profile of the organization. The IOD is no longer known to the private sector as just a school that provides director training and courses, but also as an Institute whose mission is to promote and enhance corporate governance practices in the Thai private sector. The latter is achieved through its works on board education and director development, assessment of corporate governance policy and practices of companies, being a voice of directors on issues that affect directors and corporate governance, being a central source of knowledge and information on corporate governance and best practices for the private sector, and promoting good governance in practice through its works on anti-corruption. In consequence, the IOD has become better known as an institution and is increasingly seen as an important infrastructure in the private sector that promotes and safeguards good corporate governance and ethical businesses.

2. Greater recognition of the IOD as a premier organization for corporate government both at home and abroad, through its works and achievements in advancing corporate governance in the private sector. The recognition has been achieved through its work and involvement on corporate governance both at the regional and international levels. In particular, its work on director development in the regional economies has made the Institute an important vehicle for corporate governance development in the region.

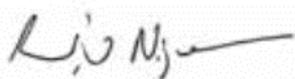
3. Better financial security and soundness as a result of particularly strong financial performance of the Institute in the last 5-6 years. This has helped to strengthen the Institute's balance sheet and enabled the Institute to accumulate and utilize the available financial surpluses for investment to expand its future capacity. What is more, a strong financial position will instill greater confidence and boost the morale of the Institute's staffs — the organization's most important asset — about the strength and the future path of the organization, as well as providing incentives for the organization to hire and retain high-caliber staffs. A strong and robust financial position also means a greater degree of financial independence, which can help support the Institute in discharging its duties and responsibilities independently.

Success in the above three aspect forms an important base for the Institute to move forward in its duties to continue to improve corporate governance in the country.

In the fourth Quarter of last year, the IOD's Board of Directors approved the new IOD's strategy for the next three years, centering on the works of the IOD on corporate governance to make positive impact on the society that leads to better behavior in businesses. In addition, the objectives of the Institute in the next three years call for extension of corporate governance practices to cover other parts of the private sector, beyond the listed firms

and companies in Bangkok, by providing access to knowledge and practices of corporate governance through an online system that is open to a wider segment of businesses throughout the country. Training classes will be conducted in the provinces to extend the outreach of corporate governance. All this is on the agenda for the next three years to make the works of the IOD impactful, supported by the resources that the Institute has built up over the past years, including the staffs, membership network, and a new digitalization of the Institute's work process through an investment that is now being made.

For the past year, the achievements of the Institute owed much to the hard work and dedication of its staffs and the management team under the advice and guidance of the Board of directors as well as the support, both financial and non-financial, of the stakeholders who recognized the importance of our works. I would like therefore to take this opportunity to express my thanks and appreciation to one and all for their valuable contribution.



Dr. Bandid Nijathaworn
President and CEO



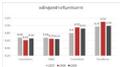
Strategic Patrons & Sponsoring Partners

The IOD wishes to take this opportunity to express our great appreciation and many thanks to our corporate sponsors for their kind contribution, great support and close cooperation in helping to establish good corporate governance practices throughout Thailand on a sustainable basis.

Thank you.

Regulatory and not-for-profit organizations

ปีงบประมาณ	2557	2558	2559
Director Accreditation Program (DAP)	8.38	8.31	8.36
How to Develop a Risk Management Plan (HRP)	8.29	8.87	8.48
Successful Formulation & Execution of Strategy (SFE)	8.80	8.48	8.56



ปีงบประมาณ	2557	2558	2559
Board of Directors & Audit Committee	8.76	8.81	8.85
Board of Risk & Compliance (BRC)	8.88	8.74	8.70
Risk of the Compensation Committee (RCC)	8.92	8.94	8.95
Risk of the Audit and Governance Committee (RAGC)	8.87	8.74	8.85
Board Evaluation Program (BEP)	8.77	8.88	8.88




Exclusive Partners




Associate Partners














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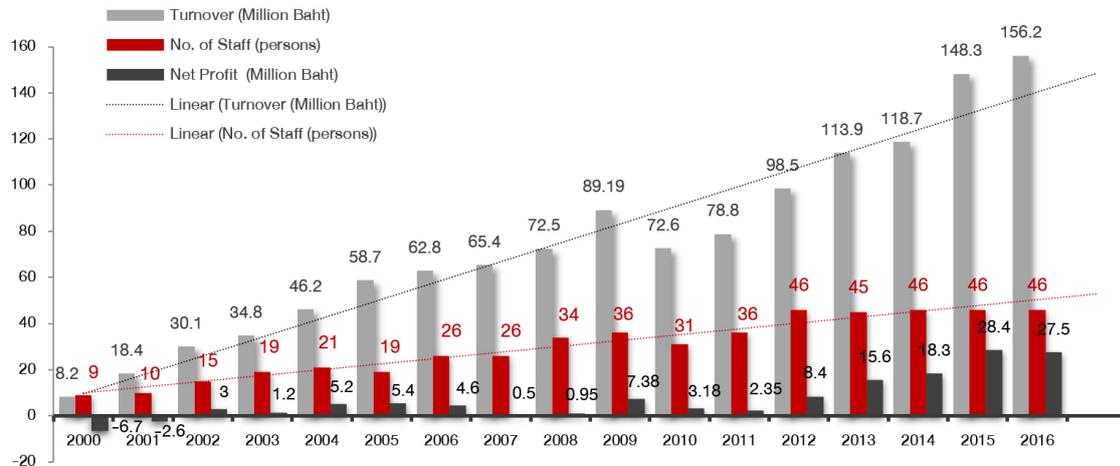

Corporate Statistics & Financial Highlights

Financial Highlights: Assets and Operating Results

IOD was established with a capital fund of 23.0 million baht received from the founding organizations. Over the years, its operations have generated an increase in the operating capital fund as annual revenues exceeded expenses. As at the end of 2016, the operating capital fund totaled approximately 144.6 million baht. IOD is overseen and managed by a Board of Directors, which consists of 15 members (who do not receive any remuneration) and 42 permanent Staff and 4 Advisors. The financial highlights of IOD for the past three years are as follows:

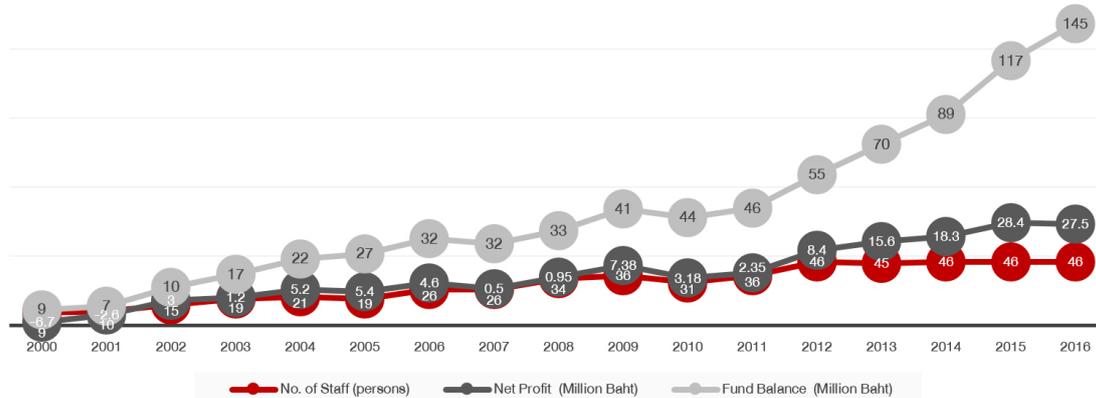
(Baht)	2013	2014	2015	2016
Total Asset	106,073,646	130,623,509	161,522,933	191,677,774
Total Liabilities	35,793,683	42,033,581	44,554,887	47,054,775
Fund balance	70,279,963	88,589,928	116,968,046	144,622,999
<u>Income and expenditure</u>				
Total income	113,874,022	118,707,197	148,304,721	156,240,818
Excess of income over expenditure for the Year	15,561,392	18,309,965	28,378,118	27,475,672

IOD Operating Results 2000-2016



Operation productivity: 2000-2016

Increase in cumulative operation capital fund balance vs Total number of staff and total net profit: 2000-2016



Membership

Total number of IOD members,
Membership status and Rate of
membership renewals

As end of 2016
IOD had

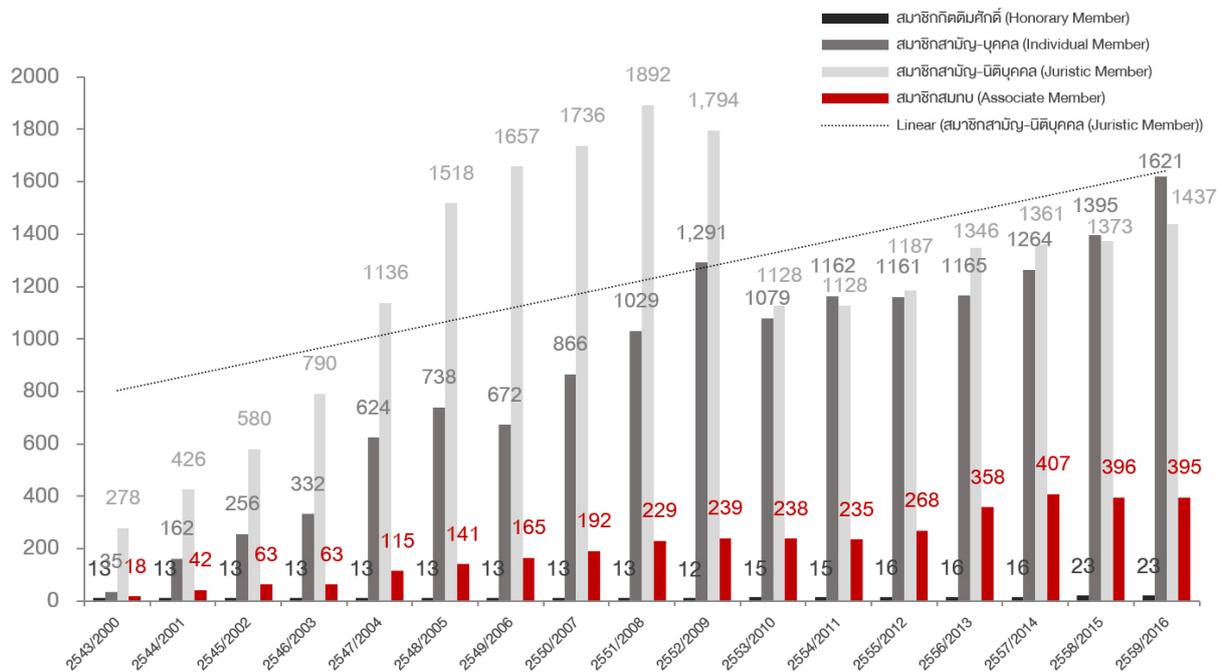
3,476 members
▲ up **9%**

year-on year from 3,187 members
at the end of the previous year.

Status of the members

Status of the members	2013	2014	2015	2016
Honorary member	16	16	23	23
Fellow member	112	116	124	137
Graduate member	1,765	1,838	1,843	1,972
General member	634	671	804	949
Associate member	358	407	396	395
Total	2,885	3,048	3,187	3,476

Number of members : 2000–2016



Information of membership : From Thai listed companies

(no. of company)

SET	Total 522 companies	Juristic member	175 companies	63%
		Individual member	154 companies	
MAI	Total 137 companies	Juristic member	24 companies	58%
		Individual member	56 companies	
SET + MAI	Total 659 companies	Juristic member	199 companies	62%
		Individual member	210 companies	

On a yearly basis, IOD invites existing Members to renew their membership. During 2016, of the 1,474 Members whose membership expired last year, 972 Members — or 64% - renewed their membership, while another 86 Members, whose membership expired in previous years, also renewed their membership. In total, 1,058 Members renewed their membership in 2016. On the other hand, 73 Members declined to renew their membership during the year without giving any specific reason and another 570 Members are in the process of being contacted by the IOD staff regarding the renewal of their

expired memberships. This follow-up action is undertaken by the Membership Relations Department by sending letters, emails, SMS and telephone calls. It is done to ensure that all IOD Members are made aware of the current status of their membership and are given the opportunity to renew it. In the course of speaking to Members about renewing their expired membership, IOD explains to them the potential benefits of having access to the relevant knowledge and information opportunities gained through intra-Member networking, a key drawing point of the organization.

IOD hopes that the number of Members that renew their membership will increase every year, as part of its effort to build a viable company Directors network' for the purpose of exchanging knowledge, ideas and viewpoints. An interesting statistic is that the majority of Members that renew their membership are Corporate Members. Within that status, 77% of the renewals are for Board Directors and Senior Management. while approximately 53% of Ordinary Members renew their membership, and about 45 % of Associate Members renew their membership. Based on this information, getting Ordinary Members interested in renewing their membership on a continuous basis remains a key challenge for IOD.

In addition to IOD Members renewing their memberships each year, there are also additional new Members joining the IOD for the first time.

1. Mr. Loh Poh Weng
2. Mrs.Kanit Muangkkrachang
3. Asst.Prof.Krit Umpote
4. Mrs. Kanchana Saisiriporn
5. Mrs.Kulathida Sivayathorn
6. Mrs.Kaisri Nuengsigkapien
7. Mr.Kanung Luchai
8. Ms.Jittakarn Chandraviroj
9. Mr.Chirayu Isarangkun Na Ayudhya
10. Khunying Jada Wattanasiritham
11. Mr.Chai Sophonpanich
12. Mr.Chaipat Narkmontanakum
13. Mr.Charn Sophonpanich
14. Mr.Chatri Sophonpanich
15. Mr.Chartsiri Sophonpanich
16. Mr.Chalee Chantanayingyong
17. Mr.Narong Suthisamphat

18. Ms.Dalad Saphthavichaikul
19. Mr.Deja Tulananda
20. Mrs.Thippaporn Gertphol
21. Mr.Nipol T.jeerawong
22. Mr.Boonkiet Chokwatana
23. ADM Prachet Siridej
24. Mr. Pramote Bhongse-Tong
25. Mr.Piti Sithi-Amnuai
26. Mr.Piyawat Titasattavorakul
27. M.L.Pakakaew Boonliang
28. Dr.Panas Simasathien
29. Mr.Pittaya Jearavisitkul
30. Mrs.Pakineenard Tiyachate
31. Mr.Manit Boonprakob
32. Mr.Yongyuth Kitaphanich
33. Mr.Yuth Vorachattarn
34. Mrs.Rae-Vadee T. Suwan

35. Mr.Laksna Thongthai
36. Mr.Vasant Thienhom
37. Mrs. Watchanee Wattanathawanwong
38. Asst.Prof.Wattanee Phanachet
39. Mr.Vanchai Jiratritarn
40. Mr.Vitoon Tejatussanasoontorn
41. Assoc.Prof.Dr.Virat Vongsaengnak
42. Weerawong Chittmitrapap
43. Mr.Sataporn Jinachitra
44. Mr.Sara Lamsam
45. Mrs.Sinee Thienprasiddhi
46. Mr.Subhasakdi Krishnamra
47. Dr.Anusorn Tamajai
48. Dr.Amorn Chandara-Somboon
49. Dr.Ungoon Chantanavanich

Rate of membership renewals : 2011-2016

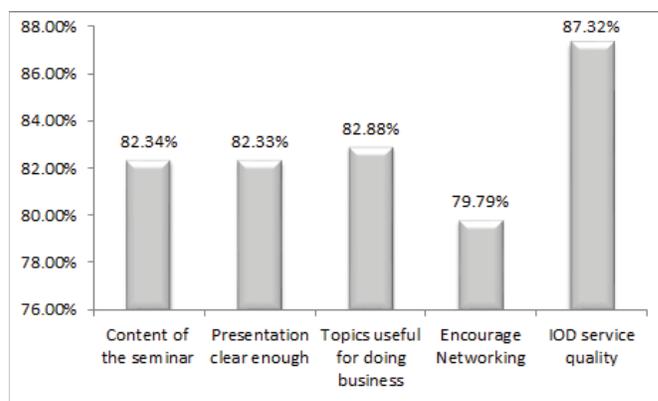
Year	Total number of membership expiring during the year	Total number of membership renewals	% rate of membership renewals
2011	1,407	669	48%
2012	1,190	697	59%
2013	1,223	701	57%
2014	1,407	908	62%
2015	1,481	911	62%
2016	1,474	972	64%

In 2016, new Members came from those interested to attend development and training courses conducted by the IOD together with those wishing to benefit from attending various courses at the discounted training course fees offered for IOD Members, followed by those who joined after attending the Director Certification Program (DCP) program. For 2016, there was a total of 734 new IOD Members coming from various sources — as shown in the chart below compared to previous years

Total number of new IOD Members (by source)

Year	New IOD members (from DCP classes)	New IOD members (others)	Total number of new IOD members
2011	240	222	462
2012	247	267	514
2013	298	323	621
2014	329	150	479
2015	311	380	691
2016	368	366	734

Satisfaction of Member Activity Attendees



In undertaking the various Members related activities, as described above, the Member Relations Department has received positive comments from IOD Members on the key aspects of these activities, with the results of the latest satisfaction survey indicating (as shown in the chart below) that Members are well-satisfied with regard to the overall quality of the activities undertaken 82.93% and also with regard to the perceived benefits gained from their participation in the various activities was at 82.34%. While the level of satisfaction for promoting and supporting networking was at 79.79%, and the overall services provided by IOD Staff received the top most level of satisfaction of 87.32%.

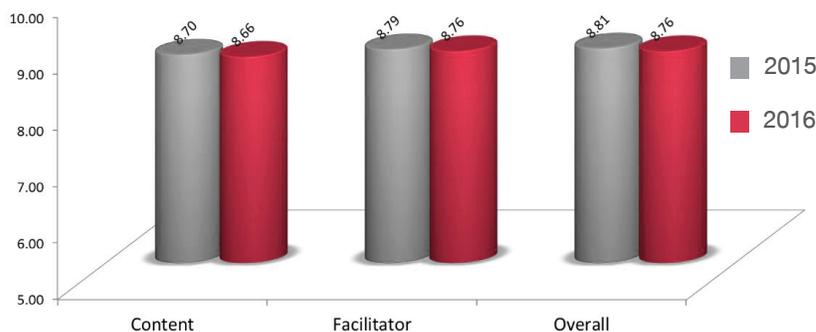
Director Training

Satisfaction Results

The participants' evaluation results are the key factor for making further improvement to existing programs together with for further development of the overall quality of the associated services to class attendees. These evaluation results regarding participants' satisfaction are also one of the key performance Indicators (KPIs) of the Directors Development Department.

From a total of 3,326 participants for the 23 different training programs held 119 times throughout the year, the overall satisfaction of class attendees was at an average score of 8.76 (from a full score of 10), which is close to the average score of 8.81 as shown in the diagram on the right page.

Diagram 1: Summary of the Evaluation of all IOD Training Courses (2015 -2016)
(for content, facilitator, and overall)

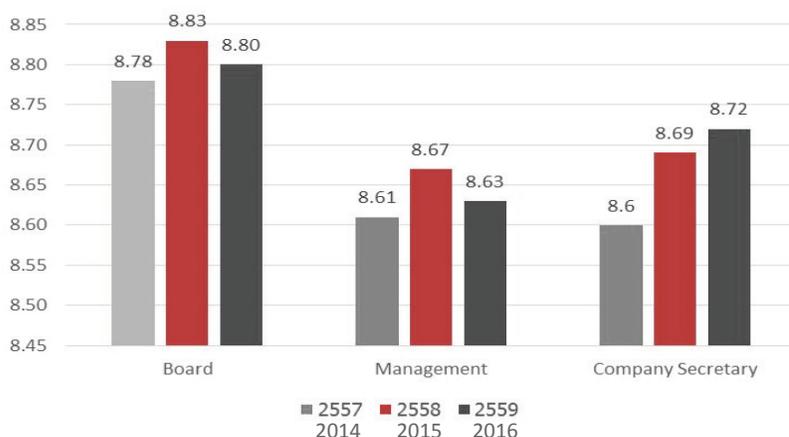


As shown in Diagram 2, in 2016, the overall degree of satisfaction for each respective type of training programs showed that courses for Board of Directors still continued to receive the highest an overall average score at more than 8.75 points consecutively for the last 3 years. While, the course for Company Secretaries continued to achieve higher scores year-on-year for the past 3 years as well.

Satisfaction Score	2015	2016
Course contents	8.66	8.70
Knowledge and Ability of Course Facilitator	8.76	8.79
Total number of Class Participants	3,202 attendees	2,509 attendees
Number of training programs offered	23 training programs	20 training programs
Training programs held	119 courses	89 courses

From Diagram 3, the results of the satisfaction survey showed that the Boardroom Excellence programs received the highest score, whereby this is a special training course for those wishing to be Professional Directors, together with these training programs: Boards that Make a Difference (BMD), Board Matters and Trends (BMT) and Ethical Leadership Program (ELP). This high score was followed by those programs for Board Committees, which are designed for various board committees, such as the Audit Committee, the Nomination and Corporate Governance Committee and the Remuneration (or Compensation) Committee.

Diagram 2: Satisfaction Scores — by Types of IOD Training Courses (2014 -2016)



As for the Foundation programs, which are the basic courses designed for Board of Directors, together with the various Board Skills programs, aimed at further developing Directors skill sets, still continued to be popular — both in terms of the total number of class participants during the year and in terms of the good scores received from the latest survey — especially for Director Certification Program (DCP)

Diagram 3: Evaluation Results of IOD Directors Training Courses (2014 -2016)

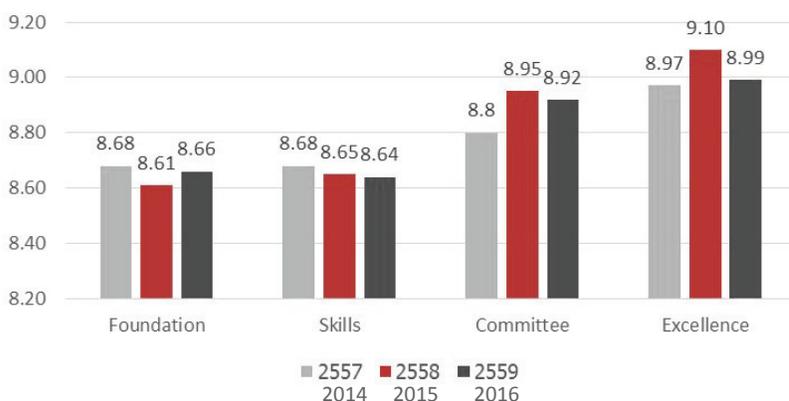


Chart 1 above shows that the training program with the highest degree of class participants' satisfaction (from a total possible score of 10) were the Boardroom Excellence course and the various Board Committees courses. As such, this is because the majority of attendees for these training programs are well experienced, so they have a good understanding for the key points and issues raised in the class as well as tend to see the overall value and

benefits in exchange views or ideas with fellow attendees together with being more interested to further develop special skills and gain more in-depth knowledge. Additionally, these programs have clearly set the prerequisites in attending the class which help IOD scope down the content to match specific needs of the audiences. During 2015 and 2016, IOD received an average satisfaction score of more than 9.0 for 3 training programs.

