



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2023



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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 : COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED

Symbol : COMAN

Address : 161 Soi Sukhumvit 55 (Thong Lor), Klongtan Nua, Wattana

Province : Bangkok

Postcode : 10110

Business : COMAN conducts its core business as a developer of software for sale and installation. Software developed is registered as The Company's intellectual property under Comanche Hotel Software and Data Base with the Department of Intellectual Property. The Company offers installation services at client sites, holds training programs, and conducts after-sales services for its clients by giving advice and conducting maintenance services and other related services. Currently, The Company puts its focus on developing ready-made software in the tourism industry such as software used in hotels and serviced apartments.

Registration Number : 0107559000273

Telephone : 0-2120-6252

Website : <http://investor.comancheinternational.com>

Email : ir@comancheinternational.com

Total Shares Sold (shares)

Common Stock : 134,000,000

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)	107,427.80	75,867.39	303,120.47
Revenue from sales and rendering services and related maintenance by Comanche (Thousand baht)	41,731.05	54,658.63	16,542.00
Revenue from sales and rendering services and related maintenance by Win Star Tech (Thousand baht)	1,098.35	1,256.71	36,439.52
Revenue from sales and rendering services and related maintenance by Roomz (Thousand baht)	0.00	0.00	0.00
Revenue from digital currency mining by Coman Crypto (Thousand baht)	2,611.15	19,952.04	0.02
Fuel service station by BT Grand Petroleum (Thousand baht)	0.00	0.00	235,366.93
Non-alcoholic drinks in the store by BT Bowtipcoffee (Thousand baht)	0.00	0.00	8,109.84
Convenience stores by BT Bowtiwaratree (Thousand baht)	0.00	0.00	6,592.27
Other (Thousand baht)	61,987.25	0.01	69.89

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Revenue from sales and rendering services and related maintenance by Comanche (%)	38.85	72.04	5.46
Revenue from sales and rendering services and related maintenance by Win Star Tech (%)	1.02	1.66	12.02
Revenue from sales and rendering services and related maintenance by Roomz (%)	0.00	0.00	0.00
Revenue from digital currency mining by Coman Crypto (%)	2.43	26.30	0.00
Fuel service station by BT Grand Petroleum (%)	0.00	0.00	77.65
Non-alcoholic drinks in the store by BT Bowtipcoffee (%)	0.00	0.00	2.68
Convenience stores by BT Bowtiwaratree (%)	0.00	0.00	2.17
Other (%)	57.70	0.00	0.02

By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	107,427.80	75,867.39	303,120.47
Domestic (Thousand baht)	102,804.09	71,015.16	266,989.48
International (Thousand baht)	4,623.71	4,852.23	36,130.99

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	95.70	93.60	88.08
International (%)	4.30	6.40	11.92

Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	6,076.77	13,918.39	5,327.72
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	6,076.77	13,918.39	5,327.72

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	497.40	0.00	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 Digital Assets

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Government policy
- Changes in technologies

Risk from Export

Risk Management Measures: No

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Government policy
- Pandemic risk

Risks from investing in other companies

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Economic risk
- New business risk

The Risk related to personnel

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Reliance on employees in key positions

Risk to Securities Holder (2.2.2)

Risks to securities holders' investments

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 : <http://investor.comancheinternational.com/wp-content/uploads/2023/03/10.%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%9E%E0%B8%B1%E0%B8%92%E0%B8%99%E0%B8%B2%E0%B8%AD%E0%B8%A2%E0%B9%88%E0%B8%B2%E0%B8%87%E0%B8%A2%E0%B8%B1%E0%B9%88%E0%B8%87%E0%B8%A2%E0%B8%B7%E0%B8%99.pdf>

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <http://investor.comancheinternational.com/wp-content/uploads/2023/03/9.%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%94%E0%B9%89%E0%B8%B2%E0%B8%99%E0%B8%84%E0%B8%A7%E0%B8%B2%E0%B8%A1%E0%B8%A2%E0%B8%B1%E0%B9%88%E0%B8%87%E0%B8%A2%E0%B8%B7%E0%B8%99%E0%B9%83%E0%B8%99%E0%B8%A1%E0%B8%B4%E0%B8%95%E0%B8%B4%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.pdf>

Company environmental guideline : Electricity Management, Water Management, Waste 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)	371,934.00	35,028.00	8,894.00

Water management

• Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	1,610.40	118.80	252.00

Waste management

• Waste from operations

	2021	2022	2023
Total waste generated (Kilograms)	0.00	0.00	0.00

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)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

