



# **Annual Registration Statement / Annual Report**

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

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

**N.D. RUBBER PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2025



## Table of Contents

	Page
<b>Business Operations and Performance</b>	
Group Structure and Operations	1
Risk Management	4
Sustainable Development	10
<b>Corporate Governance</b>	
Corporate Governance Policy	14
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	15
Performance Report on Corporate Governance	23

# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : N.D. RUBBER PUBLIC COMPANY LIMITED

Symbol : NDR

Address : 129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng,  
Chonburi, Thailand 20220

Province : Chonburi

Postcode : 20220

Business : Motorcycle Tires and Tubes Manufacturer

Registration Number : 0107557000179

Telephone : 0-33139284

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

Email : [contact@ndrubber.co.th](mailto:contact@ndrubber.co.th)

#### Total Shares Sold (shares)

Common Stock : 456,891,630

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2023	2024	2025
Total revenue from operations (Thousand baht)	836.28	918.13	937.00
Revenue from motorcycle tire (Thousand baht)	495.86	552.66	594.44
Revenue from motorcycle tube (Thousand baht)	137.08	177.36	142.78
Revenue from rubber parts (Thousand baht)	56.43	38.12	35.08
Revenue from battery and others (Thousand baht)	43.52	43.61	40.95
Other (Thousand baht)	103.39	106.38	123.75

	2023	2024	2025
Total revenue from operations (%)	100.00	100.00	100.00
Revenue from motorcycle tire (%)	59.29	60.19	63.44
Revenue from motorcycle tube (%)	16.39	19.32	15.24
Revenue from rubber parts (%)	6.75	4.15	3.74
Revenue from battery and others (%)	5.20	4.75	4.37
Other (%)	12.36	11.59	13.21

By Geographical Area or Market

	2023	2024	2025
Total revenue from operations (Thousand baht)	836.28	918.13	937.00
Domestic (Thousand baht)	401.62	349.70	594.00
International (Thousand baht)	434.66	568.43	343.00

	2023	2024	2025
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	48.02	38.09	63.39
International (%)	51.98	61.91	36.61

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

	2023	2024	2025
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)	2023	2024	2025
R&D expenses in the past 3 years	N/A	N/A	N/A

# Risk Management

# Risk Management

## Risk Factors (2.2)

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

### **Risk from market competition and new entrepreneur**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Competition risk

Remark : There are a lot of existing entrepreneurs in manufacturing of motorcycle tires and tubes, thus being conducive to intense competition especially in pricing. A key factor to success in manufacturing of motorcycle tires and tubes business is effective cost management and product quality standard, standard delivery on time and complete quantities in accordance with customer requirements and developing international service standard. The Company gives importance to its employees, an important resource in business operation, by offering reasonable compensation and providing regular training to enhance their knowledge, capability, and awareness in skill development.

### **Risk from reliance on a major supplier (Supply Chain)**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Reliance on large partners / distributors or few partners / distributors

Remark : The Company procures natural rubber from one major supplier with high volume enables the Company to receive a competitive price and rest assured of natural rubber supply in shortfall situation.

Nevertheless, the Company is in the process of searching for new suppliers who can allocate natural rubber with quality that meets the specified standards at a reasonable price to be alternative at least 2 sources. Prior to placing purchase orders, our staff will compare daily selling prices quoted by at least two suppliers and traders. Procurement decision is made based on factors such as nature of products, prices, lifetime, etc.

### **Risk from the volatility of raw material prices**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

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



Remark : The tire industry is one of the industries affected by oil prices because the raw materials of the tire industry are linked to the petroleum and petrochemical industries. If the price of crude oil in the world market is adjusted up or down, it will result in the price of raw materials increasing or decreasing as well. In addition, the price of natural rubber and synthetic rubber in the country will refer to the selling price in the world market that is traded with the US dollar, so the exchange rate of the Baht against the US dollar. As a result, it also influences the price of natural rubber and synthetic rubber in the country. In 2025, the average price of natural rubber the primary raw material for tires remained close to 2024 levels. This was driven by the global economic slowdown and the impact of the El Nino phenomenon, as well as rising global crude oil prices following increased demand in the manufacturing sector. Although selling prices in the tire industry can generally be adjusted in response to raw material costs, such adjustments cannot be implemented immediately due to market competition mechanisms, which require a certain lead time.