Chart 1: IOD Training Courses, receiving the highest evaluation scores (2014 -2016)

TRAINING COURSE	2014	2015	2016
Board Matters & Trends (BMT)	8.96	9.05	9.25
Boards that make a Difference (BMD)	8.99	9.14	9.10
Role of the Compensation Committee (RCC)	9.02	8.94	9.05
Role of Nomination and Governance Committee (RNG)	8.97	9.16	8.95
Director Certification Program (DCP)	8.77	8.66	8.89

The training program receiving the lowest average score was the Director Accreditation Program (DAP), which is the Board Foundation course, with course participants being new Board of Directors or Senior Executives who do not possess sufficient experience in being a board member as yet and mostly come from non-listed companies.

Chart 2: IOD Training Courses receiving the lowest evaluation scores (2014 -2016)

TRAINING COURSE	2014	2015	2016
Director Accreditation Program (DAP)	8.38	8.31	8.36
How to Develop a Risk Management Plan (HRP)	8.29	8.67	8.48
Successful Formulation & Execution of Strategy (SFE)	8.60	8.46	8.56

Furthermore, this program is held in a classroom format with more than 60 attendees for each session, which differs from the normal training format held by the IOD. As such, this may possibly not be very conducive for an effective transfer of knowledge or active exchange of views during the course. Apart from this, there are training programs for Executives/Management members, such as How to Develop a Risk Management Plan (HRP) and Successful Formulation and Execution of Strategy (SFE). It was

also observed that for those programs targeting both Board of Directors and Senior Executives/Management members to attend together, may at times cause the actual contents to not specifically meet or correspond to the exact needs of one or other of the participants, and has adverse impacts for the end result of the satisfaction survey (See Chart 2 below) Thus, the satisfaction scores for such programs are the lowest scores received - with the lowest score of 8.36, which is, however, still fairly satisfactory.

All the results of the satisfaction survey are compiled as statistics to be used as a guideline for ongoing development of these programs and the associated internal management processes.

Research & Policy

CGR 2016 Results

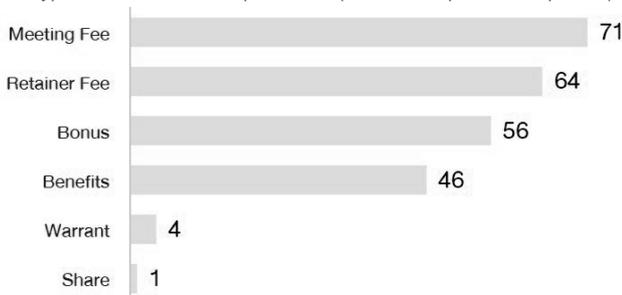
The findings in 2016 from a corporate governance assessment of 601 listed companies show an overall average score of 78 percent, higher than the average of 75 percent registered in 2015 (588 companies). Scores in all but one CGR categories show continued improvements. The score on the Equitable Treatment of Shareholders category remain unchanged at a high level.

For each CGR category, the results of the 2016 survey indicate that there are four categories having the score of 70 percent or more. They are the Rights of Shareholders, Equitable Treatment of Shareholders, Disclosure and Transparency, and Role of Stakeholders categories, for which the corresponding average scores are 92, 92, 82, and 74 percent, respectively. The Board Responsibilities category, on the other hand, registers an average score of 68 percent. Such level means that further improvements in corporate governance practice are needed.

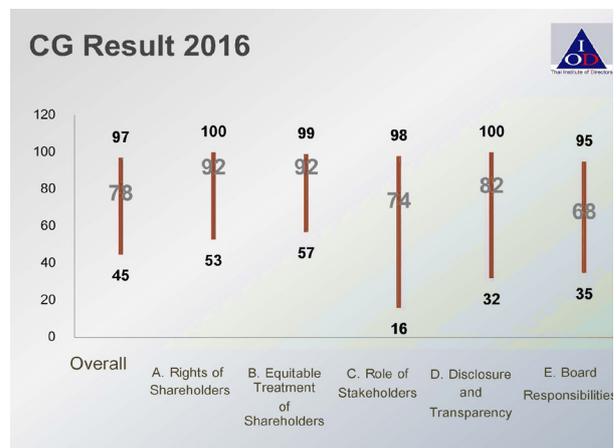
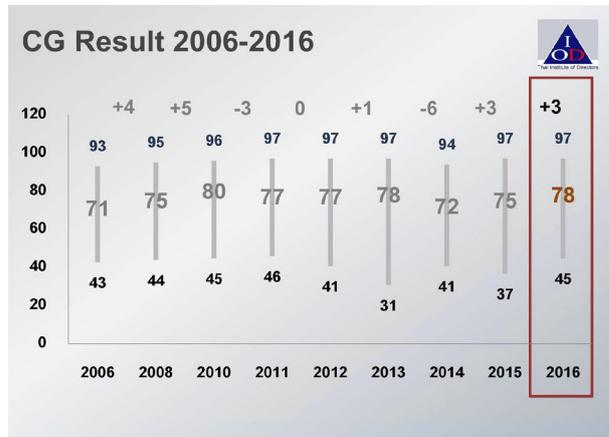
When companies are grouped in accordance with the ranking standards of the National Committee on Corporate Governance, there are 455 companies receiving a score of 70 percent or higher (“Good” level of recognition or above). Specifically, 80 companies (13 percent) score at or above the 90 percent, which is the “Excellent” recognition level. There are 195 companies (33 percent) having a score at 80-89 percent, which is classified as the “Very Good” recognition level. And 180 companies (30 percent) earn the “Good” level of recognition by having a score at 70-79 percent.

Thai Directors Compensation Survey 2016

Types of Directors Compensation (% of Participated Companies)

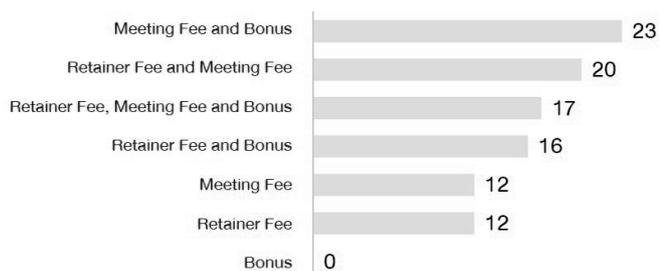


Transparent and appropriate director compensation is a corporate governance practice, as it not only protects the interests of shareholders, but it also ensures that qualified

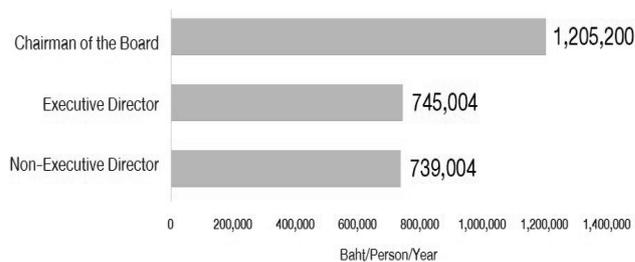


directors will continue to work for the company. The board of directors can properly set director compensation by complying with good practice and relying on information about it from various sources, especially from companies in the same or similar industries.

Aware of the importance of director compensation, IOD began conducting the Thai Director Compensation Survey for Thai Listed companies in 2001. The results of the most recently conducted survey are now available. The survey, which is conducted biannually, covers policy, approach and the form of director compensation. The information is obtained through the director compensation report made for the board of directors, especially the nomination and compensation committee, to use to determine director compensation. After the compensation is decided, it is presented at a shareholder’s meeting for approval. Overall, this process boosts transparency. Some highlights of the report are as follows:



Types of Cash-Based Compensation (% of Participated Companies)



Average Total Board Compensation by Position (Baht/Person/Year)

1. Most directors in Thai companies received compensation in the form of money. The compensation covered attendance fee, remuneration and bonus. Mostly, it was for an attendance fees and bonus. In general, Thai and international companies prefer to pay remuneration rather than an attendance fee.
2. The average director compensation per person per year for the chairman of the board was 62 per cent higher than the compensation for the executive director and 63 percent higher than non-executive director.
3. The performance of a company, such as net profit, dividend, and market cap, continued to be key factors in director compensation each year.
4. The nomination and compensation committee should pay attention to the information disclosure of compensation both in terms of policy, criteria for compensation and amount of compensation of director in each position and for the individual in order to provide the information to the shareholders and investors.

Policy Briefing & Advocacy

During 2016, the following five issues were submitted as part of the Policy Advocacy activity:

1. The proposed amendments to the initial public offering (IPO) rules with regard to share allocation to patrons and related persons of the issuer to support sufficient distribution to retail investors (in relation to roles of the Board only).
2. The proposed amendments to the Securities and Exchange Act BE.2535, relating to the Stock Exchange.
3. The proposed amendments on the mutual fund governance structure the ability for investment management companies to seek unit holders' resolution
4. The proposed amendments on disclosure requirements on Directors and Senior Executives of listed companies holding positions in other companies in the company's annual report
5. Corporate Governance Code for listed companies.

PRIVATE SECTOR COLLECTIVE ACTION COALITION AGAINST CORRUPTION (CAC)

Signatory Companies:

At the end of 2016 of CAC project, 801 had joined the coalition. Number of signatory companies surged to 801 from 538 at the end of 2016, including 306 listed-companies. New signatories in 2016 include 32 companies in the property development, construction services and energy resources sectors which are the CAC's prioritized sectors. They account for merely 5.7% of new signatory companies in the year.

Certified Companies:

Following the seventh phase of the project, total number of CAC-certified companies at the end of January 2017 shot up to 200, including 121 listed-companies. Meanwhile, 45 companies were re-certified during the seventh phase. Since 3Q/2015, all applicants need to comply with the new CAC certification process (Phase 1), requiring that companies submit reference e-documents to the Certification Committee (CER COM) for revision and



approval of certification, based on supporting evidence disclosed by companies. The CAC secretary is responsible for screening the completeness of all submission to ensure that all applicants are aligned with the objective and requirement of the Anti-Corruption program.

Active change agents

To effectively tackle corruption and create a clean business ecosystem requires the power of numerous companies in the form of Collective Action.

A multiplier effect can take place when a good corporate citizen turns into an active change agent and this is very much the case with certain CAC members. Several certified companies have undertaken substantial efforts to persuade their suppliers and other stakeholders to also adopt anti-corruption policies and install graft prevention mechanisms.

Seminar and briefings

February 29, 2016: IOD organized the first Current Issue Seminar under Tone at the Top series on “Clean business engagement with the public sector Political process engagement” by Mr. Peter Wilkinson-the author of Business principle for countering bribery of TI (which Thai CAC used as a base to develop the certification checklist). At the event, there was also a certification awarding ceremony for 22 companies certified in the fourth quarter of 2015. The event took place at Ballroom, Sheraton Grande Sukhumvit Hotel with 127 participants.

March 22, 2016: IOD organized Quarterly Executive Briefing 1/2016 to extend understanding of the project in details and update CAC activities with top executives of interesting companies and CAC members. There were 59 participants attended the event at the Auditorium, Capital Market Building.

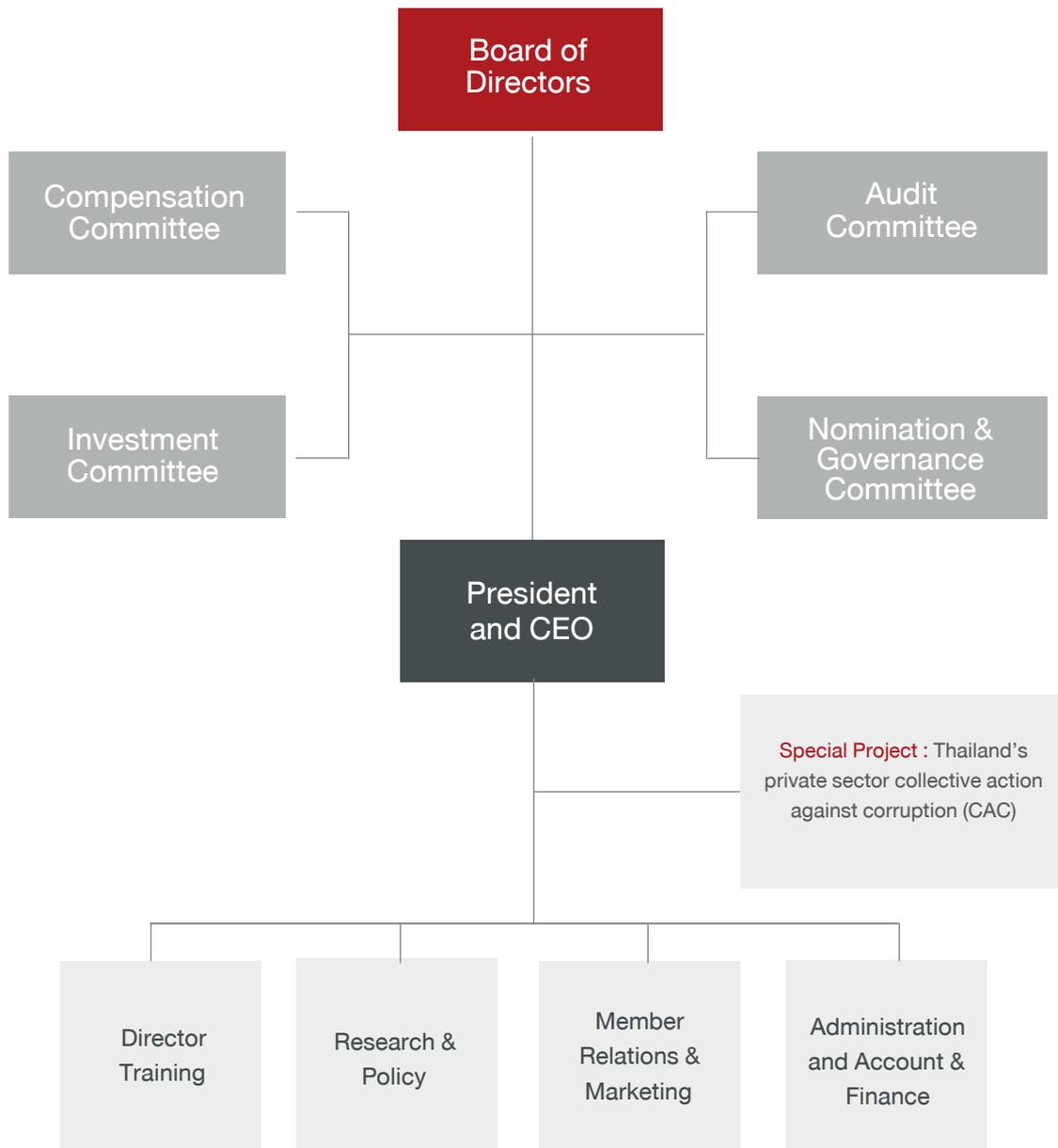
May 30, 2016: IOD held the second Current Issue Seminar 2/2016 : Tone from the Top- Sustaining Business through Ethical Leadership by Dr. Mukund Govind Rajan, Brand Custodian and Chief Ethics Officer, Tata Sons Limited. The venue took place at Grand Ball room Grand Hyatt Erawan with 175 participants.

August 3, 2016: The Stock Exchange Commission (SEC) and National Anti-Corruption Commission (NACC) held the public hearing seminar for listed companies to acknowledge a draft of Anti-Corruption manual. Mr. Kulvech was invited to be a speaker as a member of task force group of NACC who developed the draft. There were around 100 participant joined.

August 16, 2016: The CAC organized Tone at the Top Series seminar on “Operating Transparency Business in Asia” presented by Mr. Maarten Hepkema, Chief Counsel - APAC, Legal, APM Terminals Inland services. Following the talk, the CAC awarded certificates for all new certified companies of 2Q 2016. The event took place at Ballroom, Grand Hyatt Erawan Hotel.

September 9, 2016: CAC held experience sharing session with 106 coalition members who are preparing to submit self-evaluation forms. The event took place at 4th floor, Auditorium, Capital Market Academy.

IOD Organization Chart



Board of Directors



Mr. Krirk-Krai Jirapaet

Chairman of the Board
74 years old

Date of Appointment

- 30 May 2011 - 16 May 2014
- 16 May 2014 - AGM 2017

Education

- Master of Economics, Sydney University, Australia
- B.A. (Hons) Political Science, Chulalongkorn University

Training

- Certificate in Economic Developments, Japan
- Certificate in Project Appraisal, Oxford University, UK
- Certificate in Commercial Counsellor Practices Federal, Republic of Germany
- National Defence College (Class 37)
- Capital Market Academy Leader Program (CMA) #9, Capital Market Academy
- Top Executive Program, Thailand Energy Academy (TEA) #4
- Top Executive Program in Commerce and Trade (TEPCoT), Class 1, Commerce Academy, University of the Thai Chamber of Commerce

Attended in IOD Program

- Directors Certification Program (DCP) 61/2005
- Role of Chairman Program (RCP) 11/2005
- Audit Committee Program (ACP) 8/2005
- Boardroom Success through Financing and Investment (BFI) 0/2016
- Anti Corruption Seminar 1/2016
- Chairman Forum
- National Director Conference
- Director Dinner Talk 1/2016
- Collective Action Against Corruption Conference
- Director Dinner Talk 2/2016

Board member / Management in Listed Company

- Chairman, Board of Director, QTC Energy Public Company Limited
- Chairman of Advisors to the Company, Banpu Public Company Limited

Board member / Management in Non-Listed Company

- Vice President, Council of Trustees of the University of the Thai Chamber of Commerce/Chairman of the Executive Directors, The University of the Thai Chamber of Commerce
- Chairman, Board of Directors, Thai Garment Development Foundation

Experience

- 2006 - 2008 Chairman Economic Reform Committee National Reform Council, National Reform Council
- 2006 - 2008 Minister, Ministry of Commerce
- 2008 - 2016 Chairman, Board of Director, Banpu Public Company Limited



Mr. Chatchai Virameteekul

Vice Chairman
Chairman of Nomination & CG
Committee
54 years old

Date of Appointment

- 30 May 2011 - 16 May 2014
- 16 May 2014 - AGM 2017

Education

- MBA, Thammasat University
- BA, University of Washington, USA

Training

- Housing Finance Program (2010), The Wharton School, University of Pennsylvania, U.S.A.
- Public Director Certification Program PDI Class 2 King Prajadhipok's Institute
- Diploma in Advanced Financial Management Class 3, Thammasat University, Thailand
- Bourse Game Seminar Computer-Based FX Trading Simulation with Currency Risk Management CitiBank N.A., Bangkok

Attended in IOD Program

- Director Certification Program (DCP) 117/2009
- Audit Committee Program (ACP) 27/2009
- Advanced Audit Committee Program (AACP) 3/2010
- Role of the Chairman Program (RCP) 33/2014
- Director Dinner Talk 1/2016

Board member / Management in Listed Company

Board member / Management in Non-Listed Company

- Independent Director, Bank of China (Thai) Public Company
- Vice Chairman, Siam Bangna Land Co., Ltd.
- Advisor, Thai Investors Association
- Vice President, Thai-Chinese Promotion of Investment and Trade Association
- Member of the MBA Program Committee, Faculty of Commerce and Accountancy, Thammasat University

Experience

- Director, Thai Chamber



Mr. Weerasak Kowsurat

Vice Chairman
Member of Nomination & CG
Committee

52 years old

Date of Appointment

- 31 May 2013 - 30 May 2016
- 30 May 2016 - AGM 2019

Education

- Master of Laws (LL.M.) from Harvard Law School
- Bachelor of Laws (Honour) from Chulalongkorn University

Training

- Public Director Certification Program PDI Class 4 King Prajadhipok's Institute

Attended in IOD Programme

- Directors Certification Program (DCP) 25/2009
- Role of the Chairman Program (RCP) 32/2013
- Advance Audit Committee Program (AAP) 15/2014
- Corporate Governance for Executives (CGE) 1/2014
- Role Of The Compensation Committee (RCC) 18/2014
- Role of the Nomination and Governance Committee (RNG) 6/2014
- Director Luncheon Briefing 1/2016

Board member / Management in Listed Company

- Independent Director, Chairman of the Corporate Governance and Social Responsibility Committee, AEC Securities Public Company Limited

Board member / Management in Non-Listed Company

- Secretary-General, the Federation of Thai Motion Pictures and Contents Association
- Chairman of The Board Thailand Convention and Exhibition Bureau (TCEB) Public Organization
- Chairman of The Board Designated Areas for Sustainable Tourism Administration (DASTA)

Experience

- 2009 -2011 Executive Director International Institute for Trade & Development (Public Organization)
- 2009 Chairman of the Board of Tourism Authority of Thailand
- 2008 Minister of Tourism and Sports
- 2002-2004 Vice Minister for Culture and Vice Minister for Social Development and Human Security
- 2001-2002 Advisor to the Prime Minister



Professor Dr. Surapon Nitikraipot

Vice Chairman

55 years old

Date of Appointment

29 May 2012-16 May 2014
16 May 2014 - AGM 2017

Education

- Honorary Doctoral, Soka University, Japan
- Doctorat de l' Université Robert Schuman de Strasbourg (mention très honorable), France, 1990
- Diplôme d' études approfondies (D.E.A.) de droit public (Strasbourg III), 1987
- Barrister at Law, Class 35, Bar Association of Thailand, 1983
- Bachelor of Laws (Hons.), Thammasat University, 1982

Training

- Certificate in Decentralisation and Local Government, International Institute of Public Administration, Paris, France, 1995
- Certificate, Capital Market Academy Leadership Program, Class 4, Capital Market Academy
- Diploma, National Defence Course for the Joint State-Private Sector, Class 23, the National Defence College

Attended in IOD Programme

- Director Certification Program (DCP) 102/2008
- Role of the Chairman Program (RCP) 25/2011

Board member / Management in Listed Company

- Independent Director / Chairman of the Corporate Governance Committee / Director to the Nomination and Remuneration Committee, PTT Global Chemical Public Company Limited

Board member / Management in Non-Listed Company

- Professor of Public Law, Faculty of Law, Thammasat University
- Councillor of State (8th Committee), Office of the Council of State
- President of the Executive Committee of Thammasat University Hospital
- Qualified member of the Committee on the Promotion and Development Public Organisation
- President of Navamindradhiraj University Council
- Vice-President of the Vidyasirimedhi Institute of Science & Technology Council
- Vice President of the Thai Institute of Directors Association (IOD)
- Counsel to the Office of the Administrative Courts and Legal Counsel to the Election Commission

Experience

- 2010 - 2014 Specialized Committee Member and Chairman of Audit Committee, Mahidol Wittayanusorn School
- 2010 - 2012 Independent Director, PTT Public Company Limited
- 2009 - 2011 Chairman/Independent Director, MCOT Public Company Limited
- 2004 - 2010 Rector, Thammasat University



Dr. Bandid Nijathaworn

President and CEO
Member of Investment
Committee
Director and Secretary, Board
of Director

64 years old

Education

- Ph.D. in Economics, La Trobe University, Melbourne, Australia
- B.A. with Honours in Mathematical Economics, University of Essex, Colchester, England

Training

- Advanced Management Program, Harvard University, Boston, USA.

