



# **Annual Registration Statement / Annual Report**

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

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

**STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED**

**Fiscal Year End 31 December 2023**



## Table of Contents

	Page
<b>Business Operations and Performance</b>	
Group Structure and Operations	1
Risk Management	4
Sustainable Development	6
<b>Corporate Governance</b>	
Corporate Governance Policy	10
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	11
Performance Report on Corporate Governance	20

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED

Symbol : SMT

Address : 586 Moo 2, Bang Pa-In Industrial Estate, Klongjig, Bang Pa-In

Province : Ayutthya

Postcode : 13160

Business : Electronic Contract Manufacturing

Registration Number : 0107545000098

Telephone : 0-3525-8555

Fax (if applicable) : 0-3522-5914

Website : [www.starsmicro.com](http://www.starsmicro.com)

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

#### Total Shares Sold (shares)

Common Stock : 845,583,721

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2021	2022	2023
Total revenue from operations (Thousand baht)	2,239,937.00	2,917,334.00	2,647,215.00
IC PACKAGING (Thousand baht)	1,033,651.00	1,261,308.00	853,443.00
PCBA AND BOXBUILD (Thousand baht)	385,910.00	804,652.00	650,385.00
Optical (Thousand baht)	763,045.00	769,501.00	1,079,612.00
Other (Thousand baht)	57,331.00	81,873.00	63,775.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
IC PACKAGING (%)	46.15	43.23	32.24
PCBA AND BOXBUILD (%)	17.23	27.58	24.57
Optical (%)	34.07	26.38	40.78
Other (%)	2.56	2.81	2.41

#### By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	2,239,937.00	2,917,334.00	2,647,215.00
Domestic (Thousand baht)	302,549.80	405,576.33	353,520.00
International (Thousand baht)	1,937,387.20	2,511,757.67	2,293,695.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00

Domestic (%)	13.51	13.90	13.35
International (%)	86.49	86.10	86.65

#### Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	0.00	0.00	0.00
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (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)	2021	2022	2023
R&D expenses in the past 3 years	0.00	0.00	0.00

# 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)**

### Strategic Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Policies or international agreements related to business operations
- Changes in technologies
- Business operations of partners in the supply chain
- Reliance on large customers or few customers

### Operational Risk

**Risk Management Measures:** Yes

#### Related Risk Topics

Operational Risk

- Reliance on employees in key positions
- Shortage or fluctuation in pricing of raw materials or productive resources
- Loss or damage from non-compliance of partners or counterparties
- Safety, occupational health, and working environment
- Impact on the environment
- Impact from population structure
- Impact on human rights



## **Financial Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Financial Risk

- Default on payment or exchange of goods
- Fluctuation in exchange rates, interest rates, or the inflation rate

## **Compliance Risk**

**Risk Management Measures:** Yes

### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations
- Corporate Governance

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

## **Economic Uncertainty**

**Risk Management Measures:** Yes

### **Related Risk Topics**

- Return from investment of securities holder

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://investor.starsmicro.com/th/corporate-info/company-document/>

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://investor.starsmicro.com/th/>

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

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

##### Energy management

###### • Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	25,911,675.00	25,918,659.00	23,923,621.00

##### Water management

###### • Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	279,445.00	329,872.00	448,064.00

## Waste management

### • Waste from operations

	2021	2022	2023
Non-hazardous waste (Kilograms)	54,900.00	52,500.00	37,430.00
Hazardous waste (Kilograms)	5,500.00	4,420.00	10,290.00
<b>Total waste generated (Kilograms)</b>	<b>60,400.00</b>	<b>56,920.00</b>	<b>47,720.00</b>

## Greenhouse gas management

### • Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	749.03	690.50	673.03
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>749.03</b>	<b>690.50</b>	<b>673.03</b>

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

Third-party verification : No

## Social Aspect (3.4)

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

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://investor.starsmicro.com/th/corporate-info/company-document/>

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

### Results with Respect to the Social Aspect (3.4.2)

#### Information about employees

##### • Total number of employees

	2021	2022	2023
Number of male employees (Persons)	399	361	375
Number of female employees (Persons)	686	740	677
<b>Total number of employees (Persons)</b>	<b>1,085</b>	<b>1,101</b>	<b>1,052</b>

##### • Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	436,986,478.80	439,330,339.06	433,225,751.00

##### • Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	22.14	41.19	42.75
Employee development and training expenses (baht)	228,904.00	160,287.00	189,456.00