The Company has a policy to support fluctuations in raw material prices, the movement of raw material prices in the country and abroad is closely assessed. The direction of the price trend is analyzed and bring it to plan for ordering including the assessment of the Company's raw material demand in each period as well as considering importing raw materials from abroad in order for the Company to able to manage raw material procurement for maximum efficiency.

## Investment Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Strategic Risk

- New business risk

Remark : The Company still focuses on developing opportunities to expand into other business both in domestic and international, in order to grow the organization continuously in the long term. The strategy to expand investment might cause risk of return on investment which may not meet the target under economic conditions, environment, changes in laws or regulations of the investment country.

In this regard, the Company has a policy to invest in subsidiaries to operate supporting businesses in the Company's line of business and increase competitiveness. As of 31 December 2025, the Company's investment value in subsidiary is 581,504,632 Baht. In addition, the Company has appointed executives to serve as directors and executives in subsidiaries to participate in the administration closely and formulate important business policies and strategies including monitoring the operations of the subsidiary to ensure that it has implemented the policies set by the Company and reports the progress of the operation every quarter.

## Investment Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Strategic Risk

- New business risk

Remark : The Company still focuses on developing opportunities to expand into other business both in domestic and international, in order to grow the organization continuously in the long term. The strategy to expand investment might cause risk of return on investment which may not meet the target under economic conditions, environment, changes in laws or regulations of the investment country.

In this regard, the Company has a policy to invest in subsidiaries to operate supporting businesses in the Company's line of business and increase competitiveness. As of 31 December 2025, the Company's investment value in subsidiary is 581,504,632 Baht. In addition, the Company has appointed executives to serve as directors and executives in subsidiaries to participate in the administration closely and formulate important business policies and strategies including monitoring the operations of the subsidiary to ensure that it has implemented the policies set by the Company and reports the progress of the operation every quarter.

## Emerging Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Other

Remark : -Emerging risk that motorcycle manufacturers change to use tubeless tires (Tubeless "TL") From economic conditions and surveys of changing rider behavior, it was found that motorcycle manufacturer switch to use more new models entering into the market to use TL tires resulting in the reduce demand for motorcycle inner tubes. Therefore, the Company assigns the Export Sales to find new markets in undeveloped countries and continue to use more tires that still use tube types (TT") and focus on generating revenue by pushing more sales of TL tires to increase market share, including suspending investment in the production process of TT tires and tube production processes.

## Financial Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

Remark : -Risk from interest rate fluctuations  
The Company may be exposed to interest rate increases which impact on financing costs, financial position and business performance. The Company currently has a working capital both in short-term and long-term. The Company has a risk management policy by adding various of financial instruments to manage interest rate to be suitable for the nature of the business.

-Risk from foreign exchange rate  
The Company has costs of purchasing some raw materials from overseas suppliers or traders and recognize sales revenue in foreign currencies. Forward contracts will be executed in full amount with local commercial banks. In addition, the Company have foreign customers, therefore, a foreign currency bank account was opened to receive payment for goods and used to pay for raw materials that must be imported from abroad in order to hedge against foreign exchange risk that could affect its performance.

## Financial Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Financial Risk

- Liquidity risk

Remark : As company has continuously expanded its investment both extending the existing business and improving the production process to be an automation system, working capital is considered to be so important which might impact company liquidity. Though, the Company concerned on management planning focusing on investment in the way of varies financial instruments in raising funds from shareholders and investors, with working capital management in effective operations. Simultaneously, the Company continues to operate its business with full responsibility to creditors and financial institutions throughout the terms of compliance and loan agreement. From this reliability factor, financial institution allocated credit lines and loan facilities for business expansion or working capital.

### **Risk from delay in collection of payments or debts from customers**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

Remark : The Company has a policy to distribute products by granting credit terms to customers. The Company could be exposed from risk involved with customer payment for goods and services or their late payment of debt. The Company assigned Chief Financial Officer together with General Manager of Sales Department to consider and approve a credit line and credit term for new customers and review on existing, to monitor the follow-up and collection and decide on legal action accordingly. In addition, the Finance Department was assigned to expedite the follow-up of overdue debtors, consider stopping the sale when the debtor is unable to pay the debt according to the agreement, as well as consider litigation proceedings according to the law.