Attended in IOD Programme

- Directors Certification Program (DCP) 97/2007
- The Executive Director Course (EDC) 1/2012
- Boardroom Success through Financing and Investment (BFI) 0/2016
- Director Luncheon Briefing 1/2016
- Director Tea Talk 1/2016
- Anti Corruption Seminar 1/2016
- Director Dinner Talk 1/2016
- Director Luncheon Briefing 2/2016
- National Director Conference
- Director Dinner Talk 1/2016
- Current Issue Seminar 1/2016
- Director Forum
- Anti Corruption Seminar 3/2016
- Collective Action Against Corruption Conference
- Director Breakfast Talk 2/2016

Board member / Management in Listed Company

- None

Board member / Management in Non-Listed Company

- Member of the Council of trustees and the board of directors of Thailand Development Research Institute
- Vice Chairman, ANZ Bank (Thai) Public Company Limited
- Vice Chairman, Stamford International University
- Visiting Professor, Hitotsubashi University, Tokyo, Japan
- Chairman, Advisory Panel Member, ASEAN+3 Macroeconomic Research Office (AMRO), Singapore

Experience

- 2011 -2014 Chairman of the Thai Bond Market Association
- 2004 -2010 Deputy Governor for Monetary Stability at the Bank of Thailand
- 2006 - 2009 Deputy Governor in charge of financial stability, financial policy and banking supervision
- 2000 Assistant Governor, Information and Public Relations Group effective October 1st , 2000.
- 1998 Senior Director of BOT Northern Region Office
- 1997 Director of International Department
- 1996 Director of the Banking Department
- 1995 Director of Economic Research Department



Mrs. Kesara Manchusree

Director

56 years old

Date of Appointment

SET July 2014

Education

- Master of Science in Finance, Golden Gate University, San Francisco, USA
- Bachelor of Arts in Economics, Thammasart University

Training

- Certificate, Thailand Energy Academy Leadership Program (TEA) #6
- Certificate, TLCA Leadership Development Program (LDP)
- Certificate, Top Executive Program in Commerce and Trade, Commerce Academy, University of the Thai Chamber of Commerce (TEPCoT) 7
- Certificate, Advanced Senior Executive Program (ASEP), Evanston, Chicago, USA, a joint program of Sasin (Chulalongkorn University) and Kellogg School of Management (Northwestern University)
- Certificate, Capital Market Academy Leadership Program, The Stock Exchange of Thailand ,Class 4

Attended in IOD Programme

- Director Certification Program (DCP) 82/2006
- Director Breakfast Talk 1/2016
- Director Dinner Talk 1/2016
- Special Events 3/2016
- Director Dinner Talk 2/2016

Board member / Management in Listed Company

- None

Board member / Management in Non-Listed Company

- Since 2016 Director, World Federation of Exchanges (WFE)
- Since 2016 Honorary Members, Thammasat University Council Committee
- Since 2016 Director, Economics Faculty, Thammasat University
- Since 2016 Advisor, New Entrepreneurs Exchange and Transfer Promotion Committee
- Since 2015 Director, The Thammasat Economics Association
- Since 2015 Advisor, Center for Building Competitive Enterprises
- Since 2014 Advisory Board of Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Since 2014 Vice Chairman, Thailand Futures Exchange PCL
- Since 2014 Chairman of SET subsidiaries:
 - Thailand Securities Depository Co., Ltd.
 - Settrade.com Co., Ltd.
 - Thailand Clearing House Co., Ltd.]
 - Thai NVDR Co., Ltd.
 - Siam DR Co., Ltd.
 - Thai Trust Fund Management Co., Ltd.

Experience

- 2014 - 2015 Executive Vice President, The Stock Exchange of Thailand
- 2004 - 2015 Managing Director, Thailand Futures Exchange PCL



Mr. Chaiwat Utaiwan

Director
Member of Compensation Committee

64 years old

Date of Appointment

- 30 May 2016 - AGM 2019

Education

- Master of Business Administration (Executive) Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master of Science (Mathematics and Computer Science) University of Louisville, Kentucky, U.S.A.
- Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University

Training

- Advance Political and Electoral Development Training course, Class 8, Political and Electoral Development Institute
- Thailand Insurance Leadership Program, Class 6, OIC Advanced Insurance Institute (OICAI)
- Top Executive Program in Thailand Energy Academy Program, Class 4, Thailand Energy Academy (TEA),
- Poom Palung Pandin Course for Top Executive, Class 1, Chulalongkorn University
- Top Executive Program in Commerce and Trade (TEPCoT), Class 6, Commerce Academy, University of the Thai Chamber of Commerce
- Public Director Certification Program (PDI), Class 12, Public Director Institute, King Prajadhipok's Institute
- Capital Market Academy Leadership Program, Class 3/2006, Capital Market Academy (CMA)
- The Joint State-Private Sector Regular Course, Class 20, National Defence College, National Defence Studies Institute

Attended in IOD Programme

- Directors Certification Program (DCP) 18/2002
- Role of Chairman Program (RCP) 29/2012

Board member / Management in Listed Company

- Director, Audit Committee and Remuneration and Nominating Committee, Thai British Security Printing Public Company Limited
- Director, Executive Committee, Corporate Governance Committee, Risk Management Committee and Managing Director, TTW Public Company Limited
- Director and Executive Director, CK Power Public Company Limited

Board member / Management in Non-Listed Company

- Chairman of the Board of Directors
 - Islamic Bank of Thailand
 - Suvarnabhumi Airport Hotel Company Limited
- Director and Managing Director, PathumThani Water Company Limited
- Director, Thai Water Operations Company Limited

Experience

- 2011 - 2014 Director, Executive Committee, Risk Management Committee and President, Bangkok Metro Public Company Limited
- 2011 - 2014 Vice Chairman of Board of Directors, Bangkok Metro Networks Limited
- 2011 - 2012 Director and Executive Director, Government Saving Bank
- 2007 - 2011 President and Chief Executive Officer, Siam City Bank Public Company Limited
- 2001 - 2007 Chairman of the Executive Committee and President, AIG Retail Bank Public Company Limited
- 2001 - 2007 President and Chief Executive Officer, AIG Finance (Thailand) Public Company Limited



Ms. Nualphan Lamsam

Director
Member of Investment
Committee
51 years old

Date of Appointment

31 May 2013 - 30 May 2016
30 May 2016 - AGM 2019

Education

- Master in Educational Management, Boston University
- Bachelor of Accounting in Marketing, Chulalongkorn University

Attended in IOD Programme

- Directors Certification Program (DCP) 67/2005

Board member / Management in Listed Company

- President and Chief Executive Officer, Muang Thai Insurance Public Company Limited
- Director of Phatra Leasing Public Company Limited
- Independent Director of Navanakorn Public Company Limited

Board member / Management in Non-Listed Company

- Honorary Consul, Honorary Consulate of the Republic of Lithuania
- Advisor to the Board of Director, Muang Thai Real Estate Public Company Limited
- National Identity Board, Office of the Permanent Secretary the Prime Minister's office
- University Council of Assumption University
- Independent Director, DO DAY DREAM CO., LTD
- Advisor to the Board of Director, Muang Thai Group Holding Company Limited
- Advisor to the President of Muang Thai Life Assurance Public Company Limited
- Honorary Chairman, Saint Honore (Bangkok) Company Limited (Distributor of The product of Hermes)
- President of Port FC Company Limited

Experience

- 2014 - 2016 Advisor to the President of the Nation Legislative Assembly
- 2011 - 2013 Vice President, Thai General Insurance Association
- 2009 - 2012 Deputy Secretary General, The Thai Chamber of Commerce
- 2009 - 2010 Vice Minister for Social Development and Human Security
- 2008 - 2009 Honorary President of Trans Fasion (Thailand) Company Limited
- 2008 - 2009 President of Muang Thai Insurance Public Company Limited
- 2007 - 2009 Director of Phatra Leasing Public Company Limited
- 2006 - 2009 Advisor to the President Muang Thai Life Assurance Company Limited
- 2008 - 2009 President of Muang Thai Insurance Public Company Limited
- 2004 - 2009 Director of Muang Thai Fortis Holding Company Limited



Mr. Banchong Chittchang

Director
Member of Compensation
Committee
70 years old

Date of Appointment

16 May 2015 - AGM 2018

Education

- Master of M.S. Mechanical Engineering, University of Akron, USA
- Bachelor of Engineering (Mechanical), 2nd Class Honors, Chulalongkorn University

Attended in IOD Programme

- Role Of The Compensation Committee (RCC) 7/2008
- The Executive Director Course (EDC) 1/2012
- Anti-Corruption for Executive Program (ACEP) 3/2012
- Director Certification Program Update (DCPU) 1/2014
- Director Certification Program (DCP) 7/2001
- Boardroom Success through Financing and Investment (BFI) 0/2016
- Director Breakfast Talk 1/2016
- Director Luncheon Briefing 2/2016
- Fellow Member Group Meeting 1/2016
- National Director Conference
- Director Dinner Talk 1/2016
- Audit Committee Forum
- Director Forum
- Anti Corruption Seminar 3/2016
- Special Events 3/2016
- Special Events 4/2016
- Special Events 5/2016
- Collective Action Against Corruption Conference
- Director Breakfast Talk 2/2016
- Compensation Survey Seminar
- Director Luncheon Briefing 3/2016
- CDC 1/2007
- DCP Re 5/2007

Board member / Management in Listed Company

- Chairman/Independent director of TPBI Public Company Limited
- Independent director & audit committee member of Lam Soon (Thailand) Public Company Limited
- Independent director of Thai Optical Group Public Company Limited

Board member / Management in Non-Listed Company

- Facilitator of the Strategy Courses, etc., for Thai Institute of Directors Association (Thai IOD)
- Advisor to Thai Investors Association
- Advisor to CP ALL Public Company Limited

Experience

- 1995 - 2004 President of Malee Sampran plc
- 1989-1994 Managing Director, Inchcape Manufacturing Co., Ltd
- 1981-1989 Operations Manager, Foremost Dairies Co., (Bangkok) Ltd.
- 1978-1981 Production Planning & Control Manager, Fedders (Thailand) Ltd.
- 1970-1978 Quality Control Manager, Goodyear (Thailand) Limited



Mr. Prasan Chuapanich

Director
Chairman of Audit Committee

65 years old

Date of Appointment

- 16 May 2015 - AGM 2018

Education

- Bachelor of Accounting (2nd Class Honors), Chulalongkorn University
- Diploma in Auditing, Chulalongkorn University
- Ivey School of Business, University of Western Ontario, Canada Executive Management Programme
- Harvard Business School, Boston, USA -Leading Professional Services Firms

Attended in IOD Program

- Directors Certification Program (DCP) 119/2009
- Financial Institutions Governance Program (FGP) 6/2013
- Board Matters and Trends (BMT) 2/2016
- Director Luncheon Briefing 1/2016
- Anti Corruption Seminar 1/2016
- Director Dinner Talk 1/2016
- Audit Committee Forum
- Director Forum
- Anti Corruption Seminar 3/2016
- Special Events 5/2016
- Collective Action Against Corruption Conference
- Director Breakfast Talk 2/2016
- Compensation Survey Seminar
- Director Luncheon Briefing 3/2016

Board member / Management in Listed Company

- Independent Director and Audit Committee member, PTT Global Chemical Plc.
- Independent Director and Chairman of the Audit Committee, Siam Commercial Bank Plc.
- Independent Director, Audit Committee member and Chairman of the Nomination and Remuneration Committee, Thai Solar Energy Plc.

Board member / Management in Non-Listed Company

- Audit Committee member, Mahidol University
- Member of the Finance and Property Committee, King Mongkut's University of Technology Thonburi
- Member of the Certification Committee, Collective Action Coalition of the Private Sector Against Corruption (CAC certification committee), Thai Institute of Directors Association

- Member, Advanced Insurance Institute of Office of Insurance Commission
- Member, IFRS Advisory Council
- Member, Advisory Committee on Corporate Governance and Policy, Thai Institute of Directors Association
- Member, Anti-dumping and Subsidies Committee under the Ministry of Commerce
- Expert Member on Accounting, Office of Insurance Commission
- Audit Committee member of the Office of Insurance Commission
- President, Federation of Accounting Professions under the Patronage of His Majesty the King
- Expert Member, General Insurance Fund, Ministry of Finance

Experience

- 2014 - 2015 Member, Sub-Committee on the Reform of International Economy and other Economic Matters, National Reform Council
- 2013 - 2015 Independent Director, Nam Heng Concrete (1992) Co., Ltd.
- 2013 - 2015 Executive Member, Faculty of Commerce and Accountancy, Chulalongkorn University
- 2013 - 2014 Member, Advisory Committee, ASEAN CG Scorecard Project, Thai Institute of Directors Association
- 2012 - 2015 President, Faculty of Commerce and Accountancy, Chulalongkorn University Alumni Association
- 2011 - 2014 Chairman, Auditing Standards Committee, Federation of Accounting Professions under the Patronage of His Majesty the King
- 2011 - 2014 Vice President, Federation of Accounting Professions under the Patronage of His Majesty the King
- 2008 - 2012 Executive Chairman, PricewaterhouseCoopers Co., Ltd.



Mr. Predee Daochai

Director
Member of Audit Committee

58 years old

Date of Appointment

16 May 2015 - AGM 2018

Education

- Advanced Management Program (AMP), Harvard Business School, USA
- Master of Comparative Law, University of Illinois at Urbana-Champaign, U.S.A.
- Barrister - at — Law, Thailand
- Bachelor of Law (Second Class Honours) Thammasat University, Thailand

Training

- National Defence College, Thailand Course: The Joint State - Private Sector Course Class 24
- Capital Market Academy, Thailand Course: Executive Program in Synergizing Knowledge, Vision, and Leadership (CMA) Class 20/2015
- Thailand Energy Academy, Thailand Course: Executive Program in Energy Literacy for a Sustainable Future (TEA) Class 8/2016
- IMD Business School, Switzerland Course: Breakthrough Program for Senior Executives
- Stanford Graduate School of Business, USA. Course: Influence and Negotiation Strategies Program
- London Business School, UK Course: Making Innovation Happen Programme
- The Institute of International Finance (IIF), UK Course: Executive Program on Risk Management

Attended in IOD Programme

- Directors Certification Program (DCP) 56/2005
- Financial Institutions Governance Program (FGP) 1/2010
- Ethical Leadership Program 1/2015
- Corporate Governance for Capital Market Intermediaries (CGI) 11/2016
- National Director Conference
- Collective Action Against Corruption Conference

Board member / Management in Listed Company

- Director and President, KASIKORNBANK Public Company Limited
- Member of the Risk Management Committee, KASIKORNBANK Public Company Limited

Board member / Management in Non-Listed Company

- Chairman, National ITMX Co., Ltd
- Member, The National Legislative Assembly
- Chairman, The Thai Bankers' Association
- Committee, Payment Systems Committee (PSC), Bank of Thailand
- Committee, The Joint Standing Committee on Commerce, Industry and Banking
- Member of the Board, Thailand Board of Investment (BOI)
- Director, Dole Thailand Limited
- Board, Bangkok Patana School Foundation
- Chairman, KASIKORN SECURITIES PCL.
- Chairman, KASIKORN FACTORY AND EQUIPMENT Co., Ltd.
- Director, Muangthai Group Holding Company Limited
- Chairman, The Thai Bankers' Association

Experience

- 2010 - 2013 Senior Executive Vice President, KASIKORNBANK Public Company Limited
- 2013 - 2016 Chairman, KASIKORN RESEARCH CENTER Company Limited
- 2016 - January 2017 Chairman, KASIKORN LEASING Co., Ltd
- 2014 - 2016 Chairman, KASIKORN ASSET MANAGEMENT Co.,Ltd.
- 2010 - 2013 Director, Muang Thai Life Assurance Company Limited



**Mr. Paiboon
Kittisrikangwan**

Director

56 years old

Date of Appointment

BOT Oct 2016

Education

- MBA (Finance), University of Chicago Graduate School of Business
- BSc Econ (Monetary Economics), London School of Economics and Political Science, University of London

Training

- Top Executive Program in Industrial Development and Investment (Class 2), Institute of Business and Industrial Development (IBID)
- Executive Program (Class 5/2014), Thailand Energy Academy (TEA)
- Diploma, Thailand's National Defence College (Class 53)
- Capital Market Academy Leadership Program (CMA 10/2010), The Stock Exchange of Thailand
- AMP (Advanced Management Program), Harvard Business School, U.S.A.

Attended in IOD Program

- Director Certification Program (DCP) 43/2004

Board member / Management in Listed Company

- None

Board member / Management in Non-Listed Company

- Deputy Governor Corporate Support Services and Banknote Management, Bank of Thailand
- Chairman of the Banknote Management Committee, Bank of Thailand
- Member, Monetary Policy Committee (MPC), Bank of Thailand
- Member, Payment System Committee (PSC), Bank of Thailand
- Member of the Executive Committee the life insurance fund committee. Ministry of Finance
- Member of the Executive Committee of the Endowment Fund Ministry of Finance
- Director and Chairman of the Audit Committee, Export - Import Bank of Thailand

Experience

- June 2009 - 14 Aug 2014 Assistant Governor in charge of monetary policy and secretary to the Monetary Policy Committee (MPC)
- Oct 2005 — May 2009 Senior Director, Prudential Policy Department, Financial Institutions Policy Group, Bank of Thailand
- Oct 2001 - June 2003 Chief, Bank of Thailand London Representative Office



Mr. Pailin Chuchottaworn

Director

Chairman of Compensation Committee

Member of Nomination & CG Committee

61 years old

Date of Appointment

- 16 May 2015 - AGM 2018

Education

- Honorary Doctoral in Social Innovation Management, Suan Sunandha Rajabhat University
- Honorary Doctorate Degree in Sustain Energy and Environment Technology and Management, Rajanangala University of Technology Rattanakosin
- Doctor of Engineering in Chemical Engineering, Tokyo Institute of Technology, Japan
- Master of Engineering in Chemical Engineering, Tokyo Institute of Technology, Japan
- B.Eng (Chemical Engineering) (Hons.), Chulalongkorn University

Training

- PTT-GE Executive Leadership Program 2008, GE Crotonville, USA
- NIDA-Wharton Executive Leadership Program 2007, Wharton University of Pennsylvania, USA
- Industrial Liaison Program (ILP) 2005, Massachusetts Institute of Technology, USA
- Diploma, The Joint State-Private Sector Course National Defence College (Class of 22nd), National Defence College
- Certificate in Top Executives in the Energy Education Program (Class of 1st), Thailand Energy Academy (TEA)
- Corporate Governance Program for Directors and Executives of State Enterprises and Public Organizations (Class of 7th), King Prajadhipok's Institute
- Top Executive Program (Class of 8th), Capital Market Academy (CMA)
- Top Executive Program in Commerce and Trade (TEPCoT) (Class of 1st), Commerce Academy

Attended in IOD Program

- Director Accreditation Program (DAP) 24/2004
- Director Certification Program (DCP) 51/2004
- Finance for Non-Finance Directors (FND) 14/2004
- Anti-Corruption Training Program for Corporate Directors and Executives (ACEP) 4/2012
- Board that Make a Difference (BMD) 2/2016
- Director Dinner Talk 1/2016

Board member / Management in Listed Company

- Director, Bangkok Bank Pcl.,

Board member / Management in Non-Listed Company

- Honorary Members of Mahidol University Council
- Director of Sasin Graduate Institute of Business Administration
- Chairman of Vidyasirimedhi Institute Council and Chairman of Kamnoetvidya Science Academy, Executive Board
- Chairman of Vidyasirimedhi Institute Council
- Chairman of Kamnoetvidya Science Academy, Executive Board
- Commissioner, The Securities and Exchange Commission
- Director, Digital Economy

Experience

- 2014 - 2015 Chairman, IRPC Public Company Limited
- Director, Promote cooperation in social Committee, Princess Maha Chakri Award Foundation
- Consultant, Alternative Energy Institute of Thailand Foundation
- Advisor to President, The Federation of Thai Industries
- Advisor, Sasin Graduate Institute of Business Administration
- 2013 Director, PTT Global Chemical Public Company Limited
- 2011 - 2015 Director, President & Chief Executive Officer, PTT Public Company Limited
- 2011 - 2015 Director, PTT Exploration and Production Public Company Limited
- Director, Thai Listed Companies Association
- Vice President, Chulalongkorn University Alumni Association
- 2011 - 2013 Director, National Science and Technology Development Agency (NSTDA), Ministry of Science and Technology
- 2010 - 2015 Consultant, Thai - Japanese Association
- Advisory committee, Chulalongkorn University's Faculty of Engineering Alumni Association
- 2010 - 2012 Chairman, Petroleum Refining Industrial Club, The Federation of Thai Industries
- 2010 - 2011 Director and Advisor to President, The Federation of Thai Industries
- 2010 Selection Sub-committee for the Director of National Metal and Materials Technology Center (MTEC)
- 2009 - 2015 Director, Petroleum Institute of Thailand
- Committee, Thailand Environment Institute
- 2009 - 2013 Director, IRPC Public Company Limited
- 2009 - 2011 President, IRPC Public Company Limited
- 2009 Director, National Nanotechnology Center (NANO-OTEC)
- 2006 - 2011 Director, PTT Asahi Chemical Company Limited



Ms. Patareeya Benjapolchai

Director
Chairman of Investment
Committee
Member of Audit Committee

62 years old

Date of Appointment

- 31 May 2013 - 30 May 2016
- 30 May 2016 - AGM 2019

Education

- M.B.A., Thammasat University
- B.A. (Accounting), Chulalongkorn University

Training

- The Executive Program, University of Michigan, USA.
- Diploma, Advanced Accounting and Auditing Chulalongkorn University
- Certificate, Capital Market Academy Leadership Program, Capital Market Academy
- Certificate, Advanced course on Political and Economic Studies, King Prajadhipok's Institute

Attended in IOD Programme

- Directors Certification Program (DCP) 1/2000
- Financial Institutions Governance Program (FGP) 1/2010
- Director Certification Program Update (DCPU) 2/2014
- Director Breakfast Talk 2/2016

Board member / Management in Listed Company

- Independent Director and Chairperson of the Corporate Governance Committee, and Member of the Audit Committee, TISCO Financial Group Public Company Limited
- Independent Director and Chairperson of the Audit Committee, McoT public company Limited
- Independent Director and Chairman of Nomination & CG Committee, Thaicom Public Company Limited

Board member / Management in Non-Listed Company

- Independent Director and Chairperson of the Audit Committee, Bangkok glass Public Company Limited
- CG/SD specialist, the stock Exchange of Thailand
- Member, Professional Ethic committee, Federation of Accounting Professions of Thailand
- Associate Judge, Intellectual property and international trade court
- Advisor, disciplinary committee, the securities exchange commission of Thailand
- Director, Revolving Fund Evaluation Committee Ministry of Finance

Experience

- 2010 - 2013 Audit Committee Office of the Permanent Secretary for Defence, Ministry of Defence
- 2006 - 2010 President, The Stock Exchange of Thailand
- 2009 - 2010 Chairman, Securities Depository (Thailand), Co, Ltd.
- 2009 - 2010 Chairman, SETTRADE.COM Co, Ltd.
- 2009 - 2010 Chairman, Family Know -How Co, Ltd.