##### • Health, safety and work environment

	2021	2022	2023
--	------	------	------

Total number of lost time injury incidents by employees (Cases)	0	0	N/A
--	---	---	-----

• **Employee retention**

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	23.59	15.26	17.87

• **Significant labor dispute**

	2021	2022	2023
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://investor.starsmicro.com/th/corporate-info/company-document/>

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

##### Policy and guideline related to the board of directors

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

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

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



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

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

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	7	100.00
Number of male directors	7	100.00
Number of female directors	0	0.00
Number of executive directors	3	42.86
Number of non-executive directors	4	57.14
Number of independent directors	4	57.14

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

##### List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PREECHA JARUNGIDANAN Gender: Male Age: 76 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	10 Sep 2007	Economics, Finance & Securities, Electronic Components, Finance, Corporate Management, Leadership, Internal Control, Governance/ Compliance, Risk Management

2.	Mr. PROMPONG CHAIKUL Gender: Male Age: 37 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Executive)  Director type: Original director	7 Nov 2019	Engineering, Electronic Components, Corporate Management, Leadership, Governance/ Compliance
3.	Mr. KAMPHOL PANYAGOMETH Gender: Male Age: 51 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	29 Apr 2011	Finance & Securities, Banking, Finance, Statistics, Electronic Components, Leadership, Audit, Internal Control, Governance/ Compliance, Risk Management
4.	Mr. AEKKACHAI NITTAYAGASETWAT Gender: Male Age: 60 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	29 Apr 2011	Economics, Banking, Finance & Securities, Finance, Leadership, Risk Management, Internal Control, Audit, Governance/ Compliance, Electronic Components
5.	Mr. NATTAPONG CHAIKUL Gender: Male Age: 28 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	7 Nov 2019	Finance, Engineering, Electronic Components, Energy & Utilities, Property Development, Petrochemicals & Chemicals, Leadership, Governance/ Compliance

6.	Mr. YUNYONG SAWASDI Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	20 Feb 2020	Accounting, Sustainability, Corporate Management, Governance/ Compliance, Electronic Components, Human Resource Management, Corporate Social Responsibility, Leadership, Risk Management, Strategic Management
7.	Mr. JITKASAME NGARMNIL Gender: Male Age: 57 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	19 Feb 2021	Electronic Components, Engineering, Negotiation, Design, Leadership, Budgeting, Governance/ Compliance, IT Management, Information & Communication Technology

#### Other Information pertaining to committees

The Chairman is an independent director	: Yes
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: 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. PREECHA JARUNGIDANAN [1] Gender: Male Age: 76 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	16 Mar 2016	Economics, Finance & Securities, Electronic Components, Finance, Corporate Management, Leadership, Internal Control, Governance/ Compliance, Risk Management
2. Mr. KAMPHOL PANYAGOMETH [1] Gender: Male Age: 51 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	29 Apr 2011	Finance & Securities, Banking, Finance, Statistics, Electronic Components, Leadership, Audit, Internal Control, Governance/ Compliance, Risk Management
3. Mr. AEKKACHAI NITTAYAGASETWAT [1] Gender: Male Age: 60 years old Highest level of education: Doctoral degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	29 Apr 2011	Economics, Banking, Finance & Securities, Finance, Leadership, Risk Management, Internal Control, Audit, Governance/ Compliance, Electronic Components

[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. PROMPONG CHAIKUL Gender: Male Age: 37 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	18 Feb 2021
2. Mr. VIRAT PHUGTHAI Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	3 Nov 2022
3. Mr. YUNYONG SAWASDI Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	18 Feb 2021
4. Mr. RUANGPOJ PHAKDURONG Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	3 Nov 2022

5.	Mr. NARIS CHANDANG Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	3 Nov 2022
6.	Mr. CHAIYOT THAVEERATITHAM Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	6 Jan 2023
7.	Mr. NATTAPONG CHAIKUL Gender: Male Age: 28 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	4 Mar 2023

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
The Nomination & Remuneration Committee	Mr. PREECHA JARUNGIDANAN	Chairman
	Mr. AEKKACHAI NITTAYAGASETWAT	Member
	Mr. YUNYONG SAWASDI	Member

Risk Management Committee	Mr. KAMPHOL PANYAGOMETH	Chairman
	Mr. PROMPONG CHAIKUL	Member
	Mr. YUNYONG SAWASDI	Member
	Mr. RUANGPOJ PHAKDURONG	Member
	Mr. NARIS CHANDANG	Member
	Mr. CHAIYOT THAVEERATITHAM	Member
	Mrs. PHONGPHAN PUTTANG	Member
	Ms. SUNAN WONGMUTTHAVANICH	Member
	Mr. KORATAK WEERADAECHA	Member
Audit Committee	Mr. PREECHA JARUNGIDANAN	Chairman
	Mr. AEKKACHAI NITTAYAGASETWAT	Member
	Mr. KAMPHOL PANYAGOMETH	Member