### **Risk from Information Technology**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Information security and cyber-attack

Remark : Due to the Company operations mainly rely on information technology system for moving the organization to support business strategies, and presently Cyber Threat is continuously developed and growing threat that is increasing in every organization. It may be impacting the credibility, the confidence of customers, and investors or may impact the business strategy. Thus, the Company has taken into consideration as a risk and find management measures to prevent such risks. Safety policy formulation on information technology systems and guidelines for the use of computers and the internet correctly and safely. Develop a system or program to monitor behavior and manage threats that attack. Regularly test and evaluate the protection system as well as creating a plan to respond to threats in the event of an attack and regular test the plan which covering access control, confidentiality within the organization, protect the integrity of information and build confidence that information systems are ready for business continuity by creating a backup system that can restore data quickly and accurately.

### **Safety, Health and Environment Risks**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Safety, occupational health, and working environment

Remark : The Company is aware of safety, health and environment from operation in business groups which lead to loss, injury, and illness which will affect disruption and business continuity including the impact on the community society and environment such as the risk of accidents from transportation, risks from factory and working at height. The Company has determined guidelines and operational standards to manage risks of safety, health and environment as follows:

To determine and announce the safety, health and environment policy to encourage employee to realize the importance of working under the policy of "Zero accidents at work, eliminate actions and environments that fall below safety, occupational health and working environment standard, will be eliminated".

Established Occupational Safety, Health and Environment Committee to manage all risks including take care of operating office in each area to prepare and respond to emergencies.

Organizing activities to promote health, good and safe environment in the workplace.

The Company has waste management system to prevent the impacts on environment and the community, for example, by waste segregation till the disposal of waste by reliable agency, provide a waste trap and grease and also wastewater analysis by external inspector.

Communicating and providing preventive information to all employees about health care, the use of equipment to prevent the spread of disease, report of risk areas and temperature measurement every time before entering the work area.

Follow up on risk management results through various risk indicators and report in Management Review Meeting and the Audit Committee for acknowledgement.

Organized a training program “JSA Find and Eliminate Occupational Hazards” so that employees can formulate preventive measures and correct the causes that may cause accidents to reduce the risk of work.

## Social Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Other

Remark : -Social and Community Risks

The Company realizes the importance of taking care of all groups of stakeholders and taking into account social and community risks such as human rights, social and environmental. The Company, therefore, assigned the General Manager of Human Resource and Administration Department to have a duty to supervise and take any related actions to enable the organization to comply with the policy on social, community and environmental responsibility as well as complying with the business ethics policy. The Company supports and promotes the development and continuous implementation of the good governance policy, cultivate a good consciousness in conducting business with social responsibility. Be honest, transparent, have an ethical practice. Carrying out legal compliance strict on rules and regulations related to the Company’s business operations. The Company does not support the act that violates any intellectual property or copyright together in against all forms of corruption. Give priority to basic human rights, fair practices, promote respect for rights and freedoms through non-discrimination, includes the freedom to give opinions without interference. Provide a communication channel for listening to opinions of stakeholders and a channel for receiving various complaints to the Company. There is policy to protect the whistleblowers in the organization.

## - Risk of Human Rights Violations in the Supply Chain

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Other

Remark : Risk of Human Rights Violations in the Supply Chain may cause consequences, for example, resulting in collaborative processes not going according to the plan, reputational damage in case of legal action or the Company may lose group of partners or important customers, etc. In order to mitigate this potential risk, the Company has established a Code of Conduct for executives, employees, business partners and customers to strictly adhere to and have a follow-up regularly. In case of violates actions found, there are channels through which such persons can file complaints . In addition, the Company has also established a Personal Data Protection Policy to comply with the law. In 2024, the Company has not received any complaints about human rights violations in the supply chain.