Mr. Rapee Sucharitakul

Director

55 years old

Date of Appointment

- SEC May 2015

Education

- LL.M in Commercial Law from University of Bristol
- LL.B (with honors) from University of Essex, the United Kingdom

Attended in IOD Programme

- Directors Certification Program (DCP) 1/2000
- Role of the Chairman Program (RCP) 12/2005
- The Executive Director Course (EDC) 1/2012
- Financial Institutions Governance Program (FGP) 6/2013
- National Director Conference

Board member / Management in Listed Company

- None

Board member / Management in Non-Listed Company

- Secretary-General of the SEC, Thailand
- Chairman, Capital Market Supervisory Board
- Member of the State Enterprises Policy Committee
- Member of Financial Institutions Policy Committee
- Director of Insurance Commission
- Board of Directors, National Savings Fund
- Board of Directors, Government Pension Fund

Experience

- 2013 - 2015 Director, Kasikornbank Public Company Limited
- 2013 - 2015 Independent director, Big C Supercenter Plc
- 2012 - 2015 Advisor to the President, Muang Thai Life Assurance Co., Ltd.
- 2010 - 2014 Director, Stock Exchange of Thailand

Steering Committee, Advisory Board and Facilitators

Thailand's Private Sector Collective Action Coalition Against Corruption Council (CAC Council)

Roles and responsibilities:

1. Consider and develop code of conduct and best practices of coalition members
2. Consider and develop a process to certify companies joining as coalition members
3. Consider the appointment and revocation of company membership
4. Advocate for the coalition through comments on anticorruption matters provided to the public and media.
5. Discuss with coalition members and participating organizations to determine directions, strategies, and operating plans.
6. Consider supporting and arranging anti-corruption activities such as seminars, workshops, training courses, surveys, distributions of best practices, communications, and participating in anti-corruption activities conducted by the state or NGOs etc.

Chairman

- Dr. Panas Simasathien

Vice Chairman

- Dr. Kopr Kritayakirana
- Dr. Juri Vichit-Vadakan

Council Members

- Mr. Paron Issarasena Na Ayudhya
- Professor Kovit Poshyananda
- Mr. Pramon Sutivong
- Mr. Krirk-Krai Jirapaet
- Dr. Tarisa Watanagase
- Mr. Chanin Vongkusolkit
- Mr. Surong Bulakul
- Dr. Bandid Nijathaworn Member and Secretary

Steering Committee of Corporate Governance Report of Thai Listed

Roles and responsibilities:

The In order to ensure that the criteria used in the study is in line with international standards and best practices, a Steering Committee was established to review and comment on the evaluation template. The Committee comprises of experts from various market segments namely:

Private Sector Collective Action Coalition Certification Committee

Roles and responsibilities:

The committee is set to screen supporting documents of companies seeking CAC certification and proposes view to the CAC Council regarding the certification approval. The committee is also obliged to consider and review the substance of the certification process as well as compile and share anti-corruption best practices with coalition members.

Chairman

- Dr. Kopr Kritayakirana

Council Member

- Mr. Yuth Vorachattarn
- Mr. Prasan Chuaphanich
- Mr. Kitipong Urapeepatanapong
- Mr. Surapong Churangsarit
- Mr. Preedee Daochai
- Mr. Yongkiat Kitaphanich
- Mr. Anuwat Jongyindee
- Mr. Kulvech Janvatanavit Secretary

- Mr. Krirk-Krai Jirapaet
Chairman, Thai Institute of Directors Association
- Dr. Bandid Nijathaworn
President & CEO, Thai Institute of Directors Association
- Mr. Yuth Vorachattarn
Director, Corporate Governance Center The Stock Exchange of Thailand
- Mrs. Waratchya Srimachand
Senior Assistant Secretary-General Deputy, The Office of the Securities and Exchange Commission
- Ms. Tongurai Limpiti
Deputy Governor — Corporate Support Services and Banknote Management, Bank of Thailand
- Ms. Pensri Suteerasarn
President, Thai Listed Companies Association
- Mrs. Voravan Tarapoom
Chairperson, Association of Investment Management Companies
- Ms. Pattera Dilokrunghthirapop
Chairperson, Association of Securities Companies
- Mr. Mongkol Leelatham
President, Thai Investors Association
- Mr. Sombat Narawutthichai
Secretary-General, Government Pension Fund
- Mr. Satit Wannasilpin
Director and Treasurer, Securities Analysts Association
- Ms. Wirawan Munnapinun
Secretary Assistant Vice President-Research & Policy, Thai Institute of Directors Association

Corporate Governance and Policy Advocacy Advisory Board

Role and Responsibilities:

1. Review legal and regulation together with guidelines as specified by and involved with applicable authorities relating to good corporate governance practices. Make suggestions and recommendations in regards to the summary of the viewpoints of the working group or secretariat of the advisory board, prior to this summary is submitted for consideration by the relevant Public Sector or other involved authority in the name of the IOD.
2. Make recommendations in regards to relevant guidelines and sources of information for monitoring key issues reacting to good corporate governance practices.
3. Make recommendations in regards to public relations the IOD's Policy Advocacy activities.
4. Make recommendations in regards to guidelines in determining good corporate governance 'best practices'.

Chairman of Advisory Board

Professor Dr. Surapon Nitikratpot Vice Chairman,
Board of director, Thai Institute of Director Association

Members

Ms. Patareeya Benjapolchai	Director, Thai Institute of Directors
Mr. Prasan Chuaphanich	Chairman of Audit Committee, Thai Institute of Directors
Dr. Bandid Nijathaworn	President & CEO, Thai Institute of Director Association
Dr. Kopr Kritayakirana	Audit Committee, Thai Reinsurance Plc.
Mr. Pliu Mangkornkanok	Chairman, Board of director, Tisco Financial Group Public Company Limited
Mr. Yuth Vorachattarn	Chairman and Audit Committee Chairman, Maybank Kim Eng Securities (Thailand) Plc.
Mr. Charnchai Boonritchaisri	Former, Assistant Governor, Management Assistance Group, Bank of Thailand
Ms. Wirawan Munnapinun	Secretary, Assistant Vice President-Research & Policy, Thai Institute of Directors Association

Member Engagement Committee

Role and Responsibilities:

The activities of the Member Relations Department were actively supported by the newly established Member Engagement Committee (MEC), consisting of a total of 28 Members on a volunteer basis. The MEC is divided into 4 Groups, with each being responsible for specific activities, namely: activities relating to meetings and seminars; activities relating to undertaking activities to cement intra-Member relationships; activities relating to the Boardroom magazine; and activities relating to Member Relations Management (ie: CRM). The MEC held meetings on a continuing basis throughout the year, comprising of 2 meetings of the full MEC together with meetings of the respective Groups to brainstorm and arrive at various conclusions aimed actively at supporting the needs of IOD Members in the best possible manner. The Member Engagement Committee of comprises of the following persons

- | | |
|---|---|
| 1. Mr. Kritin Srinin | 14. Assoc.Prof.Dr. Preecha Jarungidanan |
| 2. Mr. Gong Rungswang | 15. Mr. Panya Chattanrassamee |
| 3. Mrs. Kobboon Srichai | 16. Mr. Phongsathon Chatnarat |
| 4. Dr. Chatchavalit Saravari | 17. Mr. Pholrach Piathanom |
| 5. Mr. Chaiyoot Chamnanlerkit
(Group Head, Members Relations Management ,or CRM,
activities) | 18. Mr. Pacchanya Chutimawong |
| 6. Mr. Chai Wattanasuwan | 19. Mr. Metee Anivat |
| 7. Mr. Norpong Suksanguan | 20. Mr. Wattana Laipermpon |
| 8. Mr. Thanik Siriwattaprayoon | 21. Mr. Silparat Watthanakasetr |
| 9. Mr. Teerayuth Tantraphon
(Group Head, Members-related activities to cement
intra-Member relationships) | 22. Pol.Lt. Sivaraks Phinicharomna
(Group Head, Boardroom magazine activities) |
| 10. Mr. Neeracha Panboonhom | 23. Mr. Somchai Sanyalaksiri |
| 11. Mr. Banchong Chittchang | 24. Mr. Soravee Ratchapitaktirada |
| 12. Mr. Boonkiat Cheewatragoongit | 25. Pol.Maj.Gen Dr. Supisarn Bhakdinarinath |
| 13. Assoc.Prof.Dr. Paritud Bhandhubanyong | 26. Mr. Sermak Charumanus |
| | 27. Asst.Prof. Anucha Chintakanond
(Group Head, meetings and seminars) |
| | 28. Mr. Apiwut Pimolsaengsuriya |

Facilitators

Roles and responsibilities:

The IOD has appointed various facilitators, through screening those qualified persons with special expertise and experiences on the specific subject matter on which they will be presenting; whereby the education or training sessions focus upon achieving an active exchange of viewpoints among the course participants who are also well experienced. As such, it is essential that the IOD's facilitators present their viewpoints that will then be combined with the extensive experiences of the course participants, in order to facilitate a genuine understanding of the principles in regards to discharging the duties and role of company directors

Name - Surname	Since	Years	Name - Surname	Since	Years
1. Asistant Prof.Krit Umpote	2000	18	43. Mr. Veerachai Chuenchompoonut	2013	5
2. Prof.Kitipong Urapeepatanapong	2000	18	44. Ms. Nareudee Corsiri	2013	5
3. Mrs. Kaisri Nuengsigkapian	2000	18	45. Mr. Thodsaporn Rattanastip	2013	5
4. Mr. Nararat Limnararat	2000	18	46. Ms. Waraporn Theppunkulgam	2013	5
5. Mr.Weerawong Chittmittrapap	2000	18	47. Dr. Agapol Na Songkhla	2014	4
6. Mr.Weerachai Ngamdeevilaiak	2000	18	48. Mr. Kudun Sukhumananda	2014	4
7. Mr.Sirichai Rasameechan	2000	18	49. Dr. Vicharn Aramvareekul	2014	4
8. Prof.Dr.Warapatr Todhanakasem	2000	18	50. Ms. Duangkamon Pisal	2014	4
9. Ms.Suvabha Charoenying	2001	17	51. Mr. Yuth Vorachattarn	2014	4
10. M.L. Pakakaew Boonliang	2001	17	52. Prof. Dr. Pornchai Chunchachinda	2014	4
11. Ms. Manida Zimmerman	2002	16	53. Assoc. Prof. Dr. Sunti Tirapat	2014	4
12. Mr.Chalee Chatanayingyong	2003	15	54. Mrs. Duangmon Chuengsatiansup	2014	4
13. Ms.Nangie Gittisriboongul	2003	15	55. Mrs. Charuphan Intararong	2014	4
14. Mrs.Waratchaya Srimachand	2003	15	56. Ms. Camille Ma	2014	4
15. Mrs.Varunee Pridanonda	2004	14	57. Mr. Carlo Crosetto	2014	4
16. Mr.Banchong Chittchang	2005	13	58. Ms. Kanokwan Thongsirarugs	2014	4
17. Mr. Chainarong Indharameesup	2007	11	59. Mr. Prakid Punyashthiti	2014	4
18. Mr. Manote Lertsakorn	2007	11	60. Mr. Kulvech Janvatanavit	2014	4
19. Mr.Supot Singhasaneh	2007	11	61. Mr. Brenton Justin Mauriello	2015	3
20. Dr.Thamanoon Ananthothai	2007	11	62. Mr. Jonathan LH Blaine	2015	3
21. Ms.Narisara Phatanaphibul	2008	10	63. Mr. Pornlert Lattanan	2015	3
22. Mr.Sutham Songsiri	2008	10	64. Mr. Chinapat Visuttiapat	2015	3
23. Mr. Teerachai Chemnasiri	2009	9	65. Dr. Noppakorn Klinton	2015	3
24. Mr.Alan Kam	2009	9	66. Dr. Somjin Sornpaisarn	2015	3
25. Ms.Nangnoi Charoenthaveesub	2009	9	67. Mrs. Tongjai Thanachananan	2015	3
26. Mr.Term Techasarin	2010	8	68. Mr. Thawatchai Pittayasopon	2015	3
27. Ms.Pratana Mongkolkul	2010	8	69. Mrs. Paralee Sukonthaman	2015	3
28. Mr.Suwit Chindasanguan	2010	8	70. Miss Vilasna Poonpatpiboon	2015	3
29. Mr. Apiwut Pimolsaengsuriya	2010	8	71. Mrs. Saranya Chindavanig	2015	3
30. Mr. Sanpat Sopon	2011	7	72. Mrs. Somsuda Tanchanpongs	2015	3
31. Dr.Bandid Nijathaworn	2011	7	73. Mr. Anantachai Yoonprathom	2015	3
32. Prof.Dr.Kriengsak Chareonwongsak	2011	7	74. Mr. Anurat Kongtoranin	2015	3
33. Mr.Peter J. Van Haren	2011	7	75. Mr. Prinya Hom-aneek	2015	3
34. Asst. Prof. Dr. J. Thomas Connelly	2011	7	76. Mrs. Surangkana Wayuparb	2015	3
35. Ms. Siraporn Chulasetpakdee	2012	6	77. Mr. Gong Rungswang	2016	2
36. Mr. Anuwat Jongyindee	2012	6	78. Mr. Yuthana Suwanpradit	2016	2
37. Mr. Thanakit Permpoonkhantisuk	2012	6	79. Mr. Jirapat Tammawaranukup	2016	2
38. Mr. Supirut Pothavorn	2012	6	80. Dr. Mana Nimitmongkol	2016	2
39. Dr. Narumol Sinhaseni	2013	5	81. Mr. Tada Tearprasert	2016	2
40. Mr. Kobkit Thienpreecha	2013	5	82. Mr. Pravej Ongartisitthikul	2016	2
41. Mrs.Pornpinant Asawawattanaporn	2013	5	83. Ms. Jomkwan Kongsakul	2016	2
42. Prof. Dr. Teerana Bhongmakapat	2013	5	84. Ms. Pakawadee Junrayapes	2016	2

Activities in 2016 and Next Challenges

Member Relations and Marketing 2016 Activity Results

Throughout year 2016, IOD members earned privileges as follows:

- Learn about directors' duties and good governance via knowledge-sharing method with other members and publications for example Boardroom Magazine, e-newsletter Boardroom Flash and other studies from the research and policy department.
- Networking among members through opinion-sharing forums, alumni network in Thailand and overseas.
- IOD services such as board of directors recruitment
- Discount for IOD course application, purchase at IOD shop and other services.

A total of 25 activities were undertaken in 2016. These activities covered the following five areas:

1) Conferences and seminars

Various types of seminars to meet members' need i.e. breakfast talk, luncheon talk, dinner talk. Topics held in 2016 include:

- **“The Power of Culture: From Performance Culture to Winning Culture”**
A special lectured by Olympic coach, the topic focused on importance of creating organizational culture. In-house resources will help lead organization to the top no one can follow.
- **“How increased investor interest in non-financial information is shaping the future of sustainability reporting.”**
This topic was held in cooperation

with Deloitte Touche Tohmatsu Jaiyos Co., Ltd. in order to acknowledge directors how to grab investors' attention to sustainability report.

- **“Economic and Business Outlook in 2016 : Hot-button Issues for Directos”**
This activity is organized annually in cooperation with New Hampshire Insurance Company (AIG). Well-known economists and businessmen are invited to share their insights regarding Thai companies.
- **“How can corporate directors help nurture social enterprises?”**
This session was held with an aim to discuss about good governance and corporate social responsibility. Special guests from various professional fields are invited to give a lecture based on each topic.
- **“Managing Technology & Disruption”**
Held in cooperation with New Hampshire Insurance Company (AIG) and AON (Thailand) Company Limited, this knowledge-management session is aimed at enabling directors to be aware of business disruption. So they can seek a solution to prevent any damages that may occur.
- **“A Discussion on corporation's preparedness for the cyber security threats in the digital transformation era.”**
IOD joins force with ACIS Professional Center to organize this session so that directors will be equipped with knowledge of cybersecurity threat and how to prevent one of the prioritized topics of concern in the digital age.

- **“Thailand+1: Japanese Companies' Regional Strategy under AEC “**
Held in cooperation with Nomura Research Institute Thailand and Sasin Japan Center, this program provides directors knowledge about Japanese companies' business operation strategies. Directors will be able to understand how to manage their business following the “Thailand+1” policy aimed at positioning the country as a business hub for other AEC countries.

- **“Ten Practical Guidelines to Improving Board Communication”**
Supported by Bangchak Corporation Public Company Limited / the Bangchak Petroleum Plc., PricewaterhouseCoopers ABAS Ltd., and Corporate Secretaries International Association, this activity provides directors guidance to communication development.

- **“Dhamma Talk : Ethical Leadership”-**
By Ajahn Brahmavamso Mahathera, the Abbot of Bodhinyana Monastery, in Serpentine — Western Australia

2) Activities for specific group of directors

2.1 Two activities for fellow members:

- People Engagement: The Challenges in Today's Organization was supported by Aon Hewitt (Thailand) Ltd.

- The Future of Finance Function was supported by Grant Thornton Services Co., Ltd.

2.2 Activity for family business operators:

- Supported by Aon Hewitt (Thailand) Ltd., this program was organized in order to enhance professional management of family business management.



2.3 Activity for directors:

• Chairman Forum:

The program was arranged in a bid to brainstorm ideas from members at the CEO and president levels. Corporate Governance VS Corporate Performance: Duty or Choice? was a topic of the year 2016. CEO and president members shared their views on relations between good governance and business turnover.

• Audit Committee Forum

The program was arranged for auditors to present the new standard of auditing report. Speakers from PricewaterhouseCoopers ABS Ltd. gave participants their insights. The company also helped make the forum happen.

• Director Forum

This program was a brainstorming forum for members who are directors to present a topic related to business operation and corporate governance

and to seek ways to identify corporate practice. In 2016, Managing Conflicts in the Boardroom was a topic organized with cooperation with Post Publishing Plc., Ch.Karnchang Plc., Deloitte Touche Tohmatsu Jaiyos Co., Ltd., Kasikornbank Plc., and Thai Oil Plc.

• National Director Conference

Held by the directors for the directors, this year's topic Enhancing Growth through Governance in Family-Controlled Businesses was aimed at to expand horizons of Thai directors to the international corporate governance standard and new corporate governance trends essential for sustainability of their inherited family businesses. Thai and international speakers were invited to share their views and inputs. Afternoon group sessions included Driving Tomorrow's Family — Controlled Businesses from Leading Strategic Leadership and Innovation, Gover-

nance for Continuity in Family-Controlled Businesses, Unlocking Growth with Financing in Family-Controlled Businesses. Over 300 participants attended the conference.

3) Knowledge-sharing activities in Thailand and overseas

• Visiting business operators and economic scoping in Ubon Ratchatani province

Following the IOD annual target of corporate governance among family businesses, Family Business Governance (FBG) program was organized not only in Bangkok but also in other provinces. A northeastern province of Ubon Ratchatani was the first province IOD organized a field activity, so that members could meet and study business operation in the area. The FBG program was made possible by the membership relations department and supported by Ubonratchatani provincial governor, Ubonratchatani Chamber of Commerce, Thai Investors

Association. Participants had an opportunity to visit Kaona Group, the province's one of the largest group of companies operating businesses from department stores, animal feed, food processing, logistics to energy industry and Chevrolet Charoenchai service center and showroom to learn about provincial economic atmosphere and business operation in the province.



• **International Trip - Visiting British companies and participating in annual IOD-UK seminar**

It was the second time IOD organized the activity for members to travel overseas, visited companies and participated in the annual IOD-UK seminar. "Thriving in the Changing World" was this year's topic. Held at the Royal Albert Hall, IOD could learn about public opinions towards BREXIT and share their views on the topic with directors and executives of the following leading British companies International Corporate Governance Network (ICGN)

1. InternationalCorporateGovernance Network (ICGN)
2. ANZ Bank
3. UK IOD
4. Tesco Online Shopping Fulfilment Centres



5. THAI-UK Chamber of Commerce
6. Financial Reporting Council

4) Relationship-enhancement activity

Apart from organizing seminars and conferences, Director Certification Program (DCP) Get Together Party under the theme "The Travellers' Night" was held in June for DCP alumni. The event was organized by IOD and hosted by DCP Chief Engagement



Officer Batch 201-219 as part of a relationship-enhancement activity among different DCP batches.

