



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

VAROPAKORN PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : VAROPAKORN PUBLIC COMPANY LIMITED

Symbol : VARO

Address : 181 SOI AMON, NANGLINJI ROAD, CHONGNONSI, YAN NAWA

Province : Bangkok

Postcode : 10120

Business : The Company engages in the business of aluminium manufacturing and distribution of semi-finished sheets & coils for sale to other manufacturers who could reproduce them further or use them as components for other products. The company is certified under ISO 9001: 2015, ISO 14001: 2015

Registration Number : 0107537000238

Telephone : 0-2213-2514-7, 0-2231-2544

Fax (if applicable) : 0-2287-2031

Website : <http://www.varopakorn.com>

Email : admin@varo.thai.com

Total Shares Sold (shares)

Common Stock : 99,902,123

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2022	2023	2024
Total revenue from operations (Thousand baht)	3,754,757.04	2,509,760.13	2,970,710.84
Sheet Product (Thousand baht)	137,871.46	184,134.34	227,218.76
Rolled Product (Thousand baht)	3,593,381.25	2,307,716.01	2,715,757.99
Other Preduct (Thousand baht)	23,504.33	17,909.77	27,734.08
Other (Thousand baht)	0.00	0.01	0.01

	2022	2023	2024
Total revenue from operations (%)	100.00	100.00	100.00
Sheet Product (%)	3.67	7.34	7.65
Rolled Product (%)	95.70	91.95	91.42
Other Preduct (%)	0.63	0.71	0.93
Other (%)	0.00	0.00	0.00

By Geographical Area or Market

	2022	2023	2024
Total revenue from operations (Thousand baht)	3,754,757.04	2,509,760.13	2,970,710.84
Domestic (Thousand baht)	1,452,000.00	1,125,000.00	1,149,000.00
International (Thousand baht)	2,302,757.04	1,384,760.13	1,821,710.84

	2022	2023	2024
Total revenue from operations (%)	100.00	100.00	100.00

Domestic (%)	38.67	44.83	38.68
International (%)	61.33	55.17	61.32

Other income as specified in the financial statements

	2022	2023	2024
Total other income (Thousand baht)	8,076.87	14,587.53	58,130.39
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	8,076.87	14,587.53	58,130.39

Share of profit of joint ventures and associates accounted for using equity method

	2022	2023	2024
Share of profit (Thousand baht)	0.00	0.00	0.00

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2022	2023	2024
R&D expenses in the past 3 years	N/A	N/A	N/A

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

Credit risk – Trade receivables

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Operational Risk

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

The risk of reliance on major or a few distributors

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

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

Market risk : Foreign currency, interest rate and commodity price risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Government policy
- Economic risk

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Inventory risk

Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Unhedged loan and borrowing in a foreign currency

Liquidity risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Government policy
- Economic risk

Operational Risk

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects

Compliance Risk

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

Financial Risk

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

- Liquidity risk

The risk of the Company's major shareholders more than 25%

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Corporate ownership structure risk

Business Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Policies or international agreements related to business operations
- Changes in technologies
- Business operations of partners in the supply chain
- Competition risk
- Economic risk

Operational Risk

- Safety, occupational health, and working environment

Compliance Risk

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

Greenhouse gas conditions and standards risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Policies or international agreements related to business operations
- Changes in technologies
- ESG risk
- Climate change and disasters

Operational Risk

- Climate change and disasters
- Impact on the environment

Compliance Risk

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

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2022	2023	2024
Diesel (Litres)	40,920.00	33,730.00	48,649.85
Gasoline (Litres)	16,197.55	12,426.36	11,191.90
Natural gas (Standard cubic feet)	309,025,873.67	288,614,005.72	224,563,410.42
LPG (Kilograms)	1,440.00	1,344.00	576.00

• Electricity consumption

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	33,915,000.00	31,700,000.00	25,879,124.00

Water management

• Water consumption

	2022	2023	2024
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Total water withdrawal (Cubic meters)	132,757.00	141,313.00	104,729.00
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Waste management

• Waste from operations

	2022	2023	2024
Non-hazardous waste (Kilograms)	322,534.00	290,830.00	286,130.00
Hazardous waste (Kilograms)	657,361.00	667,523.80	793,403.60
Total waste generated (Kilograms)	979,895.00	958,353.80	1,079,533.60

Greenhouse gas management

• Greenhouse gas emissions

	2022	2023	2024
Scope 1 (Tons of carbon dioxide equivalents)	19,290.00	17,161.00	13,200.00
Scope 2 (Tons of carbon dioxide equivalents)	16,955.00	15,847.00	12,937.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	119,260.00
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	36,245.00	33,008.00	145,397.00

• Verification of greenhouse gas emissions over the past year

Third-party verification : Yes

Name of verifying organization : TUV NORD (Thailand) Co., Ltd.