## Compliance Risk

**Risk Management Measures:** Yes

### Related Risk Topics

Compliance Risk

- Change in laws and regulations

Remark : The risk which is impacted from changes in relevant laws, and regulations from both domestic and foreign governments in which the Company invests. Changes in regulations and policies may cause the Company not be able to comply with the changes or incomplete which affect the reputation and image, financial and operational impact, competitiveness and investment. The Company has implemented risk management measures by monitoring changes in laws, regulations and policies to keep up with the situation and prepare to respond to changes in order to analyze appropriate strategies. There is a Good Corporate Governance Policy and Code of Conduct which is communicated to all employees to know and adhere. Changes are monitored through the Human Resources Department and Risk Management Committee. Establishing a legal database system and tracking changes so that all units can operate in accordance with the law related rules and regulations.

# Sustainable Development

# Sustainable Development

## Sustainability Management Policy and Targets (3.1)

### Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

## Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

URL of environmental policy and practice (if applicable) : <https://www.ndrubber.co.th/wp-content/uploads/2021/12/18-V02-%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%88%E0%B8%B1%E0%B8%94%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%AA%E0%B8%B4%E0%B9%88%E0%B8%87%E0%B9%81%E0%B8%A7%E0%B8%94%E0%B8%A5%E0%B9%89%E0%B8%AD%E0%B8%A1-TH.pdf>

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

• Fuel consumption

	2023	2024	2025
Diesel (Litres)	53,550.47	74,724.54	75,774.43
Gasoline (Litres)	5,218.80	835.64	294.02
Coal (Metric tonnes)	6,985.58	7,343.14	6,989.85

• Electricity consumption

	2023	2024	2025
Total electricity consumption within the organization (Kilowatt-Hours)	7,527,530.00	8,085,411.00	8,085,052.07

## Water management

### • Water consumption

	2023	2024	2025
Total water withdrawal (Cubic meters)	26,776.00	21,555.00	10,984.00

## Waste management

### • Waste from operations

	2023	2024	2025
Non-hazardous waste (Kilograms)	357,182.00	402,902.00	402,050.00
Hazardous waste (Kilograms)	19,430.00	45,025.00	25,270.00
<b>Total waste generated (Kilograms)</b>	<b>376,612.00</b>	<b>447,927.00</b>	<b>427,320.00</b>

## Greenhouse gas management

### • Greenhouse gas emissions

	2023	2024	2025
Scope 1 (Tons of carbon dioxide equivalents)	15,933.00	16,884.00	16,243.00
Scope 2 (Tons of carbon dioxide equivalents)	2,764.00	2,526.00	2,521.00
Scope 3 (Tons of carbon dioxide equivalents)	11,317.00	12,173.00	12,027.00
<b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b>	<b>30,014.00</b>	<b>31,583.00</b>	<b>30,791.00</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://www.ndrubber.co.th/wp-content/uploads/2021/12/4นโยบายด้านสิทธิมนุษยชน.pdf>

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

	2023	2024	2025
Number of male employees (Persons)	252	331	297
Number of female employees (Persons)	204	146	132
<b>Total number of employees (Persons)</b>	<b>456</b>	<b>477</b>	<b>429</b>

##### • Employee remuneration

	2023	2024	2025
Employee remuneration (baht)	97,887,767.87	111,354,357.52	111,324,483.46

##### • Employee development and training

	2023	2024	2025
Average employee training hours (Hours / Person / Year)	8.00	8.00	8.00
Employee development and training expenses (baht)	272,999.11	360,962.02	484,767.74

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

	2023	2024	2025
--	------	------	------

Total number of lost time injury incidents by employees (Cases)	9	8	6
--	---	---	---

• **Employee retention**

	2023	2024	2025
Percentage of employees who voluntarily resigned (%)	19.08	18.45	23.54

• **Significant labor dispute**

	2023	2024	2025
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.ndrubber.co.th/wp-content/uploads/2022/11/นโยบายการกำกับดูแลกิจการที่ดี-TH.pdf>

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

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

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

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

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

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

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

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

### Board of Directors (7.2)

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

	Number of persons	Percentage (%)
Total number of directors	9	100.00
Number of male directors	7	77.78
Number of female directors	2	22.22
Number of executive directors	2	22.22
Number of non-executive directors	7	77.78
Number of independent directors	3	33.33

#### 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. PONGSAK SWADWAN Gender: Male Age: 74 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)  Director type: Original director	14 May 2013	Personal Products & Pharmaceuticals, Home & Office Products, Packaging, Governance/ Compliance