5) Developing communication channel for members

As social media has become a part of every day's life, new communication channels have been created as a tool for IOD members and general public as follows:



5.1 Thai IOD

Followers of Thai IOD Page (www.facebook.com/ThaiIODFan) increased by 21% last year from 693 to 845 followers. Top three posts with the highest reach numbers were IOD 1st Open House 2016 activity posted on November 8 (1,493 reaches), DCP 232 (Residential AEC) Welcome Dinner: photo posted on November 28 (1,376 reaches), and news post about the amended Securities and Exchange Act B.E.2559 which strengthens penalties among insiders disclosing information posted on December 15 (1,206 reaches).

5.2 LINE@ Official Account (@ThaiIOD)

created as a channel for broadcasting IOD information about activities and training courses. There were a total of 386 LINE followers at the year-end.

5.3 Mobile Application

Downloaded by 985 mobile users at the year-end, the mobile app works as a new communication channel for IOD members. Activities i.e. training course announcements, voting systems are published on a real-time basis in a bid to enhance participatory development among members. DCP training participants, for example, can download training modules and other documents i.e. trainer's biography, training schedule and list of participants etc. from the mobile app, reducing paper waste. Q&A session can also be done via mobile app.



5.4 Website

A usual channel but has been constantly developed so that IOD members can easily register to different training programs in one click for effective communication among members and within the agency.



5.5 Boardroom Magazine

Bi-monthly publication with 3,500 circulation is published both in Thai and English. Themes for year 2016 include strategy, directors' survey results, sustainable growth of family business, essential skills for directors, technology disruption and ethical leadership. More columns were also introduced for readers such as Regulatory Update with information from Stock Exchange of Thailand, Securities and Exchange Commission,

Thailand, Federation of Accounting Professions, and Office of Insurance Commission etc. Apart from Boardroom Magazine, e-newsletter Boardroom Flash was also sent to subscribers every two months.

6) Director Pool

Apart from organizing activities for IOD members, director pool services were also undertaken to provide board of



directors recruitment for companies. Director pool can be categorized into the following three groups:

- 1) Graduate Member: directors passing Director Certification Program
- 2) Fellow Member: directors passing Director Certification Program and Diploma Examination with a minimum of 5-year experience in the board of directors.
- 3) IOD Chartered Director: fellow members passing Board that Make the Difference program, having a minimum of 4-year experience in the board of directors or equivalent, passing peer interview by the security sub-panel, participate in interview sessions of IOD professional directors and have no full-time employment. There are 46 IOD chartered directors that meet such requirements.

Those in the list will have to remain IOD members. Information disclosure must be allowed so that IOD members can search for information on the website or from member relations department. Companies showed more interest in recruiting professional directors to sit in their independent panel of directors. Increasing number of users search for directors was counted.

Member Relations and Marketing strategy in Year 2017

Member Engagement

The Member Relations and Marketing department aims to enhance participation among members via the following action plan:

- Enable members to propose activities of their interest by setting a member engagement committee.
- Interactive program and activity will be more emphasized so that members can communicate more among each other. Topic of discussion will meet the need of each group of member in

a bid to create a substantial pool of professional members i.e. Chartered directors, independent directors, audit committee, executives (C suites), CEOs, and family business group etc.

- Enable opportunity among members to gain inputs regarding directors' good practice such as providing views on rules and regulations endorsed by regulating agencies.
- Enable members to share knowledge and expertise via different communication channels such as helping develop IOD training program, contributing articles for Boardroom Magazine, and guest speakers for different IOD activities etc.

The department expects more company directors will show their interest in becoming IOD apart from participating into training programs. Effective directors need continuous personal development. Being IOD members will help directors achieve such goal by learning from fellow members in Thailand and overseas and IOD updates.

Introducing IOD to wider audience

To encourage directors and executives of different companies to participate in IOD training courses and become IOD members, the membership relations and marketing department has come up with the following work plan in a bid to reach out to a wider group of audience:

- Open-house: the department in cooperation with the Personnel Management Association of Thailand organized the activity in 2016 in order to introduce IOD to human resources department of each company. Company secretaries group and international chambers of commerce group will also be further included in 2017.
- Utilize social media to publish IOD updates and communicate with IOD

members and general public in a bid to increase number of IOD followers on social media.

- Improve training program information and other details in reader-friendly format.
- Produce video presentation about IOD by Panorama Worldwide Ltd.

Directors Development

Achievement in 2016

Throughout 2016, a total of 3,326 participants attended a variety of IOD training courses, increasing from 2,509 attendees in 2015. Overall 23 training programs were held for 119 times during the year (or equal to an increase of 34% from 89 in the previous year).

The most widely attended training program remains the foundation for the Board of Directors, namely Director Accreditation Program (DAP) and Director Certification Program (DCP), with 588 and 529 participants attended respectively. During 2016, a total of 10 DAP classes were held, increasing from 9 in the previous year. Similar to DCP, the program was held 18 times, increasing from 16 in 2015. Since the DCP Residential program is becoming increasingly popular among both Thai and expatriate Board of Directors, a total of 4 classes were held during the year (from 3 in 2015). Additionally, the foundation course for Company Secretaries — the Company Secretary Program (CSP) — is another popular item, with a total of 240 participants in 2016.

From the record taken throughout the year, the majority of participants have been changed from board members/ executives from listed companies to those from non-listed ones. In 2016,

the attendees from non-listed companies were accounted for 50.5% of the total participants. This was followed by those from listed companies and State Enterprises that accounted for 39.09% and 10.4% respectively. This change has consistently continued ever since 2008.

The ever-changing business environment, ongoing development of good corporate governance practices, and consistently increasing number of class participants from non-listed companies have motivated the IOD to continually develop and improve its training syllabuses so that they will always be appropriate and timely with the current situation. Our ultimate objective is to enhance the overall knowledge and full understanding of good corporate governance principles for the Board of Directors, in order to facilitate and enable them to drive their organizations in a sustainable manner. Additionally, the IOD's internal administrative procedures have been improved in order to achieve greater efficiencies resulting in better cost savings, more training programs offered and higher service quality.

The Directors Development Department has continued to undertake various key activities with regard to developing new training programs, so as to facilitate both a greater knowledge and a deeper understanding about the principles of good corporate governance in a wider circle as follows:

1. Expanding training activities to key provincial venues and into the CLMV countries

The Directors Development Department recognizes that in order to disseminate knowledge and understanding about good corporate governance in a wider circle, training activities by the IOD should also be held for businesses located outside Bangkok area. This is

to lay the foundation for the implementation of good corporate governance as well as to demonstrate the positive directions of how the Board of Directors can make positive use of such principles in a genuine and practical manner.

Throughout the years, the IOD has increasingly initiated new training programs aimed at addressing specific needs of both non-listed companies and family enterprises since there is a significantly large number of family businesses operating in Thailand. As such, the IOD has since 2015 developed and offered the Family Business Governance (FBG) program to improve better understanding and appreciation of good corporate governance principles among family business owners. The program comprises of many governance aspects they need to know and be aware of which will support future expansion of their respective family enterprises in a sustainable manner. In 2016, the FBG program was held twice in key provincial venues (Ubon Rajathani and Chiang Mai) to raise awareness and recognition of corporate governance practices in a wider targeted business group and expand into new market bases,

In addition to expanding training activities into key provincial venues in Thailand, the Directors Development Department has also begun to disseminate information and knowledge about the practices of good corporate governance and the role of Board of Directors into the CLMV countries. This is to facilitate and achieve the upgrading of the standards of good corporate governance practices within these countries. In 2016, the IOD had an opportunity to hold 3 separate sessions to educate leading businessmen in Myanmar in collaboration with the UK Myanmar Financial Services Taskforce in the following details:

- Session 1: Held a seminar on the topic of “Board Director Certification Briefing” on January 16, 2016.
- Session 2: held a training program “Myanmar Director Accreditation Program (MDAP), Class 0, on March 18, 2016.
- Session 3: Held a training program “Myanmar Director Accreditation Program (MDAP) Class 1, on August 20, 2016.

All 3 sessions received a positive feedback, and were able to achieve a better awareness of the importance of good corporate governance and the role of Board of Directors which resulted in the IOD becoming more well-known and accepted among targeted business groups. Additionally, the IOD also received the cooperation of the International Finance Corporation (IFC), in sending company directors from Myanmar to attend the Director Certification Program (DCP) in Thailand. Apart from the above activities, the IOD collaborated with the Office of the Securities and Exchange Commission (Thai SEC) in visiting Vientiane, Lao PDR, during 12–13 December, in order to study and assess the degree of good corporate governance practices in Lao PDR together with representatives of their regulatory authorities, a group of Board of Directors from listed companies, securities companies, law firms, and leading audit firms. Outputs of the assessment will be used to develop specific training programs for Laotian Board of Directors accordingly.

2. Development of new training syllabus for Directors from Non-Listed Companies and Family Businesses

Apart from the aforementioned Family Business Governance (FBG), the Directors Development Department has developed the new program, namely Boardroom Success through Financing and Investment (BFI), which

is aimed at facilitating a better understanding of and a good knowledge about the fundraising mechanisms corresponding to the established strategic plans for sustainable financial status of the company. The program is also aimed at enabling participants to learn various viewpoints relating to family's wealth management through investment. Accordingly, the pilot session — BFI Class 0 — was held with 15 participants brainstorming ideas and exchanging views that will serve as valuable inputs for further improvement.

3. Development of new program to support ongoing anti-corruption activities.

The Independent Observer Program (IOP) has been developed by the IOD in cooperation with the Anti —Corruption Organization (Thailand) together with the Comptrollers General Department, Ministry of Finance. The main aim is to support the Government's key anti-corruption policy and position — especially with regards to its public procurement activities by various Government Agencies, State Enterprises, and various Local Administration Departments through the adoption of 'Integrity Pact' whereby the key aspect of the moral agreement of cooperation is to allow independent observers from the private sector to participate in monitoring public procurement process. This is so that they will act as impartial party to closely observe the behaviors of all involved parties in situations that may lead to any acts of corruption. This will facilitate the effectiveness of the procurement process and use of the Government's budget as well as enable an overall improved transparency.

Total of 5 Independent Observer Program (IOP) classes were held during 2016, with 116 participants attended.

4. Development of In—House training programs for various organizations

Apart from the public training programs, during 2016, the IOD also held in-house sessions specifically for Board of Directors and senior Executives of several companies. The main objective is to promote better understanding of good corporate governance principles among team members and respective role, duties and responsibilities involved on their part. As such, in-house programs were held for 6 organizations.

- 2 Ethical Leadership Program (ELP) were held for the Total Access Communications Pcl, with a total of 46 participants.
- The Ethical Leadership Program (ELP) was held for the Bangkok Dusit Medical Services Pcl., with a total of 31 participants.
- The Ethical Leadership Program (ELP) was held for Siam City Cement Pcl., with a total of 16 participants.
- The Driving Company Success with IT Governance (ITG) program was held for EGCO Pcl., with a total of 37 participants.
- The Corporate Governance for Executive (CGE) program was held for PTT Pcl., with a total of 30 participants.
- The Financial Statements for Directors (FSD) program was held for the Port Authority of Thailand, with a total of 30 participants.

5. Improvement of the internal management processes for increased efficiency

The Directors Development Department has pledged to give importance to improving its internal managerial procedures, so as to facilitate them to be more efficient, namely:

5.1 Increasing the efficiency relating to the methods in developing new training programs

During 2016, a meeting of the associated

Steering Committee was held, which comprised of the IOD directors, facilitators and experts from various associated organizations. They met so as to collaborate in considering the involved subject matter contents and review the overall course quality from various aspects, in order to be confident that the actual contents to be used are comprehensive, accurate and will be beneficial for the class participants. The working groups include the Governance Steering Committee, the Risk & Strategy Steering Committee, the Finance Steering Committee, the Family Business Governance Steering Committee and the DCP Steering Committee.

5.2 Reducing the various work steps together with increasing the use of technology or digitalization.

The Directors Development Department has made use of technology in its management process, in order to shorten working steps together with to reduce the associated costs in a more efficient manner. The main objective is to provide added convenience for class participants by enabling them to independently download supporting documents via an IOD Application on their mobile devices. This helps class participants keep all such information in a soft format, as well as reduces the overall use of paper and costs of printing for each program.

Planned directions and activities in 2017

Apart from determining various activities plans that correspond to the latest established strategic plans ending in 2020, the Directors Development Department has complied the observations and comments received from class participants during 2016 to use as the guidelines in formulating the activities plan for 2017, namely:

- Class participants from non-listed

companies have continued to increase, compared to the proportion of those from listed companies, who are the IOD's main target group.

- The majority of class participants already attending the Directors' Foundation training programs express their interest towards additional courses so as to further develop their skills set
- The new opportunity in neighboring countries as they are increasingly interested in good corporate governance practices
- There is a positive and increasing requirement for the IOD to undertake the duties for providing advisory services regarding good corporate governance matters, so as to support and enable Board of Directors in applying and genuinely implementing good corporate governance practices in a tangible manner.
- There is a necessity for adding further internal resources for the Department including the use of technology systems to support the training activities more efficiently.

From the above key points of observation and issues, the Directors Development Department has determined its activities plans for 2017 as follows:

1. Drive the implementation of good corporate governance (CG) practices in a wider circle; whereby, in 2017, the IOD plans to collaborate with Thai regulatory authorities to expand its educational activities further into CLMV countries. This is to disseminate relevant knowledge and understanding so as to develop and support the potential in each respective country to improve current good corporate governance practices by itself.
2. Actively support the CAC (or Thailand's Private Sector Collective Action Coalition Against Corruption) so

as to minimize the problems relating to corruption as well as to promote ethical business conducts, through the Directors Development Department developing and holding training programs that will go in-depth specifically into related issues of various business sectors/industries, including SMEs. Additionally, the Department will actively support the Government's anti-corruption initiatives through the training of Independent Observer Program (IOP) in collaboration with the anti-corruption organizations (ACT) and the Comptrollers General Department of the Ministry of Finance.

3. Align the contents in various training programs so that they are related to each other. In general, after attending the foundation courses, participants will then be able to attend related programs at the higher level, so as to gain more knowledge and added, both soft and hard, skills. This is to drill down and focus in depth on various specific key issues regarding good corporate governance through attending other IOD training programs. However, so as ensure that the various courses are not duplicating and correspond to each other's key content, the Directors Development Committee will review and assess the improvements being made to the course content — especially those relating to strategy and good corporate governance practices.

4. Develop the contents of the training programs that will be practical and genuinely applicable as well as correspond to the evolving trends and new directions for good corporate governance together with the current ever-changing competitive environment and key operating issues to which organizations need to give importance. This will be achieved through developing and improving the training programs in

close collaboration with experts from various disciplines — both in Thailand and from overseas as well as specialists within the IOD itself.

5. Make use of technology — or digitization — so as to facilitate and provide added convenience for class participants, as well as to increase efficiency of the related working process. In 2017, apart from making use of technology in managing and providing course materials, the Department will also start to allow participants to do online application. Furthermore, the IOD has determined a concept to further development its IT system, so as to be well-prepared for future business and operational expansion.

6. Undertake training activities in a more varied and differing manner, so as to address the varying specific needs of various groups of participants, such as holding half-day sessions for the Director Certification Program (DCP) consecutively for a 10-week period so that those who have little spare time during the week can have the opportunity to attend the program; or hold training course in a 'retreat' or residential manner whereby attendees will live in the upcountry venue during the training period which allows them to devote their full attention in a continuous manner.

The Directors Development Department will continuously compile relevant information, comments and evaluation results received from the participants throughout the year for use in determining operating activities, in order to achieve maximum efficiency in our management process as well as in providing the associated services for the overall benefit of IOD Members.

Research & Policy

The Research & Policy Department gives importance to undertaking activities in accordance with established policies as approved by the IOD's Board of Directors, through focusing on gaining the active participation and involvement of IOD Members in the development of various research and policy related activities as well as on creating new research outputs that are beneficial for the further development of good corporate governance practices in a wider circle. Further, the Research & Policy Department still places much importance on continuously maintaining the overall quality of its various activities.

2016 - Year of promoting the development of Corporate Governance (CG) policies to become actual practices

1. Development of CG through assessing the results of current CG practices in accordance with established CG principles

- This year Thai listed companies achieved higher CG scores in every category and are well-prepared to perform according to the expectations of investors

The evaluation results of actual CG practices within the 601 Thai listed companies (as per the Corporate Governance Report of Thai Listed Companies or CGR 2016) showed an overall average CGR score of 78%, which is higher and better than the average CGR score of 75% achieved in 2015 resulting from the higher CGR scores achieved in every category. Additionally, this improved CGR evaluation results in 2016 indicate the overall commitment towards further and ongoing development of the standards of CG practices within Thai listed companies — regardless of whether they are large or small. Furthermore, it was observed that Thai listed companies are beginning to give



increasing importance to conducting their businesses in a sustainable manner, to disclosing non-financial information, and to adopting the leadership roles and activities of their Board Directors that are more proactive — for example: with regards to determining the corporate vision and associated business strategies and directions together with overseeing various risk issues, whereby these aspects are of great importance to both Thai and foreign investors alike.

• ASEAN CG Scorecard : Commitment to developing the associated criteria to be in accordance with the current changing trends for CG practices

As for the evaluation exercise of CG practices of listed companies within ASEAN (or ASEAN CG Scorecard), this project was not undertaken in 2016. This was due to the current goal of revising and developing the associated evaluation criteria, so that they will be more in accordance with the changing trends for CG practices as well as with the current expectations of institutional investors. As such, the revised evaluation criteria will also be developed to correspond to the recent G20/OECD Principles of Corporate Governance and the ICGN Global Governance Principles.

2. Development of CG practices based on the participation of and inputs received from Board Directors

• Directors Survey

In 2016, the Thai IOD undertook a Directors Survey, in order to obtain inputs from Thai Board Directors on these topics: organizational ethics, the discharge of their responsibilities, and the latest economic trends. This survey took place during March — May, 2016; whereby a total of 416 Board Directors participated in expressing their opinions which are summarized as per the following 3 key areas:

1. Having a corporate culture and a leader who sees its importance to the organization, together with an effective system of audit and controls, will be a protective armor against any acts of ethical misconduct. Further any breach of business ethics should be a criteria to ban a person from becoming a Board Director.
2. Both business strategy and risk issues remain important topics for discussions in Board Meetings. While, in order to achieve overall Board effectiveness, various

appropriate components or elements of the Board are required, together with ongoing self-development by Board Directors on a regular basis as well as good support in having proper information on hand.

3. Economic trends for 2016 for Thailand and globally are seen as remaining the same as in the previous year; while the current lack of political stability, the still uncertain future economic direction, and the issue of corruption are still critical issues in operating businesses.

• Policy Advocacy

IOD Members have expressed various opinions on the recent changes in CG regulations and role of Board Directors; whereby the Thai IOD has compiled and summarized these opinions for submitting to involved Government agencies or organizations in the name of the Thai IOD. During 2016, the following 5 issues were submitted as part of the Policy Advocacy activity:

1. Changes in criteria regarding the allocation, by the issuing company, of new company shares for the IPO to the general public as well as to the patrons of and those having a special relationship with the company (that specifically relate to the discharge of its responsibilities by the Board of Directors).
2. Changes and additional amendments to the Securities and Exchange Act BE.2535, relating to the Stock Exchange.
3. Improvements relating to the governance of mutual funds, as well as requesting further approval from current unit holders of the involved mutual fund and the mechanisms for protecting the rights of current unit holders of the involved mutual fund.
4. Improvements relating to the disclosure of information in the company's annual 56k report, under the heading of 'Board Directors and Senior Executives

of listed companies holding positions in other companies'.

5. Corporate Governance Code for listed companies.

3. Development of CG practices through support in providing information and further knowledge to Board Directors

• Directors Compensation Survey Report

Determining a compensation scheme for Board Directors that is both appropriate and transparent is one of the important aspects of good corporate governance practices; since, apart from protecting the overall interests of Shareholders in an appropriate manner, it will also both effectively motivate and help retain quality Board Directors to remain working with the Company at their best ability.

As such, to enable the Board of Directors to determine the appropriate compensation scheme for Board Directors as well as in accordance with best practices and positive guidelines, a comprehensive set of relevant information — especially applicable for the same or similar industry sector - must be made available and relied upon in order to make the correct decisions accordingly.

For these reasons, the IOD recognizes the importance of having Directors compensation data and of undertaking a comprehensive Directors compensation survey every 2 years since 2001, with the objective of surveying the associated policies, guidelines, and various types of Directors compensation. The survey inputs are then summarized in a Directors Compensation Survey Report, so that the Boards of Directors — and especially the Nomination and Remuneration or Compensation Committees of companies — can have access to relevant information for use in considering and determining, as appropriate, the

proposed compensation for Board Directors in their respective organization for consideration and approval by the AGM. This procedure will also create transparency with regards to this matter.

• Best Practices

In 2016 the IOD also determined various 'best practices' relating to the activities of the Board of Directors, which are aimed at being operating guidelines for the Board of Directors and Board Directors in further developing their work and responsibilities. In 2016, 3 Best Practices Guidelines were published as follows:

1. Nomination Committee Best Practices Guideline
2. Compensation Committee Best Practices Guideline
3. Best Good Corporate Governance Practices Guideline for Family Businesses

The preparation of these Best Practices Guidelines have to be undertaken with the approval of the Reading Committee, which is comprised of the training facilitators of the subject matter in question together with Board Directors who have had direct hands-on experience and also subject-matter experts from consulting firms. Thereafter, the final drafts are submitted for review and approval by the IOD Advisory Committee on Corporate Governance and Policy. These Best Practices Guidelines will be issued by the IOD during 2017.

• Research Alliance

Since 2014, the IOD has collaborated with the Research Alliance Group, that is focused mainly on including various educational institutions, in holding seminars or forums to disseminate results of academic research work on corporate governance; whereby each event is always being attended by many interested Board Directors and Executives, academics and professors, researchers, students



and members of the general public. In 2016, the education sector was still interested to participate in this research program that addresses, in depth, various issues relating to the structure of the Board of Directors and to Board Directors in discharging their responsibilities.

