

Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

RS PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022

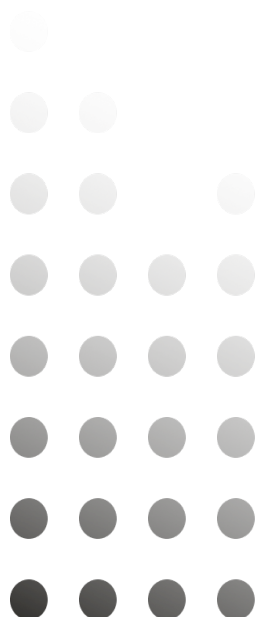


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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : RS PUBLIC COMPANY LIMITED

Symbol : RS

Address : 27 RS Group Bldg., Tower A, Prasert-Manukitch Road, Sena Nikhom, Chatuchak

Province : Bangkok

Postcode : 10900

Business : The Company operates a commerce business that provides contents and powerful entertainment as well as sells products. This includes establishing a system to analyze customer data and a telemarketing system.

Registration Number : 0107546000016

Telephone : 0-2037-8888

Website : <http://www.rs.co.th>

Email : cs@rs.co.th

Total Shares Sold (shares)

Common Stock : 972,496,946

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	3,774,163.71	3,572,833.39	3,532,754.62
Commerce Business (Thousand baht)	2,381,755.51	2,263,428.22	1,714,518.23
Media Business (Thousand baht)	1,148,161.69	1,078,671.56	1,421,863.12
Music and Other Business (Thousand baht)	244,246.51	230,733.61	396,373.27

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Commerce Business (%)	63.11	63.35	48.53
Media Business (%)	30.42	30.19	40.25
Music and Other Business (%)	6.47	6.46	11.22

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	3,774,163.71	3,572,833.39	3,532,754.62
Domestic (Thousand baht)	3,774,163.71	3,572,833.39	3,532,754.62
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

*Excluding the profit margins in the associated companies

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)	2020	2021	2022
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)

Risks of reliance on Original Equipment Manufacturer (OEM)

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

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

Risks of investment in Business Expansion.

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Compliance Risk

- Change in laws and regulations

Financial Risk

- Fluctuation in return on assets or investment

Risks of high competition in media industry.

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Risks of commerce platform.

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Changes in technologies

Risks of consumption safety.

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Product obsolescence

Risks of distribution and inventory management.

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Business operations of partners in the supply chain

Risks of liquidity and sources of funding to support business plan.

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding

Risks of media business law.

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations

Risks of the concession extension of Radio Business

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations

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://www.rs.co.th/th/sustainability/>

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://www.rs.co.th/th/sustainability/#Planet>

Company environmental guideline : Electricity 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

	2020	2021	2022
Diesel (Litre)	N/A	N/A	54,170.00
Gasoline (Litre)	N/A	N/A	57,708.00
LPG (Kilogram)	N/A	N/A	3,600.00

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	4,995,900.00	5,217,300.00	5,374,800.00

Water management

• Water consumption

	2020	2021	2022
Water consumption (cubic meters)	44,090.00	44,227.00	42,152.00

Waste management

• Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	4,000.00	4,100.00	69,000.00
Total (kg)	4,000.00	4,100.00	69,000.00

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	3,027,213.48
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	284,285.44
Scope 2 (Tons of carbon dioxide equivalents)	2,497,450.41	2,608,128.27	2,686,862.52
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	56,065.52
Total (Tons of carbon dioxide equivalents)	2,497,450.41	2,608,128.27	3,027,213.48

• 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 : Yes

URL of human rights policy : https://www.rs.co.th/category/policies_corporate_documents/

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

	2020	2021	2022
Number of male employees (persons)	572	529	560
Number of female employees (persons)	807	755	796
Total (persons)	1,379	1,284	1,356

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	781,060,000.00	872,856,287.00	922,638,734.00

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	30	30	10
Employee development and training expenses (baht)	280,092.01	191,998.34	965,341.15

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	0	0

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	14.14	24.14	13.42

• **Significant labor dispute**

	2020	2021	2022
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

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	6	75.00
Number of female directors	2	25.00
Number of executive directors	4	50.00
Number of non-executive directors	4	50.00
Number of independent directors	3	37.50