2.	<p>Mrs. NITAYA SAMRITVANITCHA</p> <p>Gender: Female</p> <p>Age: 76 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Re-elected as director</p>	12 Feb 1998	<p>Automotive, Transportation &amp; Logistics, Negotiation, Strategic Management, Governance/ Compliance</p>
3.	<p>Ms. SIRADA JARUTAKANONT</p> <p>Gender: Female</p> <p>Age: 47 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Account</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	14 May 2013	<p>Accounting, Finance, Data Analysis, Governance/ Compliance, Business Administration</p>
4.	<p>Mr. TEERASAK SAWANGNET</p> <p>Gender: Male</p> <p>Age: 51 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	14 May 2013	<p>Automotive, Accounting, Finance, Internal Control, Governance/ Compliance</p>
5.	<p>Mr. KOVIT KRISTHANIN</p> <p>Gender: Male</p> <p>Age: 51 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	14 May 2013	<p>Insurance, Data Management, Internal Control, Commerce, Governance/ Compliance</p>

6.	Mr. CHAIYASIT SAMRITTIVANICHA Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	15 May 2014	Automotive, Accounting, Finance, Corporate Management, Governance/ Compliance
7.	Mr. MARCO LOW PENG KIAT LOW Gender: Male Age: 53 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Original director	2 Feb 2018	Automotive, Marketing, Accounting, Corporate Management, Governance/ Compliance
8.	Mr. BOONLAI JAMPARAT Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Mechanical Power Technology Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	29 Mar 2024	Automotive, Business Administration
9.	Mr. LOO JIEH SHENG Gender: Male Age: 43 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Additional and newly-appointed directors	23 Aug 2024	Law

## 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 : Yes

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. Ms. SIRADA JARUTAKANONT [1] Gender: Female Age: 47 years old Highest level of education: Doctoral degree Major: Account Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Original director	14 May 2013	Accounting, Finance, Data Analysis, Governance/ Compliance, Business Administration
2. Mr. TEERASAK SAWANGNET [1] Gender: Male Age: 51 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	14 May 2013	Automotive, Accounting, Finance, Internal Control, Governance/ Compliance

3.	Mr. KOVIT KRISTHANIN [1] Gender: Male Age: 51 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	14 May 2013	Insurance, Data Management, Internal Control, Commerce, Governance/ Compliance
----	--	--	-------------	--

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

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
the Nomination and Remuneration Committee	Ms. SIRADA JARUTAKANONT	Chairman
	Mr. TEERASAK SAWANGNET	Member
	Mr. CHAIYASIT SAMRITTIVANICHA	Member

### Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

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. CHAIYASIT SAMRITTIVANICHA Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Finance	MANAGING DIRECTOR	8 Jan 1997	Automotive, Accounting, Finance, Corporate Management, Governance/ Compliance
2. Ms. Kittayawan Kungmarerng [1][2] Gender: Female Age: 48 years old Highest level of education: Bachelor's degree Major: Accounting	General Manager, Finance & Accounting Department	1 Jun 2023	Accounting, Finance

[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) : 297

Number of female employees (persons) : 132

**Total number of employees (persons)** : 429

## Employee Remuneration

Total employee remuneration : 111,324,483.46

## Provident fund

Total number of employees (persons) : 429

Number of employees contributing to the PVD (persons) : 88

Percentage of employees who are members (%) : 20.51

## 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. Krittayakan Kungmarerng	krittayakan.kg@ndrubber.co.th	

##### • Company secretary

General information	Email	Telephone
1. Ms. Watcharaporn Wongmak	watcharaporn.wk@ndrubber.co.th	

##### • Head of internal audit

General information	Email	Telephone
1. Ms. Boonnee Kusolsopit	boonnee@bkia.co.th	

**Company's auditor**

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. C&A AUDIT OFFICE COMPANY LIMITED	<p>1. Mr THARED SANTATIWONGCHAI Email: E.cna@cnaaudit.com Telephone: -</p> <p>2. Mr NITEEPONG TECHAMONTRIKUL Email: E.cna@cnaaudit.com Telephone: -</p> <p>3. Mrs CHINTANA TECHAMONTRIKUL Email: E.cna@cnaaudit.com Telephone: -</p>	1,840,000.00	-