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://www.varopakorn.com/th/company-structure/investor-relations/corporate-governance-code/%e0%b8%88%e0%b8%a3%e0%b8%a3%e0%b8%a2%e0%b8%b2%e0%b8%9a%e0%b8%a3%e0%b8%a3%e0%b8%93%e0%b8%98%e0%b8%b8%e0%b8%a3%e0%b8%81%e0%b8%b4%e0%b8%88/>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2022	2023	2024
Number of male employees (Persons)	242	234	237
Number of female employees (Persons)	76	66	66
Total number of employees (Persons)	318	300	303

• Employee remuneration

	2022	2023	2024
Employee remuneration (baht)	143,797,236.32	143,597,585.02	164,851,716.90

• Employee development and training

	2022	2023	2024
Average employee training hours (Hours / Person / Year)	30.00	23.81	55.59
Employee development and training expenses (baht)	95,866.50	506,148.00	1,057,052.00

• Health, safety and work environment

	2022	2023	2024
Total number of lost time injury incidents by employees (Cases)	7	7	3

• Employee retention

	2022	2023	2024
Percentage of employees who voluntarily resigned (%)	79.25	64.67	81.51

• Significant labor dispute

	2022	2023	2024
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://www.varopakorn.com/th/company-structure/investor-relations/corporate-governance-code/corporate-governance-code-2/>

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	8	100.00
Number of male directors	7	87.50
Number of female directors	1	12.50
Number of executive directors	3	37.50
Number of non-executive directors	5	62.50
Number of independent directors	1	12.50

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. SORRANEE DEEPHANPHONGS Gender: Female Age: 71 years old Highest level of education: Below a bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Original director	9 Mar 2020	Construction Materials, Property Development, Commerce, Corporate Management, Leadership

2.	Mr. SAHASEE CHITANONDH Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: No	Director (Executive) Director type: Original director	11 Apr 1996	Finance & Securities, Marketing, Finance, IT Management, Economics
3.	Fig.Off. KAMOLNAI CHAIXANIEN Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	11 Apr 1996	Engineering, Property Development, Food & Beverage, Petrochemicals & Chemicals, Corporate Social Responsibility
4.	Mr. CHIRAWUT CHAIYAWAT Gender: Male Age: 67 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	15 May 2015	Banking, Industrial Materials & Machinery, Property Development, Commerce, Engineering
5.	Mr. PITIPHONG PISARNBUTRA Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	14 Aug 2019	Insurance, Audit, Risk Management, Corporate Management

6.	Mr. YOSHINAO TOYADA Gender: Male Age: 60 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Original director	28 Feb 2020	Industrial Materials & Machinery, Commerce, Marketing
7.	Mr. CHAIYONG DEEPHANPHONGS Gender: Male Age: 77 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	9 Mar 2020	Industrial Materials & Machinery, Steel, Engineering, Corporate Management, Leadership
8.	Mr. THANAWAT SORNJAI Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Newly appointed director to replace ex-director	10 Nov 2023	Industrial Materials & Machinery, Engineering, Corporate Management, Procurement, Steel

Other Information pertaining to committees

The Chairman is an independent director	: No
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: Yes

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. THANOMSAK CHOTIKAPRAKAI Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	14 May 2021	Banking, Finance, Engineering, Audit, Business Administration
2. ADM. THOMRAT HATAYODOM, RTN. Gender: Male Age: 76 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	28 Apr 2021	Leadership, Public Administration, Project Management, Corporate Management
3. Mr. THONGKOON SANGTHAMMARAT [1] Gender: Male Age: 45 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	25 Feb 2022	Audit, Internal Control, Accounting, Business Administration

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

Executive Committee

List of executive committee members

General information	Position	Date position was assumed
1. Mr. SAHASEE CHITANONDH Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: No	Member of the executive committee	15 Nov 2023
2. Mr. THANAWAT SORNJAI Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	15 Nov 2023
3. Mr. CHAIYONG DEEPHANPHONGS Gender: Male Age: 77 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	10 Nov 2023

List of executive committee members who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
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1.	Mr. CHAIYONG DEEPHANPHONGS Gender: Male Age: 77 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	Date position was assumed: 9 Mar 2020 Date directorship ended: 10 Nov 2023	No replacement director
2.	Mr. SAHASEE CHITANONDH Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: No	Member of the executive committee	Date position was assumed: 10 Oct 2008 Date directorship ended: 15 Nov 2023	Mr. THANAWAT SORNJAI Date position was assumed: 15 Nov 2023

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. THANAWAT SORNJAI Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Management	MANAGING DIRECTOR	15 Nov 2023	Industrial Materials & Machinery, Engineering, Corporate Management, Procurement, Steel
2. Mr. Pramot Hansakul Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Law	Vice President Legal Affairs	16 Nov 2007	Law, Corporate Social Responsibility, Energy & Utilities