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. Mr. SURACHAI CHETCHOTISAK Gender: Male Age: 60 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Original director	15 Jan 2003	Risk Management, IT Management, Marketing, Strategic Management, Human Resource Management, Leadership

2.	Mrs. PORNPAN TECHARUNGCHAIKUL Gender: Female Age: 52 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	21 Apr 2004	Strategic Management, Risk Management, Human Resource Management, Marketing, Accounting, Commerce, IT Management, Leadership, Finance
3.	Mr. WITTAWAT WETCHABUTSAKORN Gender: Male Age: 44 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	31 Jan 2020	Risk Management, Finance, Accounting, Strategic Management, Leadership, Economics, Governance/ Compliance, Budgeting, Negotiation
4.	Mr. PHISIT DACHANABHIROM Gender: Male Age: 81 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	19 Feb 2007	Law, Strategic Management, Risk Management, Human Resource Management, IT Management, Audit, Marketing, Finance, Corporate Social Responsibility, Accounting, Leadership, Commerce
5.	Mr. DANAISIDH PESLAPUNT Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	30 Jul 2008	Law

6.	Mr. SORAT VANICHVARAKIJ Gender: Male Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	14 Nov 2012	Strategic Management, Human Resource Management, Marketing, Finance, Accounting, Risk Management, Corporate Social Responsibility, Leadership
7.	Mrs. WANSUDA THANASARANART Gender: Female Age: 71 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	20 Jan 2016	Marketing, Corporate Social Responsibility, Finance, Accounting
8.	Mr. SUPAKIT ASSAVACHAI Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Additional and newly-appointed directors	30 Jun 2021	Accounting

List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. DANAISIDH PESLAPUNT Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 30 Jul 2008 Date directorship ended: 15 Dec 2022	No replacement director

Other Information pertaining to committees

The Chairman is an independent director : No

The Chairman and the manager are the same person : Yes

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. Mr. PHISIT DACHANABHIROM [1] Gender: Male Age: 81 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	26 Feb 2007	Law, Strategic Management, Risk Management, Human Resource Management, IT Management, Audit, Marketing, Finance, Corporate Social Responsibility, Accounting, Leadership, Commerce
2. Mrs. WANSUDA THANASARANART [1] Gender: Female Age: 71 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	13 Jan 2016	Marketing, Corporate Social Responsibility, Finance, Accounting
3. Mr. SUPAKIT ASSAVACHAI Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Additional and newly-appointed directors	30 Jun 2021	Accounting

[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. SURACHAI CHETCHOTISAK Gender: Male Age: 60 years old Highest level of education: Honorary degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	15 Jan 2003
2. Mrs. PORNPAN TECHARUNGCHAIKUL Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	21 Apr 2004
3. Mr. WITTAWAT WETCHABUTSAKORN Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	31 Jan 2020

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. PHISIT DACHANABHIROM	Chairman
	Mrs. WANSUDA THANASARANART	Member
	Mr. SUPAKIT ASSAVACHAI	Member

Risk Management Committee	Mrs. PORNPAN TECHARUNGCHAIKUL	Chairman
	Mr. WITTAWAT WETCHABUTSAKORN	Member
Corporate Governance and Sustainable Development Committee	Mr. WITTAWAT WETCHABUTSAKORN	Chairman
	Ms. Kunchanya Karuhade	Member
	Mr. Parin Fuangvut	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 and Sustainable Development Committee
Sub-committees responsible for corporate sustainability development	: Corporate Governance and Sustainable Development Committee

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. SURACHAI CHETCHOTISAK Gender: Male Age: 60 years old Highest level of education: Honorary degree Major: Business Administration	CHIEF EXECUTIVE OFFICER	17 Apr 1992	Risk Management, IT Management, Marketing, Strategic Management, Human Resource Management, Leadership
2. Mr. WITTAWAT WETCHABUTSAKORN [1] Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer	31 Jan 2020	Risk Management, Finance, Accounting, Strategic Management, Leadership, Economics, Governance/ Compliance, Budgeting, Negotiation
3. Mrs. PORNPAN TECHARUNGCHAIKUL Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Business Administration	Chief Commercial Officer	21 Apr 2004	Strategic Management, Risk Management, Human Resource Management, Marketing, Accounting, Commerce, IT Management, Leadership, Finance
4. Ms. Kunchanya Karuhade Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Management	Chief of People Officer	11 Dec 2019	Human Resource 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