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

Sub-committees responsible for risk management	: Risk Management Committee
Sub-committees responsible for nomination	: The Nomination & Remuneration Committee
Sub-committees responsible for remuneration	: The Nomination & Remuneration Committee
Sub-committees responsible for corporate governance	: None
Sub-committees responsible for corporate sustainability development	: None



## Executives (7.4)

### List and positions of the executive (7.4.1)

#### The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PROMPONG CHAIKUL Gender: Male Age: 37 years old Highest level of education: Master's degree Major: Business Administration	CHAIRMAN OF THE EXECUTIVE COMMITTEE	7 Nov 2019	Engineering, Electronic Components, Corporate Management, Leadership, Governance/ Compliance
2. Mr. VIRAT PHUGTHAI Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration	CHIEF EXECUTIVE OFFICER	16 Apr 2020	Electronic Components, Corporate Management, Engineering, Negotiation, Leadership, Strategic Management

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

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

#### Remuneration policy for executives

Remuneration policy for executives : Yes

#### Remuneration

	2021	2022	2023
Total executive remuneration (baht)	26,027,564.00	26,893,068.00	28,592,202.00

#### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : Yes

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 375

Number of female employees (persons) : 677

**Total number of employees (persons)** : 1,052

#### Employee Remuneration

Total employee remuneration : 433,225,751.00

#### Provident fund

Total number of employees (persons) : 1,052

Number of employees contributing to the PVD (persons) : 733

Percentage of employees who are members (%) : 69.68

# 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)

##### Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PREECHA JARUNGIDANAN	Chairman of the board	Non-participating
Mr. PROMPONG CHAIKUL	Vice Chairman	Participating
Mr. KAMPHOL PANYAGOMETH	Director	Non-participating
Mr. AEKKACHAI NITTAYAGASETWAT	Director	Non-participating
Mr. NATTAPONG CHAIKUL	Director	Non-participating
Mr. YUNYONG SAWASDI	Director	Non-participating
Mr. JITKASAME NGARMNIL	Director	Non-participating

##### Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

#### Meeting attendance and remuneration to each Board member (8.1.2)

##### Meeting attendance of the board of directors

Number of board meetings (times) : 5

Date of AGM meeting : 27 Apr 2023

EGM meeting : No

List of directors		Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. PREECHA JARUNGIDANAN (Chairman of the board)	-	5/5	Participating	Did not hold the meeting
2.	Mr. PROMPONG CHAIKUL (Vice Chairman)	-	5/5	Participating	Did not hold the meeting
3.	Mr. KAMPOL PANYAGOMETH (Director)	-	5/5	Non-participating	Did not hold the meeting
4.	Mr. AEKKACHAI NITTAYAGASETWAT (Director)	-	5/5	Participating	Did not hold the meeting
5.	Mr. NATTAPONG CHAIKUL (Director)	-	4/5	Participating	Did not hold the meeting
6.	Mr. YUNYONG SAWASDI (Director)	-	5/5	Participating	Did not hold the meeting
7.	Mr. JITKASAME NGARMNIL (Director)	-	5/5	Participating	Did not hold the meeting

#### Remuneration for company directors

List of directors		Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. PREECHA JARUNGIDANAN (Chairman of the board)	-	984,000.00	60,000.00	No
2.	Mr. PROMPONG CHAIKUL (Vice Chairman)	-	348,000.00	30,000.00	No
3.	Mr. KAMPOL PANYAGOMETH (Director)	-	420,000.00	70,000.00	No
4.	Mr. AEKKACHAI NITTAYAGASETWAT (Director)	-	420,000.00	60,000.00	No
5.	Mr. NATTAPONG CHAIKUL (Director)	-	348,000.00	30,000.00	No
6.	Mr. YUNYONG SAWASDI (Director)	-	348,000.00	40,000.00	No
7.	Mr. JITKASAME NGARMNIL (Director)	-	348,000.00	30,000.00	No

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

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

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. PREECHA JARUNGIDANAN (Chairman of the audit committee)	-	4/4
2.	Mr. KAMPHOL PANYAGOMETH (Audit committee)	-	4/4
3.	Mr. AEKKACHAI NITTAYAGASETWAT (Audit committee)	-	4/4