• 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 : <http://investor.comancheinternational.com/wp-content/uploads/2023/03/8.%E0%B8%A1%E0%B8%B2%E0%B8%95%E0%B8%A3%E0%B8%B2%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B9%81%E0%B8%88%E0%B9%89%E0%B8%87%E0%B9%80%E0%B8%9A%E0%B8%B2%E0%B8%B0%E0%B9%81%E0%B8%AA-1.pdf>

Company human right guideline : Employee Rights

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)	59	4	19
Number of female employees (Persons)	63	1	25
Total number of employees (Persons)	122	5	44

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	38,344,404.12	11,921,840.58	13,541,037.50

• Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	7.60	54.00	0.00
Employee development and training expenses (baht)	6,671.03	107,214.26	0.00

• Health, safety and work environment

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	0	0	0

• Employee retention

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	N/A	20.00	61.36

• 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 : http://investor.comancheinternational.com/wp-content/uploads/2021/11/cgmanual_2017_q5.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

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	6	100.00
Number of male directors	6	100.00
Number of female directors	0	0.00
Number of executive directors	2	33.33
Number of non-executive directors	4	66.67
Number of independent directors	3	50.00

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. SOONTHORN PIBULCHAROENSIT Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Psychology Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	23 Apr 2021	Business Administration, Strategic Management, Information & Communication Technology, Governance/ Compliance, Corporate Management

2.	Mr. SOMCHAI WONGSABSIN Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	23 Apr 2021	Accounting, Risk Management, Audit, Business Administration, Finance, Information & Communication Technology, Law, Governance/ Compliance, Corporate Management
3.	Mr. WASAWAT PRASERTSIN Gender: Male Age: 39 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	22 Apr 2022	Law, Finance, Strategic Management, Corporate Management
4.	Mr. EKACHAI PANITAUMNUAYSUK Gender: Male Age: 32 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	11 Nov 2022	Engineering, Governance/ Compliance, Corporate Management, Information & Communication Technology
5.	Mr. TANANRAT SRIDUANG Gender: Male Age: 42 years old Highest level of education: Below a bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Newly appointed director to replace ex-director	24 Feb 2023	Business Administration, Strategic Management, Information & Communication Technology, Governance/ Compliance

6.	Mr. NAPHON BORIBOON Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Faculty of Community Development Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	11 Aug 2023	Business Administration, Strategic Management, Corporate Management
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List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. UMMARIT KLOMCHITCHAROEN Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive)	Date position was assumed: 11 Aug 2022 Date directorship ended: 13 Feb 2023	Mr. TANANRAT SRIDUANG Date position was assumed: 24 Feb 2023
2. Mr. KUMPOL BURIYAMEATHAGUL Gender: Male Age: 45 years old Highest level of education: Doctoral degree Major: Computer Science Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 14 May 2021 Date directorship ended: 12 May 2023	Mr. NAPHON BORIBOON Date position was assumed: 11 Aug 2023

Other Information pertaining to committees

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

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SOMCHAI WONGSABSIN [1] Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	23 Apr 2021	Accounting, Risk Management, Audit, Business Administration, Finance, Information & Communication Technology, Law, Governance/ Compliance, Corporate Management
2. Mr. SOONTHORN PIBULCHAROENSIT Gender: Male Age: 52 years old Highest level of education: Doctoral degree Major: Psychology Management Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	23 Apr 2021	Business Administration, Strategic Management, Information & Communication Technology, Governance/ Compliance, Corporate Management
3. Mr. EKACHAI PANITAUMNUAYSUK Gender: Male Age: 32 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	11 Nov 2022	Engineering, Governance/ Compliance, Corporate Management, Information & Communication Technology

[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. WASAWAT PRASERTSIN Gender: Male Age: 39 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	10 Nov 2023
2. Mr. TANANRAT SRIDUANG Gender: Male Age: 42 years old Highest level of education: Below a bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	10 Nov 2023
3. Ms. Laddawan Janoudon Gender: Female Age: 31 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	10 Nov 2023

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. SOONTHORN PIBULCHAROENSIT	Chairman
	Mr. WASAWAT PRASERTSIN	Member
	Mr. EKACHAI PANITAUMNUAYSUK	Member

Risk Management Committee	Mr. SOMCHAI WONGSABSIN	Chairman
	Mr. EKACHAI PANITAUMNUAYSUK	Member
	Mr. TANANRAT SRIDUANG	Member
Corporate Governance Committee	Mr. SOMCHAI WONGSABSIN	Chairman
	Mr. WASAWAT PRASERTSIN	Member