Next steps in promoting of CG practices during 2017

All involved Stakeholders — whether they are regulatory authorities, Shareholders and investors — will increasingly play a part and participate in the further promotion of corporate governance; whereby importance will be given to the associated CG policies and actual practices as well as to the key expectations — namely: undertaking businesses in a sustainable manner; having a longer term rather than a short term view; and especially the leadership role of the Board of Directors with regards to determining a corporate vision and business strategy as well as to overseeing various risks that may occur.

The Research and Policy Department will actively support the work and



activities of the Board of Directors through these various activities:

- Monitoring and following up on relevant information and associated CG trends or directions. This is in order to present and disseminate details to IOD Members through the Boardroom Flash regularly on a monthly basis; as well as to represent IOD Members in submitting various opinions or ideas with regards to any changes to CG policies and practices (Policy Advocacy). This is so as to promote and support Board Directors in discharging their responsibilities.
- Preparing various best practices guidelines for Board Directors in discharging their responsibilities.
- Creating an effective source of relevant information for Board Directors as part of the IOD's website — namely: set up a FAQ section on the discharge of its responsibilities by the Board of Directors or on various CG related issues and matters; and set up an Online Library relating to corporate governance matter that includes important information from Thailand as well as from overseas.

Private Sector Collective Action Coalition Against Corruption (CAC)

In 2016, saw a remarkable change in the project's momentum marked by the continuation of activities and the achievements of the four key project milestones including (1) significant rise in the number both of signatory and certified companies; (2) increased participation by companies in the prioritized sectors; (3) certified companies acting as change agents and bring in their suppliers to join CAC; (4) recognition of CAC as institutionalized Anti-Corruption standards in the Thai market place and; (5) successful implementation of the strengthened certification process. With these achievements, key foundations of the project have been set with the initiative gaining greater momentum and public recognition. Such development places the CAC project in a strong position to move into its next phase of collective action network broadening and deepening in 2017.

Below is a summary of key achievements and activities of the project in 2016.

(1) Institutionalize the standards of the CAC Coalition in the Thai market place

Recognition by local institutions and authorities

• Securities and Exchange Commission (SEC)

The SEC uses CAC lists of signatory and certified companies to compare listed companies and disclose the information on its website in easy-to-access and comparable format. (See more detail at <http://market.sec.or.th/public/isc/en/Ranking/Listed/Issuer/>) The disclosure of anti-bribery compliance system is not mandatory but voluntary. The SEC recommends that all listed

install the system and disclose to the public.

According to the SEC's guideline in preparing 56-1 form, an annual publication that provide detailed information about all key aspects of listed company, it explicitly encourages companies to demonstrate in the report if they have made progress in installing anti-corruption policies and compliance standards. The SEC uses the CAC sign-up or certification as explicit references for companies to show their anti-corruption commitments and implementations.

• **Thai Investors Association (TIA)**

The TIA has constantly sent representatives to attend annual general meetings of all listed firms and asked executives to elaborate on their anti-corruption progress and provide details regarding CAC participation and certification. Such activities by investors added positive pressure on listed companies to make progress and take a more proactive approach to their anti-corruption efforts.

• **Thai Bankers' Association (TBA)**

Following years of persistent persuasion by the CAC, the Thai Bankers' Association, one of the CAC's eight founding members, finally agreed to take a step forward in supporting the initiative by signing a memorandum of understanding with the IOD on March 24, 2017. Under the MOU, the TBA agreed to encourage its members, consisting of 15 local banks, to use the anti-corruption practices of private firms as one factor in considering their loan applications.

• **Chartered Financial Analyst Society Thailand (CFAST)**

The CAC has been in talks with the CFA Society Thailand for potential collaboration in driving clean business practices and anti-corruption momentum in the Thai business community. One

potential area of partnership is to appoint selected CFAST members as CAC Advocate, who will help promote the CAC program with private companies or industry associations by providing them with accurate CAC information, including direct and indirect benefit, in a bid to recruit them to sign up and expand clean business ecosystem. The CAC and CFAST have agreed in principle to this concept and hope to sign MOU soon.

Advocacy roles:

The CAC staffs have been appointed to be member of various task forces or sub-committees or advisor to the committee set up by the government and independent organizations. These committee are useful source of information and effective channel to raise CAC certification to the national level and recognition of public authorities. They include:

- Anti-Corruption Cooperation Committee, Chaired by Financial Minister-secretariat by Director of Comptroller General Department. Responsible to advise on apply Integrity pact to Thai government significantly procurement projects.
- Private Sector prevention corruption committee, chaired by National Anti-Corruption Commission (NACC). It is a consulting body on prevention measures for NACC committee.
- National Reform Council, Committee for reform Anti-Corruption measure in public agency. CAC offer prevention mechanism in public procurement that vender selection must have they eligible entry to join public procurements.
- Government Prevention corruption committee, chaired by prime minister and cabinet are member. CAC join as a sub-committee to advise private sector view on fighting corruption

systemic and keep closely to update new measure of government.

Advocacy achievement:

- **Transparency International**

The current government has since 2014 set up the Centre for National Anti-Corruption (CNAC), a powerful joint committee between government and private leaders to mobilize anti-corruption measures and public management reforms. The CNAC aims mainly to coordinate anti-corruption efforts of all relevant parties in the public and private sectors to ensure they all move strategically in similar direction. CAC executives have been appointed as CNAC members and actively help steering anti-corruption policies and act as fluent intermediary between the government, private business, and civil society.

There have been imminent progresses in legislation reforms in recent years, with several bills being enacted or amended to promote transparency and reduce corruption risks. These positive developments owed partly to advocacy efforts of the CAC. Among them are:

- The Third Amendment Organic Act on Counter Corruption — The key implication of this law is that bribe payers in the private sector will also be liable while previously only government officials who accepted bribes would be punished. The amendment was a result of Thailand's verification to the U.N. Convention against Corruption (UNCAC) in 2011. It also enables a new suite of bribery offences for foreign public officials, international organization workers and state officials who ask for or accept bribes and also to bribe-payers. The latter focuses on a legal entity or private corporations and individuals liable to the law (sec.123/5). If an associated person

of a company (director, executive, employee, consultant, subsidiary, or anyone who act on behalf of the company) commits bribery for corporate benefit and the company fails to prove that it has adequate internal control system in place to prevent such malpractice, the company will be fined twice the benefit or damage occurred.

The CAC has played a significant role in providing the National Anti-Corruption Commission (NACC) with insight and information used in preparing practical guidelines for private companies to comply with the new legislation challenges.

The main substances of these guidelines are coincided with the CAC certification criteria.

- The Licensing Facilitation Act, or so called Anti-red tape act, became effective since July 2014 to eliminate and reduce unnecessary discretion of public officers by requiring government agencies to declare all required list of documents and a precise timeline for licensing approval process. The act also facilitate the establishment of One Stop Service Center that would accept applications, inform applicants of licensing rules, send applications to relevant agencies, collect feedback, and present recommendations to the Cabinet on ways to improve licensing regulations and application requirements.

Besides legislation reforms, the CAC and IOD also played major roles in supporting the implementation of Integrity Pact in public procurement. Under the scheme, Anti-Corruption Organization (Thailand), or ACT, a major CAC alliance in the civil society front, is responsible for recruiting individuals with high professional background and proven ethical record in various private businesses as well as creating a pool list of independent observers. The Thai Institute of Directors Association (Thai IOD) has developed a training course and

continuously organized training programs for independent observers to ensure that they fully understand their roles, duties, and procedures before commencing their tasks. So far, 162 independent observers have been selected and registered with ACT, 140 of which have attended the training program offered by the IOD.

Strengthen the certification and mechanism and training programs of the coalition

In CAC's early stages of development, the certification process relied mainly on an honor-based system and the approval decision hinged largely on the pledge of the company and verification by either an audit committee or external auditor. There was no specific timeline for signatory companies to seek certification. After the first few years, the CAC realized the number of signatory companies kept increasing rapidly while the number of certified companies grew at a much slower pace.

In order to cope with the rapid expansion of the coalition, the CAC saw the need to take into account the larger number and diversity of member companies and proactively changed the way it functions. Given the coalition's members wide variety of corporate profiles, the CAC needed to develop a more robust certification process that included e-documentation and incident management procedures as well as a fixed timeline for companies to achieve certification. The change was crucial to ensure and sustain the efficiency and credibility of the program.

In mid-2015, the CAC introduced a strengthened certification process, co-developed with PwC Thailand. The implementation of the more robust certification process was divided into Phase I (July 2015 — December 2017) and Phase II (January 2018 onward).

The more stringent process will help create a system of checks and balances that verifies the self-assessment and establishes a standardized anti-corruption program in the Thai private sector in alignment with global best practices. It will also create a sustainable system that builds a sense of ownership and commitment among coalition members.

Key improvements under Phase I:

- The CAC has set up a rigid timeline for companies to submit self-evaluation forms, within 18 months from their declaration of intention. This condition started affecting all signatory companies from the end of 2016 onward and it resulted in a significant rise in number of certification applications. In one way, this move helped driving signatory companies to take their pledges into actions and put anti-corruption commitment into actual implementation.

- Companies seeking certification are now required to submit all supporting electronic documents (e-doc) along with the self-evaluation form to the CAC.

- The CAC has established an incident management process to cope with unexpected cases or reports of corrupt practices by CAC members by media or public investigators.

- To help vet applicants' qualifications and reputations, the CAC Council has appointed a Certification Committee, consisting of experts in business law, corporate governance, internal audit, financial audit and experienced representatives from the current certified members. The Certification Committee is tasked with probing the applications more thoroughly by checking six main areas, covering a checklist of 44 key items out of a total of 71, to ensure that applicants provide adequate information/evidence that warrants the certification.

Key improvements under Phase II:

A standardized auditing process will be created through a tailor-made working paper for auditors to examine the self-evaluation and supporting documents of applicants. The CAC has collaborated with the Federation of Accounting Professionals (FAP) to prepare this process and the working paper.

In August 2016, the FAP launched training courses for external and internal auditors to help them understand the appropriate auditing method for the self-evaluation assessment and the newly introduced working paper. To allow companies more time to study the new auditing process and working paper, the implementation date for the second phase has been put off by one year from the initial schedule to January 1, 2018.

Uplifting self-evaluation checklist to meet international standards

The CAC's current 71-item self-evaluation checklist was carefully selected from the extensive version of Transparency International's more thorough 241-item checklist. The initial aim was to create a simpler checklist to jump start Thai businesses.

But today, as numerous Thai companies are operating in the international arena, they may need more comprehensive guidelines than the CAC's current 71-item checklist. Those advanced members with greater capabilities to comply with more stringent criteria may need to demonstrate their anti-corruption commitments through a higher-level of certification to distinguish themselves from peers.

Therefore, the CAC has reassessed the 71-item checklist and is in the process of developing a new, more

extensive checklist that will be loosely benchmarked with other globally recognized guidelines.

Recognition by international community:

- Transparency International

In July 2016, Transparency International issued the "Transparency in corporate reporting: Assessing emerging market multinationals 2016 report", which evaluates the disclosure practices of 100 major emerging market multinationals headquartered in 15 countries and active in 185 countries. Four Thai firms are included in the 100 selected multi-national companies. This study assessed public disclosure practices across three dimensions including the reporting of anti-corruption programs, disclosure of company structures and holdings, and disclosure of key financial information on a country-by-country basis.

Interestingly, the three Thai companies that made the top 25 have either signed up with CAC or been certified by the CAC while the fourth one ranked at the bottom-end of the list. This clearly demonstrates that joining the CAC helps to bolster recognition of companies' anti-corruption commitments in the global arena.

- ASEAN CSR Network

A joint research by ASEAN CSR Network (ACN) and the National University of Singapore (NUS) Business School's Centre for Governance, Institutions and Organizations (CGIO), assessing the level of public disclosure related to anti-corruption efforts of the top 50 listed companies in each of the five ASEAN countries (Indonesia,

Malaysia, Philippines, Singapore and Thailand), was also published in July.

The outcome painted a somewhat similar picture, with Thailand leading the overall level of disclosure, followed by Singapore, the Philippines, Malaysia and Indonesia. Specifically, on whether companies have policies covering gifts, hospitality and expenses, Thailand was outstanding with a high score of 84% compared with the average score of 59%. This was partly due to the fact that about half of the Thai listed firms have joined the CAC and fulfilled its commitment by putting in place anti-corruption policies and high compliance standards.

Good Corporate Governance Report

In 2016, the IOD's Board of Directors discharged its duties in overseeing IOD operations and activities to ensure effectiveness and full compliance with the IOD's policies on good corporate governance as determined by the Board. This is to create a positive image of the IOD and confidence on the part of all IOD Members and Stakeholders. As such, the 5 core good governance aspects of the IOD can be summarized as follows:

1. Board Policy

1.1 Corporate Governance Policies

The IOD's Board of Directors initiated and approved the establishment of the 'IOD's Policies on Good Governance' since 2009; and, every year since then, the Board has reassessed and reviewed the appropriateness of these good governance policies. In 2016, the Board considered and revised the policies as follow:-

- Increased number of independent directors from not less than half to greater than half of the IOD's Board of Directors
- Revised the role of CEO annual performance assessment from nomination and CG committee's role to remuneration committee's role.

1.2 Ethics and Required Business Conduct

The Board initiated and approved the creation of the 'Code of Ethics and Required Business Conduct' for the IOD in 2013, which incorporated required ethics for Board Directors, Board Committees and Advisors together with required ethical behavior for Management and all Staff members. The Board has also overseen that

this established 'Code of Ethics and Required Business Conduct' be communicated and informed to everyone within the organization, as well as that signed acknowledgement and agreement to adhere to them was received from everyone.

1.3 Anti-Corruption Practices

The Board has determined anti-corruption policies together with associated rules and regulations for adherence by everyone, which are published in the IOD's Handbook on the 'Code of Ethics and Required Business Conduct'.

1.4 Stakeholders Relations

The Board has also determined policies on 'Relations with Stakeholders' within the IOD's Policies on Good Governance, requiring all due respect and consideration to be given to the rights of all various groups of Stakeholders; namely: IOD Members, Staff members, business partners, training course facilitators and guest lecturers, regulatory agencies or authorities, as well as to all other involved organizations and parties. Furthermore, appropriate Corporate Social Responsibilities (CSR) will be observed by the IOD, through looking after and ensuring that all involved groups or parties will receive equitable treatment according to their legal rights or any mutually agreed contractual commitments. As such, to date, the IOD has not had any disputes or conflicts of any significance with any Stakeholder groups.

In 2016, IOD provided the various training courses for staff development, average 16 training hours/person. The training courses are as follow: -

1. Preparing the goal setting
2. Individual development planning
3. Effective E-mail writing
4. Public speaking
5. Master Ceremony
6. Effective Power Point Presentation

1.5 Annual General Meeting (AGM)

The Board has overseen that the IOD holds its Annual General Meeting (AGM) every year. In this regard, all due considerations are given to the equitable and appropriate treatment of its Members. This includes protecting their respective rights and benefits through providing every convenience to all Members in exercising their rights to attend the AGM, as well as in not acting in any way to restrict IOD Members from being able to access any relevant information about the IOD or from attending the AGM.

All IOD Members are able to express their opinions, to make recommendations and to cast their votes at the AGM, as well as in exercising their right to decide on any proposed significant changes including the election of Directors of the IOD.

During 2016, the following activities were undertaken:

Prior to the Meeting date

- The IOD determined that the AGM for 2016 be held on May 26, 2016, in accordance with the IOD's regulations that states "The IOD's Board of Directors is required to hold the AGM within the month of May". Last year, the AGM was held at the Ballroom, Renaissance Ratchaprasong Hotel for the sake of convenience for all IOD Members to travel to the venue and attend the scheduled AGM.

- Prior to the scheduled meeting date, the IOD distributed, in advance, the Letters of Invitation to the AGM 2016 together with details of the proposed Agenda Items for consideration, associated detailed background information and facts, as well as related reasons and opinions of the Board for each Agenda Item and all relevant supporting documents. This is to allow each IOD Member sufficient time to study and review, in advance of the Meeting, all relevant facts for each Agenda Item that are clearly and separately set out.
- Additionally, the IOD also enclosed a 'power of attorney' form so as to protect the rights of its Members, who may not be able to attend the AGM and vote in person but wish to give their power of attorney to an Independent Director of the IOD.
- The IOD has established various criteria and procedures to enable its Members to submit possible Agenda Items for consideration at the AGM. However, for the AGM 2016, no IOD Members submitted any proposed Agenda Items for consideration prior to the scheduled AGM.

Day of the Meeting

- Before the start of the AGM, the Chairman requested the emcee to clearly explain details of the procedures to be used in the casting and counting of votes by IOD Members, together with determining the establishment of a 'vote counting Committee' to be responsible for monitoring correct voting by the Members and reviewing the vote counting process. Any attending IOD Members have the right to propose that they be appointed to this 'vote counting Committee'.

- The Chairman also ensured that adequate time is allocated, as appropriate, for the AGM and that the Meeting proceeds to consider all proposed Agenda Items informed as in advance to all IOD Members. During the course of the Meeting, the Chairman encouraged all attending IOD Members to express their opinions or ask questions. Furthermore, during the AGM, no new Agenda Items for consideration are to be added to those already informed in advance to its Members.
- The Board Chairman, the Chairman of the Audit Committee and the Chairman of the Nomination and Governance Committee, together with the CEO and President, all attended and were present at the AGM 2016 to respond directly to any questions from those IOD Members attending the Meeting.

After the Meeting

- After the AGM, the IOD arranged that Minutes of the AGM 2016 - recording all significant discussions, opinions expressed and questions raised from IOD Members, the associated responses given and details of resolutions made during the AGM together with the associated vote count for each Agenda Item considered - be distributed and communicated to all IOD Members, accompanied by an enclosed Letter of Invitation for the next AGM to be held.

1.6 Information Disclosures

The IOD's Board of Directors recognizes the importance of disclosing information about the IOD — both financial and other information — to all Stakeholders.

Therefore, the Board oversees that correct disclosures are made to everyone in a comprehensive, transparent and timely manner, as well as in full accordance with all applicable legal and regulatory requirements.

As such, the IOD has established the following key channels of communications for the required disclosures of important information:

1. The IOD's Annual Report
2. The IOD's website; ie: www.thai-iod.com
3. The IOD's magazine and newsletter'; ie: the Boardroom Magazine and Boardroom Flash

2. Board Structure

2.1 Structure of the IOD's Board of Directors

The IOD's Board is comprised of Directors, who possess varying qualifications with regard to knowledge, skills, professional experiences and specific areas of expertise. This Board diversity is aimed at being beneficial for the IOD's operations, together with being aligned to its various Board's duties to effectively oversee the IOD's core activities in providing various services to its Members and in promoting good corporate governance practices through requiring active participation by all its Directors. As such, the IOD's Board of Directors is specified to be comprised of 'not less than 7 and not more than 17 members, depending upon the appropriate requirements of the IOD's operations at the time'.

Given that the IOD's operations need the continuous support of various organizations or agencies that are

directly involved with its activities, it is necessary to have 'ex-officio' Board Members, who represent these organizations — namely: the Bank of Thailand, the SEC, and the SET. Thus, apart from these 'ex officio' Board Members and in accordance with the IOD's regulations, not less than half of the IOD's Board of Directors must be Independent Directors.

At present, the IOD's Board of Directors consists of 15 Board Members, comprising of 1 Executive Director, 3 'ex-officio' Board Members, who represent these organizations — namely: the Bank of Thailand, the SEC, and the SET, together with a total of 11 other Independent Directors and Non-Executive Directors, whose names and personal profiles are given in the 'Organization Structure' section of this Annual Report.

2.2 Role and Duties of the IOD's Board of Directors

2.2.1 Role and Responsibilities of the Board

1. To determine, together with the Management Group, the vision, mission, strategies and key operating policies of the IOD; as well as to review the proposed annual business plans and to evaluate the achieved performance results, based on the agreed action plans, on a regular basis.
2. To oversee that the IOD's operations correctly comply with all applicable laws, the IOD's founding objectives, regulations, and resolutions of the AGM together with all established IOD's policies, goals and agreed business plans.
3. To oversee and ensure that a system of internal controls and

the management of any conflict of interests situations are in place, together with good corporate governance practices that are effective and adequate.

4. To oversee and ensure that the required disclosures of financial information and reports are made in a transparent and timely manner, and that they are also of accepted standards, accurate, complete and comprehensive.
 5. To appoint or discharge the CEO/ President.
 6. To evaluate the annual performance of the CEO/President, together with determining the remuneration package to be given to the CEO/ President that reflects actual achieved performance results.
 7. To oversee and ensure that a succession plan is in place for the CEO/President and other Senior Management positions.
 8. To consider the appointment of various Board Committees, together with determining their respective roles and responsibilities
- ### 2.2.2 Role & Responsibilities of Board Directors
1. To act in accordance with all relevant and applicable laws, rules and regulations.
 2. To discharge the required duties in an honest manner and with all due care for the maximum benefit of the IOD.
 3. To participate in and fully support the various activities of the IOD on a continuing basis.
 4. To attend Board Meetings and the AGM on a regular basis.
 5. To participate in expressing opinions for the benefit the IOD's operations and activities.

6. To report any related or other transactions that may involve a conflict of interests with the IOD.
7. To not make use of any confidential inside information made available as a Board Member, or of the position as a Board Member for any personal gains or in causing any damages to the IOD.
8. To report any changes in their own qualifications that would result in their not being fully qualified to be a Board Member.

2.3 The Chairman of the Board

The Chairman of the Board is an Independent Director, and does not hold any positions in any Board Committees.

Role and Responsibilities of the Chairman of the Board

1. To act as the leader in the activities of the Board of Directors, and to act as the representative of the IOD in contacting external parties on behalf of the IOD's Board of Directors.
2. To act as the Chairman in Board Meetings and the IOD's AGM, together with overseeing that these meetings proceed effectively and correctly in accordance with the principles of good governance.
3. To ensure that the conduct of the Board of Directors is fully in accordance with all applicable laws and regulations together with the IOD's policies on good governance.
4. To ensure that the Board of Directors receive all relevant information and documentations, that are accurate, comprehensive, adequate and timely, as required, to be able to effectively consider various matters.
5. To oversee and ensure that the evaluation of the Board's performance is undertaken and that the Board

is able to discharge its duties in an effective and efficient manner.

6. To promote and encourage all Directors to actively participate in expressing their opinions on the various operational aspects of the IOD as well as in the various activities undertaken by the IOD.
7. To oversee and ensure that both the structure and composition of the IOD's Board of Directors are appropriate and capable of effectively undertaking all the required role and responsibilities.
8. To make recommendations to and support the CEO/President of the IOD in undertaking his/her required role and responsibilities.