3.	Ms. Wassana Suksayan [2] Gender: Female Age: 55 years old Highest level of education: Master's degree Major: Business Administration	Vice President for Accounting	1 Jan 2018	Accounting, Audit
4.	Ms. Gunyapart Deephanphongs [1] Gender: Female Age: 41 years old Highest level of education: Master's degree Major: Engineering	Assistant Managing Director Business and Finance Group/Vice President for Marketing & Supporting	10 Mar 2023	Engineering, Industrial Materials & Machinery, Marketing, Procurement, Finance
5.	Mr. Thatawat Charoensri Gender: Male Age: 60 years old Highest level of education: Master's degree Major: Engineering	Factory Manager	16 Oct 2020	Engineering, Industrial Materials & Machinery, Corporate Management
6.	Mr. Toshinobu Yoshigai Gender: Male Age: 64 years old Highest level of education: Bachelor's degree Major: Engineering	Assistant Managing Director Production and Technology Group	10 Mar 2023	Industrial Materials & Machinery, Steel, Engineering

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons)	: 237
Number of female employees (persons)	: 66
Total number of employees (persons)	: 303

Employee Remuneration

Total employee remuneration	: 164,851,716.90
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Provident fund

Total number of employees (persons)	: 303
Number of employees contributing to the PVD (persons)	: 0
Percentage of employees who are members (%)	: 0.00

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Nittaya Pinyo	nittaya@varo.thai.com	023231684

- Company secretary

General information	Email	Telephone
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1.	Mr. Pramot Hansakul	pramot@varo.thai.com	022132514
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• Head of internal audit

General information	Email	Telephone
1. Ms. Ruetaichanoke Supaphong	ruetaichanoke@dir.co.th	025878080

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. EY OFFICE LIMITED	<p>1. Mrs. WATOO KAYANKANNAVEE Email: watoo.kayankannavee@th.ey.com Telephone: 02264 9090</p> <p>2. Mr PREECHA ARUNNARA Email: preecha.arunnara@th.ey.com Telephone: 02264 9090</p> <p>3. Mrs. SUTTHIRAK FAKON Email: sutthirak.fakon@th.ey.com Telephone: 02264 9090</p>	1,400,000.00	<p>Details: Other expenses are charged as necessary and paid, such as travel and accommodation expenses, but not exceeding 120,000 baht, which is in accordance with general practice.</p> <p>Total service fee (baht): 0.00</p>

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

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

List of new directors appointed in the past year

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. THANAWAT SORNJAI Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 10 Nov 2023	Industrial Materials & Machinery, Engineering, Corporate Management, Procurement, Steel

Development of directors over the past year

List of directors	Position	Participated in director development program
Mrs. SORRANEE DEEPHANPHONGS	Chairman of the board	Non-participating
Mr. SAHASEE CHITANONDH	Director	Non-participating
Flg.Off. KAMOLNAI CHAIXANIEN	Director	Non-participating
Mr. CHIRAWUT CHAIYAWAT	Director	Non-participating
Mr. PITIPHONG PISARNBUTRA	Director	Non-participating
Mr. YOSHINAO TOYADA	Director	Non-participating
Mr. CHAIYONG DEEPHANPHONGS	Director	Non-participating
Mr. THANAWAT SORNJAI	Director	Participating

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 4

Date of AGM meeting : 29 Apr 2024

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mrs. SORRANEE DEEPHANPHONGS (Chairman of the board)	-	4/4	Participating	Did not hold the meeting
2.	Mr. SAHASEE CHITANONDH (Director)	-	4/4	Participating	Did not hold the meeting
3.	Flg.Off. KAMOLNAI CHAIXANIEN (Director)	-	4/4	Non-participating	Did not hold the meeting
4.	Mr. CHIRAWUT CHAIYAWAT (Director)	-	4/4	Participating	Did not hold the meeting
5.	Mr. PITIPHONG PISARNBUTRA (Director)	-	3/4	Participating	Did not hold the meeting
6.	Mr. YOSHINAO TOYADA (Director)	-	4/4	Participating	Did not hold the meeting
7.	Mr. CHAIYONG DEEPHANPHONGS (Director)	-	4/4	Participating	Did not hold the meeting
8.	Mr. THANAWAT SORNJAI (Director)	-	4/4	Participating	Did not hold the meeting

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mrs. SORRANEE DEEPHANPHONGS (Chairman of the board)	-	40,000.00	0.00	No

2.	Mr. SAHASEE CHITANONDH (Director)	-	40,000.00	0.00	No
3.	Flg.Off. KAMOLNAI CHAIXANIEN (Director)	-	40,000.00	0.00	No
4.	Mr. CHIRAWUT CHAIYAWAT (Director)	-	40,000.00	0.00	No
5.	Mr. PITIPHONG PISARNBUTRA (Director)	-	30,000.00	0.00	No
6.	Mr. YOSHINAO TOYADA (Director)	-	40,000.00	0.00	No
7.	Mr. CHAIYONG DEEPHANPHONGS (Director)	-	40,000.00	0.00	No
8.	Mr. THANAWAT SORNJAI (Director)	-	40,000.00	0.00	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. THANOMSAK CHOTIKAPRAKAI (Chairman of the audit committee)	-	4/4
2.	ADM. THOMRAT HATAYODOM, RTN. (Audit committee)	-	4/4
3.	Mr. THONGKOON SANGTHAMMARAT (Audit committee)	-	4/4