Roles of Sub-committees

Sub-committees responsible for risk management	: Risk Management Committee
Sub-committees responsible for nomination	: Nomination and Remuneration Committee
Sub-committees responsible for remuneration	: Nomination and Remuneration Committee
Sub-committees responsible for corporate governance	: Corporate Governance Committee
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. WASAWAT PRASERTSIN Gender: Male Age: 39 years old Highest level of education: Bachelor's degree Major: Law	CHIEF EXECUTIVE OFFICER	22 Feb 2022	Law, Finance, Strategic Management, Corporate Management
2. Ms. Laddawan Janoudon [2] Gender: Female Age: 31 years old Highest level of education: Bachelor's degree Major: Accounting	Accounting and Finance Manager	9 Jan 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)

Remuneration policy for executives

Remuneration policy for executives : Yes

Remuneration

	2021	2022	2023
Total executive remuneration (baht)	9,462,574.00	4,114,894.00	4,332,883.00

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 19

Number of female employees (persons) : 25

Total number of employees (persons) : 44

Employee Remuneration

Total employee remuneration : 13,541,037.50

Provident fund

Total number of employees (persons) : 44

Number of employees contributing to the PVD (persons) : 5

Remark : Provident funds are available only to public companies, have 6 employee.

Percentage of employees who are members (%) : 83.30

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. TANANRAT SRIDUANG Gender: Male Age: 42 years old Highest level of education: Below a bachelor'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: 24 Feb 2023	Business Administration, Strategic Management, Information & Communication Technology, Governance/ Compliance
2. Mr. NAPHON BORIBOON Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Faculty of Community Development Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Newly appointed director to replace ex-director	Date position was assumed: 11 Aug 2023	Business Administration, Strategic Management, Corporate Management

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. SOONTHORN PIBULCHAROENSIT	Director	Non-participating
Mr. SOMCHAI WONGSABSIN	Director	Non-participating
Mr. WASAWAT PRASERTSIN	Director	Participating

Mr. EKACHAI PANITAUMNUAYSUK	Director	Non-participating
Mr. TANANRAT SRIDUANG	Director	Participating
Mr. NAPHON BORIBOON	Director	Non-participating
Mr. UMMARIT KLOMCHITCHAROEN	Chairman of the board	Non-participating
Mr. KUMPOL BURIYAMEATHAGUL	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) : 4

Date of AGM meeting : 21 Apr 2023

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. SOONTHORN PIBULCHAROENSIT (Director)	-	4/4	Participating	Did not hold the meeting
2.	Mr. SOMCHAI WONGSABSIN (Director)	-	4/4	Participating	Did not hold the meeting
3.	Mr. WASAWAT PRASERTSIN (Director)	-	4/4	Participating	Did not hold the meeting
4.	Mr. EKACHAI PANITAUMNUAYSUK (Director)	-	4/4	Participating	Did not hold the meeting
5.	Mr. TANANRAT SRIDUANG (Director)	-	3/3	Participating	Did not hold the meeting

6.	Mr. NAPHON BORIBOON (Director)	-	1/1	Non-participating	Did not hold the meeting
7.	Mr. UMMARIT KLOMCHITCHAROEN (Chairman of the board)	13 Feb 2023	0/0	Non-participating	Did not hold the meeting
8.	Mr. KUMPOL BURIYAMEATHAGUL (Director)	12 May 2023	2/2	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. SOONTHORN PIBULCHAROENSIT (Director)	-	150,000.00	N/A	No
2.	Mr. SOMCHAI WONGSABSIN (Director)	-	140,000.00	N/A	No
3.	Mr. WASAWAT PRASERTSIN (Director)	-	90,000.00	N/A	No
4.	Mr. EKACHAI PANITAUMNUAYSUK (Director)	-	120,000.00	N/A	No
5.	Mr. TANANRAT SRIDUANG (Director)	-	45,000.00	N/A	No
6.	Mr. NAPHON BORIBOON (Director)	-	15,000.00	N/A	No
7.	Mr. UMMARIT KLOMCHITCHAROEN (Chairman of the board)	13 Feb 2023	0.00	N/A	No
8.	Mr. KUMPOL BURIYAMEATHAGUL (Director)	12 May 2023	45,000.00	N/A	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. SOMCHAI WONGSABSIN (Chairman of the audit committee)	-	4/4
2.	Mr. SOONTHORN PIBULCHAROENSIT (Audit committee)	-	4/4
3.	Mr. EKACHAI PANITAUMNUAYSUK (Audit committee)	-	4/4