2.4 Appointing Board Committees

The IOD's Board of Directors is able to appoint various Board Committees, with the assigned responsibilities for helping to review and screen any matters, as appropriate and necessary, to enable the overall activity of the Board to be more effective and efficient.

At least 2/3rd of the total Members of each appointed Board Committee must be Independent Directors, with the exception of the Audit Committee, which must be totally comprised of Independent Directors. The term of office for the Members of each Board Committee is 3 years; however, they can be reelected for another term - but in all for not more than 2 consecutive terms - by a resolution of the Board of Directors

The Board of Directors has determined policies together with the role and responsibilities for the various Board Committees as follows:

2.4.1 The Audit Committee (AC)

The Audit Committee has the duty and responsibility for reviewing and ensuring the IOD has financial reports that comply with the applicable standards and that are accurate and comprehensive, together with adequately disclosing all relevant information as required. The AC is also responsible for establishing various internal controls that are appropriate, effective and efficient, as well as for screening and disclosing information relating to any related transactions or those that may involve any conflict of interests.

Additionally, the AC is responsible for considering the selection and proposed appointment of the IOD's external Auditor together with associated audit fees, for approving the engagement of a qualified person or external party to provide internal audit services, and for reviewing any complaints from Stakeholders as received by the Board of Directors. The AC also has the duty to prepare the annual Audit Committee Report for disclosure in the IOD's 'Annual Report'

In 2016, the Audit Committee comprised of a total of 3 Independent Directors, who possess extensive experiences in management, legal and financial matters, as follows:

1. Mr. Prasan Chuapanich, *Chairman of the Audit Committee*
2. Mrs. Patareeya Benjapolchai, *Member*
3. Mr. Predee Daochai, *Member*

During the year, the AC held a total of 4 meetings.

2.4.2 The Nomination and Governance Committee (NGC)

The Nomination and Governance Committee has the duty and responsibility for determining and reviewing the IOD's good governance policies, together with regularly monitoring full compliance and operational adherence to such policies. Additionally, the NGC is responsible for considering and determining policies and associated criteria for the nomination process, together with required qualifications of persons to be nominated for election as an IOD Board Director, details of which are then to be submitted to the Board of Directors for eventual consideration and approval. The NGC is also responsible for selecting and nominating qualified persons to be considered by the Board for proposed election as new IOD Board Directors.

In 2016, the Nomination and Governance

1. Mr. Chatchai Virameteekul, *Chairman of the Nomination and Governance Committee*
2. Mr. Weerasak Kowsurat, *Member*
3. Mr. Pailin Chuchottaworn, *Member*

The Committee held a total of 3 meetings.

2.4.3 Remuneration Committee (RC)

The Remuneration Committee has the duty and responsibility for defining the policies and associated criteria for determining the annual remuneration and compensation for the CEO/President and the proposed annual salary increase for the Staff together with the criteria to be used in awarding the annual staff bonus. These policies and criteria are then to be submitted to the Board of Directors for consideration

as part the approval process of the actual compensation to be given to the CEO/President as well as of the annual Staff salary increase and bonus payment.

In 2016, the Remuneration Committee comprised of 3 Members as follows:

1. Mr. Pailin Chuchottaworn, *Chairman of the Remuneration Committee*
2. Mr. Banchong Chittchang, *Member*
3. Mr. Chaiwat Utaiwan, *Member*

The Committee held a total of 1 meeting.

2.4.4 Capital Fund Management Committee (CFMC)

The Capital Fund Management Committee has the duty and responsibility for determining the policies together with associated criteria for managing the IOD's capital fund, in order to achieve appropriate financial returns.

In 2016, the Capital Fund Management Committee comprised of 3 Members as follows:

1. Ms. Patareeya Benjapolchai, *Chairman of the Capital Fund Management Committee*
2. Ms. Nualphan Lamsam, *Member*
3. Dr. Bandid Nijathaworn, *Member*

The Committee held a total of 3 meetings.

3. Board Members

3.1 Required Qualifications

1. A person possessing the qualifications as specified in the IOD's regulations.
2. A person committed to having good moral ethics together with a role in supporting good corporate governance principles and practices.

3. A person committed to wholeheartedly and fully being able to devote time in supporting the various activities of the IOD.

3.2 Required Qualifications of Independent Directors

1. A person who is not the CEO/ President or an Executive of the IOD.
2. A person not having any family relationships with - as parents, spouse, parents of a spouse, siblings and children as well as spouse of the children of - any member of the Management of the IOD.
3. A person not having any business or professional relationships with the IOD or any Management Member of the IOD; or not having any conflict of interests of any significance with the IOD.

3.3 Term of Office

Each IOD Board Member can be a Director for not more than 2 consecutive terms; but, thereafter, he/she is eligible to be nominated again for election as a Board Member after ceasing to be a Director for at least 2 years.

3.4 Nomination of Board Directors

At the end of the term of office of a Board Director, for whatever reason, the Nomination and Governance Committee will undertake the responsibility of considering various appropriately qualified persons who should be proposed, to the Board or the AGM (as applicable), for being considered to be nominated as a Board Director. This is with the exception of any 'ex-officio' Board Members in accordance with the IOD regulations.

The selection and nomination process should also take into account the required diversity of Board Members

together with their appropriate skills and relevant experiences that would be able to effectively support the IOD's operations and activities.

In recruiting and nominating new Directors, the IOD's Board of Directors also allows IOD Members the opportunity to submit names of those appropriately qualified to be a Board Director to the Nomination and Governance Committee prior to the AGM taking place. The person(s) proposed by a Member will then be considered, according to the procedures established by the Nomination and Governance Committee, for possibly being proposed for consideration by the Board to be nominated for eventual approval by IOD Members at the next AGM.

For 2016, IOD Members submitted names for consideration as possible nominees for election as a Board Director. Therefore, the Nomination and Governance Committee took into consideration the required structure and composition of the IOD Board - such as, gender, age, special expertise, being a good role model for achieving success, being well accepted and the potential devotion of time towards discharging the duties of a Director, together with the ability to promote and support the activities of the IOD. Thereafter, the NGC submitted names of qualified nominees to the Board for consideration before being proposed to the IOD Members at the AGM. As such, at the AGM, the IOD Members approved the election of the following 4 nominees to be considered for appointment as new IOD Board Directors

1. Mr. Weerasak Kowsurat
2. Ms. Patareeya Benjapolchai
3. Ms. Nualphan Lamsam
4. Mr. Chaiwat Utaiwan

4. Board Performance

4.1 Defining Vision and Strategies

The IOD's Board of Directors has defined the 'vision' that the IOD be 'an institution that raises the professional standards of company Directors, which will then result in the stable growth of Thai companies'. As such, every year the Board holds a special Board Meeting to focus on reviewing the vision and mission of the IOD as well as to determine the associated strategies.

In 2016, such a meeting was held on October 10, 2016 focusing on defining the IOD strategic directions for 2017-2020.

4.2 Board Performance Evaluation

The IOD's Board of Directors has arranged to undertake a self-evaluation of its performance regularly every year, together with considering and assessing the evaluation result so as to implement any required improvements and changes. Furthermore, the performance evaluation results are also disclosed in the IOD's 'Annual Report'.

The Nomination and Governance Committee is responsible for overseeing this annual performance self-evaluation of the IOD's Board of Directors as a group, and also for submitting the evaluation results for consideration by the Board. For 2016, a performance evaluation was made of the Board as a group, through having each Board Member make a self-assessment, by using the evaluation form, consisting of these 6 key areas: 1) Policies of the Board of Directors; 2) Discharging the duties and responsibilities by the Board of Directors; 3) Board Structure; 4) Direction of the Board's activities; 5) Preparation for and the actual holding of Board Meetings; and 6) Characteris-

tics/Qualifications of Board Members. After the performance self-evaluation process, the evaluation results were jointly discussed and reviewed by the Board, in order to determine ways of implementing further improvements

4.3 Board Directors Remuneration

IOD Board Directors do not receive any remuneration or benefits from the IOD, other than the right to attend and participate in any of the IOD's academic/technical activities as specified by the Board of Directors.

4.4 Board Directors Orientation

Newly appointed IOD Directors receive a comprehensive set of information, supporting documentation and briefings on the operations and activities of the IOD, as well as the various Rules and Regulations of the IOD, its corporate governance policies, and sufficient relevant information that will be of benefit to them prior to discharging their duties and responsibilities as an IOD Board Director.

For 2016, a new Directors Orientation was held June 27, 2016.

4.5 Directors Skills Development

The IOD encourages and supports all Board Directors to have the opportu-

nity to further develop their relevant knowledge and experiences, that are beneficial in the discharge of their responsibilities as a Director and for the overall benefit of the IOD operations; such as: attending various skills training programs held by the IOD and joining various good corporate governance-related organizations/network in the name of the IOD.

During 2016, all IOD Directors attended various skills training courses and other various good governance-related seminars, forums or meetings as follows:

1. Mr. Krirk-Krai Jirapaet

- Boardroom Success through Financing and Investment (BFI) 0/2016
- Anti Corruption Seminar 1/2016
- Chairman Forum
- National Director Conference
- Director Dinner Talk 1/2016
- Collective Action Against Corruption Conference
- Director Dinner Talk 2/2016

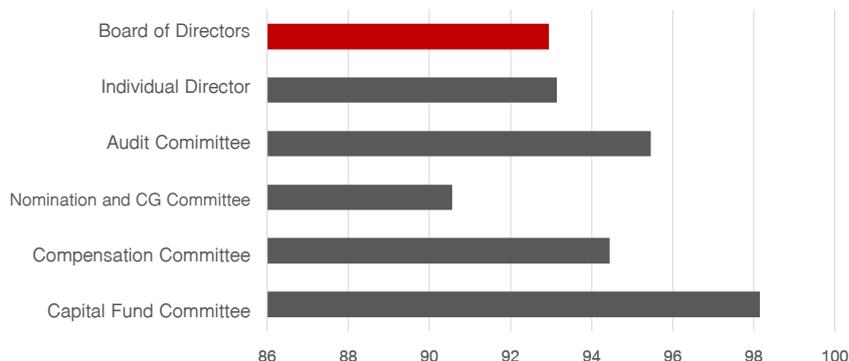
2. Mr. Chatchai Virameteekul

- Director Dinner Talk 1/2016

3. Mr. Weerasak Kowsurat

- Director Luncheon Briefing 1/2016

Chart : Resultsof BVoard Performance Evaluation



4. Professor Dr. Surapon Nitikraipot

-

5 Mrs. Kesara Manthusree

- Director Breakfast Talk 1/2016
- Director Dinner Talk 1/2016
- Special Events 3/2016
- Director Dinner Talk 2/2016

6. Mr. Chaiwat Utaiwan

-

7. Ms. Nualphan Lamsam

-

8. Mr. Banchong Chittchang

- Boardroom Success through Financing and Investment (BFI) 0/2016
- Director Breakfast Talk 1/2016
- Director Luncheon Briefing 2/2016
- Fellow Member Group Meeting 1/2016
- National Director Conference
- Director Dinner Talk 1/2016
- Audit Committee Forum
- Director Forum
- Anti Corruption Seminar 3/2016
- Special Events 3/2016
- Special Events 4/2016
- Special Events 5/2016
- Collective Action Against Corruption Conference
- Director Breakfast Talk 2/2016
- Compensation Survey Seminar
- Director Luncheon Briefing 3/2016

9. Mr. Prasan Chuaphanich

- Board Matters and Trends (BMT) 2/2016
- Director Luncheon Briefing 1/2016
- Anti Corruption Seminar 1/2016
- Director Dinner Talk 1/2016
- Audit Committee Forum
- Director Forum
- Anti Corruption Seminar 3/2016
- Special Events 5/2016
- Collective Action Against Corruption Conference
- Director Breakfast Talk 2/2016

- Compensation Survey Seminar
- Director Luncheon Briefing 3/2016

10. Mr. Predee Daochai

- Corporate Governance for Capital Market Intermediaries (CGI) 11/2016
- National Director Conference
- Collective Action Against Corruption Conference

11. Mr. Paiboon Kittisrikangwan

-

12. Mr. Pailin Chuchottaworn

- Board that Make a Difference (BMD) 2/2016
- Director Dinner Talk 1/2016

13. Ms. Patareeya Benjapolchai

- Director Breakfast Talk 2/2016

14. Mr. Rapee Sucharitakul

- National Director Conference

15. Dr. Bandid Nijathaworn

- Boardroom Success through Financing and Investment (BFI) 0/2016
- Director Luncheon Briefing 1/2016
- Director Tea Talk 1/2016
- Anti Corruption Seminar 1/2016
- Director Dinner Talk 1/2016
- Director Luncheon Briefing 2/2016
- National Director Conference
- Director Dinner Talk 1/2016
- Current Issue Seminar 1/2016
- Director Forum
- Anti Corruption Seminar 3/2016
- Collective Action Against Corruption Conference
- Director Breakfast Talk 2/2016

4.6 Internal Controls

The IOD's Board of Directors oversees and ensures that the Management Group have in place various internal controls with regard to financial matters and that their activities fully comply with all applicable laws and regulatory requirements, through

issuing a 'Handbook of Internal Controls' for use as an operating guideline. The Board also ensures that an Internal Auditor is appointed, reporting directly to the Audit Committee, through engaging an outside person or external professional services firm to undertake the internal audit functions. Furthermore, every year, the Board of Directors also undertakes regular reviews of the existing internal controls procedures.

Additionally, the Board of Directors has also establish a channel of communications - via the Chairman of the Board, the Chairman of the Audit Committee, and the Chairman of the Nomination and Governance Committee - to directly receive any complaints from Staff members. The Board is also in the process of establishing a channel of communications - via the Audit Committee - for receiving any types of complaints from its Members and other Stakeholders.

4.7 CEO 's Performance Evaluation

The IOD's Board of Directors arranges to evaluate the performance of the CEO/President, based on established 'key performance indicators' (KPI's) as agreed between the CEO/President and the Board in advance. The evaluation results are then used by the Board in determining the compensation to be given to the CEO/President and also in considering the extension of the engagement agreement for the position of CEO/President.

The IOD's Board of Directors also discloses to and discusses the results of the performance evaluation with the CEO/President, in order to exchange viewpoints and determine ways to further develop the required activities and expected future job performance of the CEO/President.

5. Board Meeting

The Board of Directors is required to regularly hold at least 4 Board Meetings each year. Furthermore, a total of at least 1/3 or more of all Board Directors together can call for a Board Meeting, with the Chairman being required to hold the proposed Board Meeting within 14 days of receiving such a request.

The Board will regularly allocate sufficient opportunity and adequate time to hold a special Board Meeting, once a year, to specifically consider and review the established vision, mission and strategies of the IOD. Board Directors also have the opportunity to meet amongst themselves without any Executive Directors/ Management Members being present, as required and appropriate.

During 2016, the Board of Directors held a total of 5 Board Meetings,

that included 1 Meeting specifically focused on considering and reviewing the established vision, mission and strategies of the IOD.

However, during the year, there were no Board Meetings without any Executives/Management Members being present, since there was no specific Agenda Item to be considered on a special basis.

For every Board Meeting, the Chairman, together with the CEO/President, will discuss in advance relevant details of any proposed Agenda Items to be considered at each Board Meeting. However, both the Chairman and the CEO/President have already discussed and agreed, in advance, on the overall timetable and key Agenda Items to be proposed and considered at each Board Meeting for the whole year, which information is then informed to all Board Directors at the first Board Meeting of each year.

The Management Group will send out to all Board Members, at least 7 days in advance before a scheduled meeting, the Notification for a Board Meeting together with the proposed Agenda Items for consideration and all relevant supporting documents. This is to allow Directors enough time and opportunity to study, in advance, the respective proposed Agenda Items and relevant supporting documentation before attending a Board Meeting.

After each Board Meeting, written Minutes of the Board Meeting are recorded, documenting all the salient issues and significant points of discussions, questions and responses, together with the comments and opinions of the various Board Directors and also the final approved resolutions of the Board, with the Minutes to be considered for adoption at the subsequent Board Meeting

No	Name	Position	Board Meeting	IOD AGM	Audit Committee Meeting	Nomination and Governance Committee	Compensation Committee	Capital Fund Management Committee
1	Mr. Krirk-Krai Jirapaet	Chairman	4/5	Attended				
2	Mr. Chatchai Virameteekul	Vice Chairman	4/5	Attended		3/3		
3	Mr. Weerasak Kowsurat	Vice Chairman	5/5	Attended		1/3		
4	Professor Dr. Surapon Nitikraipot	Vice Chairman	2/5	Attended				
5	Mrs. Kesara Manchusree	Director	5/5	Attended				
6	Mr. Chaiwat Utaiwan	Director	3/3*	appointed after IOD AGM 2016			0/1	
7	Mr. Don Pramudwinai	Director	0/2**					
8	Mrs. Tongurai Limpiti	Director	1/3***	Attended				
9	Ms. Nualphan Lamsam	Director	2/5	Attended				2/3
10	Mr. Banchong Chittchang	Director	4/5	Attended			1/1	
11	Mr. Prasan Chuaphanich	Director	3/5	Attended	4/4			
12	Mr. Predee Daochai	Director	4/5	Attended	2/4			
13	Mr. Paiboon Kittisrikangwan	Director	1/2****	Replaced Ms. Tongurai				
14	Mr. Pailin Chuchottaworn	Director	4/5	Attended		2/3	1/1	
15	Ms. Patareeya Benjapolchai	Director	3/5	Attended	4/4			3/3
16	Mr. Rapee Sucharitaku	Director	4/5					
17	Dr. Bandid Nijathaworn ดร.	President & CEO	5/5	Attended				1/3

* Mr. Chaiwat Utaiwan, appointed by vote at the 2016 AGM.

** Mr. Don Pramudwinai, end of term at the 2016 AGM

*** Mrs. Tongurai Limpiti, end of term due to retired from BOT dated September 30, 2016.

**** Mr. Paiboon Kittisrikangwan took the place of Mrs. Tongurai Limpiti.

6. Non Audit Fee

IOD paid fees for external auditor and for other service as follows:

Description	Baht	
	2016	2015
Audit Fee		
Audit Fee	200,000	200,000
Transportation charged	8,000	6,321
Other service fees (For risk assessment and risk management plan)	580,000	
Total	788,000	206,321

Report of the Board of Directors' Responsibility for the Financial Statements

One of the important responsibilities of the IOD's Board of Directors is to oversee the proper preparation of the IOD's Financial Statements, so as to ensure that they are fully accurate and credible by being undertaken in a correct, comprehensive and transparent manner in accordance with the principles of good corporate governance. AS such, the Board has appointed the Audit Committee, comprising of Independent Directors, to be responsible, among other duties, for reviewing the completeness and accuracy of the IOD's Financial Statements.

Based on its review of the IOD's Financial Statements and associated reports, the Audit Committee has found that these Financial Statements and reports, for the financial year ending on December 31, 2016, have been prepared fully in accordance with generally accepted accounting standards together with appropriate and

regularly used accounting policies and practices. Thus, all significant information has also been disclosed in an adequate and comprehensive manner within the 'Notes to the Financial Statements'. The Audit Committee has also assessed and reviewed the internal controls system together with the associated internal audit activities, with the Audit Committee having found that these internal operational aspects are both adequate and appropriate to the IOD's activities.

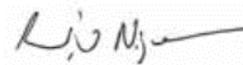
Therefore, Board of Directors is of the opinion that the IOD's Financial Statement and reports for the financial year ending on December 31, 2016 accurately presents both the financial status and the IOD's operating performance results for the year, as well as correctly discloses all associated significant information in a comprehensive manner.



(Mr. Kirk-Krai Jirapaet)

Chairman,

The Thai Institute of Directors Association



(Dr. Bandid Nijathaworn)

President & CEO

The Thai Institute of Directors Association

Audit Committee Report

The IOD Audit Committee, which was appointed by the Board of Directors, currently is comprised of three Members, who are Independent Directors, all of which have extensive experience in financial management, finance and accounting and legal expertise. They are:

1. Mr. Prasan Chuaphanich Chairman, Audit Committee
2. Mrs. Pateeya Benjapholchai Member
3. Mr. Predee Daochai Member

During 2014, the Audit Committee carried out its duties in accordance with the established scope of responsibilities as assigned by the IOD Board of Directors and according to the Charter of the Audit Committee; four Committee meetings were held during the year:

- Meeting 1/2016 February 5, 2016 (attended 2 of 3)
- Meeting 2/2016 April 8, 2016 (attended 3 of 3)
- Meeting 3/2016 September 20, 2016 (attended 3 of 3)
- Meeting 4/2016 December 1, 2016 (attended 2 of 3)

Significant Activities Undertaken by the Audit Committee

1. Review of Financial Statements: The Audit Committee reviewed the information and significant facts contained in the IOD Financial Statements. It also invited the external Auditor to meet to clarify any questions of the Audit Committee and confirm that the preparation of the IOD Financial Statements was fully in accordance with generally accepted accounting standards and whether the information disclosed was adequate. All of the opinions and comments expressed by the Auditor were in a fully independent manner.

The results of the review indicated that the IOD Financial Statements have been prepared in full accordance with generally accepted accounting standards,

2. Review the internal controls systems and internal audit activities: The Audit Committee reviewed the adequacy of IOD's internal controls systems and selected an Internal Auditor from an independent company to be responsible for monitoring the findings of the internal control activities and to closely oversee the outcome of the review. Based on the review, the Audit Committee has found that IOD has in place an adequate internal controls system that is appropriate to its operations.

3. Consideration of the appointment of the IOD External Auditor:

The Audit Committee has considered the selection of the external Auditor based on the following considerations: credibility; degree of independence; lack of any other business relationships with or vested interests relating to the IOD/ the Board Directors/the Management Group; and experience in auditing the IOD financial accounts. The Committee also reviewed the associated audit fee and found it to be appropriate. The Committee then submitted its opinion to the IOD Board of Directors, to be proposed for approval at the 2015 AGM, that PricewaterhouseCoopers ABAS Co. Ltd. be appointed as the authorized external Auditor for IOD for 2016 - with Mr. Pongthavee Ratanakoses Certified Public Accountant (Thailand) no. 7795, Mr. Prasit Yuengsrikul Certified Public Accountant (Thailand) No. 4174 and Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977 of Pricewaterhouse Coopers ABAS Ltd. be appointed as the Association's auditors, any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Association.