# Performance Report on Corporate Governance

# Performance Report on Corporate Governance

## Summary of Director Performance (8.1)

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

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

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

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. NITAYA SAMRITVANITCHA Gender: Female Age: 76 years old Highest level of education: Below a bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 12 Feb 1998	Automotive, Transportation & Logistics, Negotiation, Strategic Management, Governance/ Compliance
2. Mr. KOVIT KRISTHANIN Gender: Male Age: 51 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 14 May 2013	Insurance, Data Management, Internal Control, Commerce, Governance/ Compliance
3. Mr. CHAIYASIT SAMRITTIVANICHA Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 15 May 2014	Automotive, Accounting, Finance, Corporate Management, Governance/ Compliance

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

General information	Position	Date position was assumed	Experience and expertise
1. Mr. BOONLAI JAMPARAT Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Mechanical Power Technology Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 29 Mar 2024	Automotive, Business Administration

• List of newly appointed director (not being replaced the ex-director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. LOO JIEH SHENG Gender: Male Age: 43 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: No	Director (Non-executive)  Director type: Additional and newly-appointed directors	Date position was assumed: 23 Aug 2024	Law

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PONGSAK SWADWAN	Chairman of the board	Non-participating
Mrs. NITAYA SAMRITVANITCHA	Director	Non-participating
Ms. SIRADA JARUTAKANONT	Director	Non-participating
Mr. TEERASAK SAWANGNET	Director	Non-participating
Mr. KOVIT KRISTHANIN	Director	Non-participating
Mr. CHAIYASIT SAMRITTIVANICHA	Director	Non-participating



Mr. MARCO LOW PENG KIAT LOW	Director	Non-participating
Mr. BOONLAI JAMPARAT	Director	Non-participating
Mr. LOO JIEH SHENG	Director	Non-participating

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

### Meeting attendance of the board of directors

Number of board meetings (times) : 6

Date of AGM meeting : 28 Apr 2025

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. PONGSAK SWADWAN (Chairman of the board)	-	0/6	Non-participating	Did not hold the meeting
2. Mrs. NITAYA SAMRITVANITCHA (Director)	-	1/6	Non-participating	Did not hold the meeting
3. Ms. SIRADA JARUTAKANONT (Director)	-	6/6	Participating	Did not hold the meeting
4. Mr. TEERASAK SAWANGNET (Director)	-	6/6	Participating	Did not hold the meeting
5. Mr. KOVIT KRISTHANIN (Director)	-	6/6	Participating	Did not hold the meeting
6. Mr. CHAIYASIT SAMRITTIVANICHA (Director)	-	6/6	Participating	Did not hold the meeting
7. Mr. MARCO LOW PENG KIAT LOW (Director)	-	6/6	Non-participating	Did not hold the meeting
8. Mr. BOONLAI JAMPARAT (Director)	-	6/6	Participating	Did not hold the meeting
9. Mr. LOO JIEH SHENG (Director)	-	6/6	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. PONGSAK SWADWAN (Chairman of the board)	-	0.00	0.00	No
2.	Mrs. NITAYA SAMRITVANITCHA (Director)	-	20,000.00	0.00	No
3.	Ms. SIRADA JARUTAKANONT (Director)	-	170,000.00	0.00	No
4.	Mr. TEERASAK SAWANGNET (Director)	-	100,000.00	0.00	No
5.	Mr. KOVIT KRISTHANIN (Director)	-	100,000.00	0.00	No
6.	Mr. CHAIYASIT SAMRITTIVANICHA (Director)	-	0.00	0.00	No
7.	Mr. MARCO LOW PENG KIAT LOW (Director)	-	100,000.00	0.00	No
8.	Mr. BOONLAI JAMPARAT (Director)	-	0.00	0.00	No
9.	Mr. LOO JIEH SHENG (Director)	-	100,000.00	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.	Ms. SIRADA JARUTAKANONT (Chairman of the audit committee)	-	4/4
2.	Mr. TEERASAK SAWANGNET (Audit committee)	-	4/4
3.	Mr. KOVIT KRISTHANIN (Audit committee)	-	4/4