4. Review that the operations and activities comply with all relevant laws:

The Audit Committee has reviewed and ensured that the IOD conducts its operations correctly and in strict compliance with all relevant laws. During 2014, no instances of IOD having breached any legal requirements were found.

5. Risk Assessment: The Audit Committee has determined that an assessment of the risk factors be conducted together with the preparation of a risk management plan.

In summary, from its review of the activities, the Audit Committee is of the opinion that during 2014 the operations of the IOD are in full compliance with all relevant legal requirements and in accordance with the principles of good corporate governance, and that an appropriate and adequate internal controls system is in place, and that all its financial reports have been correctly prepared and are creditable.



Mr. Prasan Chuaphanich
Chairman, Audit Committee

FINANCIAL STATEMENT

Thai Institute of Directors Association

December 31, 2016

THAI INSTITUTE OF DIRECTORS ASSOCIATION

FINANCIAL STATEMENTS

31 DECEMBER 2016



Independent auditor's report

To the Board of Directors and members of Thai Institute of Directors Association

My opinion

In my opinion, the financial statements of Thai Institute of Directors Association ("the Association") present fairly, in all material respects, the financial position of the Association as at 31 December 2016, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs).

What I have audited

I have audited the accompanying financial statements of the Association, which comprise the statement of financial position as at 31 December 2016, and the statement of income and expenditure and statement of changes in fund balances and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of my report. I am independent of the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period.

I have determined that there are no key audit matters to communicate in my report

Other information

Management are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.



Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with TFRS for NPAs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

The audit committee assists management in discharging their responsibilities for overseeing the Association's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.



I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

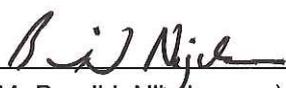
PricewaterhouseCoopers ABAS Ltd.

A handwritten signature in blue ink, appearing to read 'Pongthavee Ratanakoses', written in a cursive style.

Pongthavee Ratanakoses
Certified Public Accountant (Thailand) No. 7795
Bangkok
26 April 2017

Thai Institute of Directors Association
Statement of Financial Position
As at 31 December 2016

	<u>Notes</u>	<u>2016</u> <u>Baht</u>	<u>2015</u> <u>Baht</u>
Assets			
Current assets			
Cash and cash equivalents	3	51,671,948	101,831,555
Short-term investments	4	80,587,208	10,000,000
Trade and other receivables	5	8,087,962	10,647,697
Other current assets		<u>504,262</u>	<u>747,051</u>
Total current assets		<u>140,851,380</u>	<u>123,226,303</u>
Non-current assets			
Long-term investments	6	46,179,186	32,000,000
Equipment, net	7	4,490,400	5,889,253
Intangible asset, net	8	<u>156,808</u>	<u>407,377</u>
Total non-current assets		<u>50,826,394</u>	<u>38,296,630</u>
Total assets		<u><u>191,677,774</u></u>	<u><u>161,522,933</u></u>


 (Mr. Bandid Nijathaworn)
 President & CEO


 (Mr. Krirk-Krai Jirapaet)
 Chairman

Thai Institute of Directors Association
Statement of Financial Position (Cont'd)
As at 31 December 2016

	Notes	2016 Baht	2015 Baht
Liabilities and fund balance			
Current liabilities			
Trade and other payables	9	26,199,932	27,270,536
Current portion of membership fee received in advance		4,183,434	3,841,337
Accrued income tax		2,592,527	2,414,767
Other current liabilities		<u>3,515,943</u>	<u>2,453,345</u>
Total current liabilities		<u>36,491,836</u>	<u>35,979,985</u>
Non-current liabilities			
Membership fee received in advance		2,793,342	2,736,410
Employee benefit obligations	10	<u>7,769,597</u>	<u>5,838,492</u>
Total non-current liabilities		<u>10,562,939</u>	<u>8,574,902</u>
Total liabilities		<u>47,054,775</u>	<u>44,554,887</u>
Fund balance			
Fund received from			
- The Stock Exchange of Thailand		16,000,000	16,000,000
- Bank of Thailand		3,000,000	3,000,000
- The Office of the Securities and Exchange Commission		2,000,000	2,000,000
- Capital Market Development Fund Foundation		2,000,000	2,000,000
- The World Bank		8,618,454	8,618,454
Gain on measurement of available for sale investments		179,281	-
Accumulated excess of income over expenditure		<u>112,825,264</u>	<u>85,349,592</u>
Total fund balance		<u>144,622,999</u>	<u>116,968,046</u>
Total liabilities and fund balance		<u><u>191,677,774</u></u>	<u><u>161,522,933</u></u>

The notes to the financial statements on pages 9 to 15 are an integral part of these financial statements.

Thai Institute of Directors Association
Statement of Income and Expenditure
For the year ended 31 December 2016

	<u>Notes</u>	<u>2016 Baht</u>	<u>2015 Baht</u>
Income			
Revenue from training and seminar		115,617,147	102,831,272
Membership fee		7,080,000	6,975,691
Donations and sponsorship income		26,262,563	29,715,611
Other income	11	<u>7,281,108</u>	<u>8,782,147</u>
Total income		<u>156,240,818</u>	<u>148,304,721</u>
Expenditure			
Training and seminar expenses		81,306,116	78,123,609
Membership expenses		13,317,863	11,732,752
Administrative expenses		31,054,930	27,134,701
Income tax	13	<u>3,086,237</u>	<u>2,935,541</u>
Total expenditure		<u>128,765,146</u>	<u>119,926,603</u>
Excess of income over expenditure for the year		<u><u>27,475,672</u></u>	<u><u>28,378,118</u></u>

The notes to the financial statements on pages 9 to 15 are an integral part of these financial statements.

Thai Institute of Directors Association
Statement of Changes in Fund Balances
For the year ended 31 December 2016

	2016	2015
	Baht	Baht
Fund balance		
Beginning balance	<u>31,618,454</u>	<u>31,618,454</u>
Ending balance	<u>31,618,454</u>	<u>31,618,454</u>
Accumulated excess of income over expenditure		
Beginning balance	85,349,592	56,971,474
Increase during the year	<u>27,475,672</u>	<u>28,378,118</u>
Ending balance	<u>112,825,264</u>	<u>85,349,592</u>
Gain on measurement of available for sale investments		
Beginning balance	-	-
Increase during the year	<u>179,281</u>	<u>-</u>
Ending balance	<u>179,281</u>	<u>-</u>
Total	<u><u>144,622,999</u></u>	<u><u>116,968,046</u></u>

The notes to the financial statements on pages 9 to 15 are an integral part of these financial statements.

Thai Institute of Directors Association
Statement of Cash Flows
For the year ended 31 December 2016

	Notes	2016 Baht	2015 Baht
Cash flows from operating activities			
Excess of income over expenditure before income tax		30,561,909	31,313,659
Adjustment for:			
Depreciation charge	7	2,216,871	2,398,882
Amortisation charge of intangible assets	8	250,569	240,878
Interest income	11	(2,805,803)	(3,802,703)
Employee benefit obligations	10	1,931,105	1,642,326
Net loss from equipment written-off		3	-
Changes in operating assets and liabilities			
- Trade and other receivables		2,749,289	2,935,106
- Other current assets		242,789	436,036
- Other assets		-	-
- Trade and other payables		(820,224)	(37,264)
- Membership fee received in advance		399,029	414,312
- Other current liabilities		1,062,598	(172,941)
Net cash received from operating activities		35,788,135	35,368,291
Interest received		2,616,249	3,649,210
Income tax paid		(2,908,477)	(2,513,511)
Net cash generated from operating activities		35,495,907	36,503,990
 Cash flows from investing activities			
Cash paid for purchases of equipment		(1,068,401)	(2,297,910)
Cash paid for purchases of computer software		-	(97,500)
Purchase investment in bond		-	(4,000,000)
Proceed from investment in bond		6,000,000	-
Purchase investment in fixed deposit		(80,587,208)	-
Proceed from investment in fixed deposit		10,000,000	51,000,000
Purchase available for sale investments		(19,999,905)	-
Net cash generated from (used in) investing activities		(85,655,514)	44,604,590
Net increase (decrease) in cash and cash equivalents		(50,159,607)	81,108,580
Cash and cash equivalents, beginning balance		101,831,555	20,722,975
Cash and cash equivalents, ending balance	3	<u>51,671,948</u>	<u>101,831,555</u>
 Non-cash transactions:			
Payable for purchases of equipment		14,980	265,360

The notes to the financial statements on pages 9 to 15 are an integral part of these financial statements.

1 General information

Thai Institute of Directors Association (“the Association”) is a non-political and non-profit making association, which was established on 28 December 1999, with the objectives to develop and support good corporate governance efficient and conducive to achieve the international recognition and acceptance; create and improve standards, quality and ethics of company directors; arrange training courses for the purpose of disseminating knowledge, skills and information useful for the work performance of the company directors; collaborate in carrying out all activities beneficial to the country’s business arena as a whole to national development and prosperity.

The address of its registered office is as follows:

3th Floor, CMA. Building 2, 2/9 Moo 4 (Northpark Project), Vibhavadi-Rangsit Road, Thung Song Hong, Laksi, Bangkok 10210.

The financial statements have been approved for issue by the Association’s management on 26 April 2017.

2 Significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below:

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Thai Financial Reporting Standards for Non-publicly Accountable Entities as issued by the Federation of Accounting Professions. The statement of cash flows has been prepared in accordance with Thai Financial Reporting Standards.

The financial statements have been prepared under the historical cost convention.

An English-language version of the financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai-language statutory financial statements shall prevail.

2.2 Foreign currency transactions

Items included in the financial statements of the Association are measured using Thai Baht. The financial statements are presented in Thai Baht.

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, foreign currency monetary balances are translated by using the exchange rate at the closing rate on that date. Monetary assets denominated in foreign currency are translated to Thai Baht by using a bank’s buying rate and monetary liabilities denominated in foreign currency are translated to Thai Baht by using a bank’s selling rate. Non-monetary balances denominated in a foreign currency are carried at cost using the exchange rate at the date of transaction.

Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income and expenditure

2 Significant accounting policies (Cont'd)

2.3 Cash and cash equivalents

Cash comprises cash on hand, deposits held at call with banks but exclude deposits with banks which are held to maturity (fixed deposit), certificates of deposit issued by commercial banks and financial institutions, and restricted deposits. Cash equivalents comprise short-term highly liquid investments with maturities of three months or less from the date of acquisition.

2.4 Investments

Investments other than investments in subsidiaries, associates and interests in joint ventures are classified into the following four categories: 1. Trading investments, 2. Held-to-maturity investments, 3. Available-for-sale investments and 4. General investments. The classification is dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

1. Investments that are acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.
2. Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held-to-maturity and are included in non-current assets, except for maturities within 12 months from the statement of financial position date which are classified as current assets.
3. Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale; and are included in non-current assets unless management has expressed the intention of holding the investment for less than 12 months from the statement of financial position date or unless they will need to be sold to raise operating capital, in which case they are included in current assets.
4. Investments in non-marketable equity securities are classified as general investments.

All categories of investment are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Trading investments and available for sale investments are subsequently measured at fair value. The fair value of investments is based on quoted bid price at the close of business on the statement of financial position date. The unrealised gains and losses of trading investments are recognised in statement of income and expenditure. The unrealised gains and losses of available for sale investments are recognised in fund balance.

Held-to-maturity investments are carried at amortised cost using the effective yield method less loss on decrease in value.

General investments are carried at cost less allowance for decrease in value.

A test for allowance for decrease in value is carried out when there is a factor indicating that an investment might be decreased in value. If the carrying value of the investment is higher than its recoverable amount, loss on decrease in value is charged to the statement of income and expenditure.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of income and expenditure. When disposing of part of the Association's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by the weighted average carrying amount of the total holding of the investment.

2 Significant accounting policies (Cont'd)

2.5 Equipment

An item of equipment is stated at cost less accumulated depreciation and allowance for decrease in value (if any).

The cost of an item of equipment comprises its purchase price, import duties and non-refundable purchase taxes (after deducting trade discounts and rebates) and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. These include the initial estimate of costs of dismantling and removing the item, and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period.

The cost of replacing part of equipment is included in the carrying amount of the asset when it is probable that future economic benefits will flow to the Association and the carrying amount of those replaced parts is derecognised. Repairs and maintenance are charged to the statement of income and expenditure during the financial period in which they are incurred.

Depreciation is calculated on the straight line basis to write off the cost of each asset to its residual value over the estimated useful life as follows:

Office renovation	5 years
Office equipment	3, 5 years
Furniture and fixtures	5 years

The assets' residual value, useful lives, and depreciation method are regularly reviewed.

Whenever there is any indication showing a permanent decrease in the amount of property, plant, and equipment; such as an evidence of obsolescence or physical damage of an asset, significant changes in the manner in which an asset is used or is expected to be used, the Association shall recognise loss on decrease in value of property, plant and equipment in statement of income and expenditure where the carrying amount of asset is higher than the recoverable amount. The recoverable amount of asset is the higher of its fair value less costs to sell and its value in use.

2.6 Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives 3 or 5 years.

2.7 Provident fund

The Association operates a provident fund that is a defined contribution plan. The assets of which are held in a separate fund which is managed by the external fund manager. The provident fund is funded by payments from employees and by the Association. Contributions to the provident fund are charged to the statement of income and expenditure in the year to which they relate.

2 Significant accounting policies (Cont'd)

2.8 Provisions

Provisions - general

Provisions are recognised when the Association has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Association expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Employee benefit obligations

The Association has an obligation under labour law in benefit payable under the plan for employees until retirement date. The maximum amount of obligation shall not exceed the amount of final salary payable for 10 months. The employees will receive the payment amount at retirement date. The Association estimated a provision at the end of reporting period, which calculation is based on current salary reflected by the employee turnover and the proportion of working period of employees and working period until retirement.

2.9 Revenue recognition

Income and expenditure are recognised on an accrual basis.

3 Cash and cash equivalents

Cash and cash equivalents as at 31 December comprise the followings:

	2016	2015
	Baht	Baht
Cash on hand	41,052	26,825
Deposits held at call with financial institutions	51,630,896	101,804,730
	<u>51,671,948</u>	<u>101,831,555</u>

4 Short-term investments

Short-term investments consist of fixed deposits that mature between 3 and 12 months from the date of acquisition, fixed deposits that have an original maturity of more than 12 months but mature within the following 12 months which bearing interest at the rates ranging between 1.40% - 1.87% per annum.

5 Trade and other receivables

	2016	2015
	Baht	Baht
Accrued income	6,802,000	9,429,173
Prepaid expenses	228,232	231,498
Other receivables	1,057,730	987,026
	<u>8,087,962</u>	<u>10,647,697</u>

6 Long-term investments

The movement of long-term investments can be analyzed as follow;

	Available for sale Investments Baht	Hold-to-maturity Investments Baht	Total Baht
For the year ended 31 December 2016			
Opening balance	-	32,000,000	32,000,000
Additions	19,999,905	-	19,999,905
Redemptions	-	(6,000,000)	(6,000,000)
Gain on change in value	179,281	-	179,281
Closing balance	<u>20,179,186</u>	<u>26,000,000</u>	<u>46,179,186</u>
As at 31 December 2016			
Equity instrument			
Cost	19,999,905	-	19,999,905
Plus Unrealized gain	179,281	-	179,281
Total	<u>20,179,186</u>	<u>-</u>	<u>20,179,186</u>
Debt instruments			
Cost	-	26,000,000	26,000,000
Total	<u>-</u>	<u>26,000,000</u>	<u>26,000,000</u>
Grand total	<u>20,179,186</u>	<u>26,000,000</u>	<u>46,179,186</u>

Hold-to-maturity investments consist of investments in bonds issued by Ministry of Finance, which due for redemption in October 2018 and January 2025, debenture issued by commercial bank, debenture issued by PTT Public Company Limited and due for redemption in August 2019 and November 2020 respectively which bearing interest at the rates ranging from 3.00% to 5.00% per annum.

Available for sale investments consist of investments in mutual funds issued by financial institutions.

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7 Equipment, net

	Office renovation Baht	Office equipment Baht	Furniture and fixture Baht	Total Baht
As at 31 December 2015				
Cost	14,553,479	12,935,585	3,742,221	31,231,285
<u>Less</u> Accumulated depreciation	(13,213,434)	(8,681,372)	(3,447,226)	(25,342,032)
Net book amount	<u>1,340,045</u>	<u>4,254,213</u>	<u>294,995</u>	<u>5,889,253</u>
For the year ended 31 December 2016				
Opening net book amount	1,340,045	4,254,213	294,995	5,889,253
Additions	-	712,288	105,733	818,021
Write off, net	-	(3)	-	(3)
Depreciation charge	(408,392)	(1,707,477)	(101,002)	(2,216,871)
Closing net book amount	<u>931,653</u>	<u>3,259,021</u>	<u>299,726</u>	<u>4,490,400</u>
As at 31 December 2016				
Cost	14,553,479	13,502,173	3,847,954	31,903,606
<u>Less</u> Accumulated depreciation	(13,621,826)	(10,243,152)	(3,548,228)	(27,413,206)
Net book amount	<u>931,653</u>	<u>3,259,021</u>	<u>299,726</u>	<u>4,490,400</u>

8 Intangible asset, net

	Computer software Baht
As at 31 December 2015	
Cost	2,073,776
<u>Less</u> Accumulated amortisation	(1,666,399)
Net book amount	<u>407,377</u>
For the year ended 31 December 2016	
Opening net book amount	407,377
Additional	-
Amortisation charge	(250,569)
Closing net book amount	<u>156,808</u>
As at 31 December 2016	
Cost	2,073,776
<u>Less</u> Accumulated amortisation	(1,916,968)
Net book amount	<u>156,808</u>

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9 Trade and other payables

	2016 Baht	2015 Baht
Other payables	5,253,565	2,764,049
Accrued expenses	5,988,742	4,988,193
Deferred training and seminar income	14,509,523	19,126,536
Deferred sponsorship income	86,000	43,000
Advance from members	362,102	348,758
	<u>26,199,932</u>	<u>27,270,536</u>

10 Employee benefit obligations

	2016 Baht	2015 Baht
Opening balance	5,838,492	4,196,166
Provision charge for the year	1,931,105	1,642,326
Paid during the year	-	-
Closing balance	<u>7,769,597</u>	<u>5,838,492</u>

11 Other incomes

	2016 Baht	2015 Baht
Survey report income	1,424,103	1,952,615
Interest income	2,805,803	3,802,703
Advertising income	2,608,000	2,326,000
Others	443,202	700,829
	<u>7,281,108</u>	<u>8,782,147</u>

12 Commitments

Consultancy and training commitment

The Association has entered into an agreement with a foreign institution to obtain consultancy and training in respect of several executive training programs. The Association is required to pay right execution fee and the training program usage fee amounting to AUD 15,000 per quarter until 2019.

Operating lease commitments

The future minimum lease payments under non-cancellable operating lease are as follows:

	2016 Baht	2015 Baht
Not later than 1 year	4,762,157	2,912,000
Later than 1 year and not later than 5 years	7,510,000	40,000
	<u>12,272,157</u>	<u>2,952,000</u>

13 Income tax

The Association pays income tax at the rate of 2% on service income with the exemption of membership fee income and donation. Interest income is subject to tax at the rate of 10%.

General Information

Name	Thai Institute of Directors Association
Address	3rd Floor, The CMA Building 2, 2/9 Moo 4, North Park Project, Vibhavadi-Rangsit Road, Thung SongHong, Laksi, Bangkok 10210, Thailand Tel. (66) 2955-1155, Fax. (66) 2955-1156-7
Type of Business	Non Profit Association
Register No.	Jor.3904/2542 dated. December 28, 1999
Register	Ministry of Interior, Thailand
Established Capital	17 Million Baht
Account Period	1 January - 31 December
Auditor	Mr. Pongthavee Ratanakoses Certified Public Accountant (Thailand) No. 7795 PricewaterhouseCoopers ABAS Limited 15th Floor, Bangkok City Tower, 179/74-80 South Sathorn Road, Bangkok 10120, Thailand Tel. (66) 2344-1000 Fax. (66) 2286-5050 www.pwc.com/th

IOD Team



Management

Dr. Bandid Nijathaworn	President & CEO
Ms. Ada Ingawanij	Executive vice president
Ms. Wilairat Nensaengtham	Senior vice president
Ms. Wirawan Munnapinun	Assistant vice president
Ms. Siriporn Wutthigul	Assistant vice president

Member Relations & Marketing

Ms. Siriporn Wutthigul, Assistant vice president
Ms. Sarinee Ruangkongkiat
Ms. Srirat Emdad
Mr. Sittisak Phaemane
Ms. Tanyaporn Autthaporn
Ms. Natcha Vicharana
Ms. Suthinee Kerdchuay



Director Training

Ms. Ada Ingawanij, Executive vice president
Mr. Tanakorn Pornratananukul
Ms. Benyada Kumlungsua
Ms. Ruangfon Jaismut
Ms. Charawi Chiramakara
Ms. Waratnarn Ratchamusikpat
Mr. Apilarp Phaopinyo
Ms. Asokesapun Bramhndhnaluck
Ms. Pairumpar Yooyen
Mr. Dacha Kongdang
Mr. Pakit Rimmakulsub
Ms. Piyanuch Buachim
Mr. Hatsadin Kampiranond
Ms. Nareerat Pengprapat
Ms. Pattraporn Kaewka



Research & Policy

Ms. Wirawan Munnapinun, Assistant vice president
Ms. Manee Maneesang
Ms. Tanawan Surawattanavisase
Ms. Siriporn Wongkeaw
Ms. Aurakarn Jungthirapanich
Ms. Witchuta Suwannachairob
Ms. Ampawa Yolrabil
Ms. Veerin Siriphan



Private Sector Collective Action Coalition Against Corruption (CAC Project)

Mr. Kulvech Janvatanavit, Principal Advisor
Mr. Phisanu Phromchanya
Mr. Kittidej Chantangkul
Mr. Pana Ratanabanankoon
Ms. Laksamee Rujyothanant



Administration

Ms. Wilairat Nensaengtham, Senior vice president
Ms. Nisa Jirapongwanich
Ms. Angkana Nuaurai
Mr. Suwittha Poolsap
Ms. Piyanart Yukong
Ms. Chuleeporn Prasert
Ms. Suchaya Channarongkul





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