	2020	2021	2022
Total executive remuneration (baht)	53.55	60.65	122.60

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) : 560

Number of female employees (persons) : 796

Total (persons) : 1,356

Employee Remuneration

Total employee remuneration : 922,638,734.00

Provident fund

Total number of employees (persons) : 1,356

Number of employees contributing to the PVD (persons) : 741

Percentage of employees who are members (%) : 54.65

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Mrs. Nuansong Limpanaruk	info@rs.co.th	0 2037 8888

- Company secretary

General information	Email	Telephone
1. Mrs. Pornpan Techarungchaikul	cs@rs.co.th	0 2037 8888

- Head of internal audit

General information	Email	Telephone
1. Mr. Prot Jaimsuwan	info@rs.co.th	0 2037 8888

- Head of compliance unit

General information	Email	Telephone
1. Ms. Pimrumpa Chanphongsri	cs@rs.co.th	0 2037 8122

• Head of investor relations

General information	Email	Telephone
1. Mr. Wacharapong Leethochawalit	ir@rs.co.th	0 2037 8126

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. PRICEWATERHOUSECOOPERS ABAS COMPANY LIMITED	1. Mr. Sa-nga Chokenitisawat Email: info@rs.co.th Telephone: - 2. Mr. Krit Chatchavalwong Email: info@rs.co.th Telephone: - 3. Mr. Kan Tanthawirat Email: info@rs.co.th Telephone: -	10,252,000.00	Details: Non-Audit fee Total service fee (baht): 150,000.00

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 newly appointed director (not being replaced the ex-director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SUPAKIT ASSAVACHAI Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Additional and newly-appointed directors	Date position was assumed: 30 Jun 2021	Accounting

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. SURACHAI CHETCHOTISAK	Chairman of the board	N/A
Mrs. PORNPAN TECHARUNGCHAIKUL	Director	N/A
Mr. WITTAWAT WETCHABUTSAKORN	Director	Participating
Mr. PHISIT DACHANABHIROM	Director	N/A
Mr. DANAISIDH PESLAPUNT	Director	N/A
Mr. SORAT VANICHVARAKIJ	Director	N/A
Mrs. WANSUDA THANASARANART	Director	N/A
Mr. SUPAKIT ASSAVACHAI	Director	N/A

Directors' performance assessment

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

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 8

Date of AGM meeting : 25 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. SURACHAI CHETCHOTISAK (Chairman of the board)	-	8/8	Participating	Did not hold the meeting
2. Mrs. PORNPAN TECHARUNGCHAIKUL (Director)	-	8/8	Participating	Did not hold the meeting
3. Mr. WITTAWAT WETCHABUTSAKORN (Director)	-	8/8	Participating	Did not hold the meeting
4. Mr. PHISIT DACHANABHIROM (Director)	-	7/8	Participating	Did not hold the meeting
5. Mr. DANAISIDH PESLAPUNT (Director)	-	8/8	Participating	Did not hold the meeting
6. Mr. SORAT VANICHVARAKIJ (Director)	-	8/8	Participating	Did not hold the meeting
7. Mrs. WANSUDA THANASARANART (Director)	-	8/8	Participating	Did not hold the meeting
8. Mr. SUPAKIT ASSAVACHAI (Director)	-	8/8	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. SURACHAI CHETCHOTISAK (Chairman of the board)	-	240,000.00	N/A	No
2.	Mrs. PORNPAN TECHARUNGCHAIKUL (Director)	-	200,000.00	N/A	No
3.	Mr. WITTAWAT WETCHABUTSAKORN (Director)	-	200,000.00	N/A	No
4.	Mr. PHISIT DACHANABHIROM (Director)	-	1,360,000.00	N/A	No
5.	Mr. DAN AISIDH PESLAPUNT (Director)	-	175,000.00	N/A	No
6.	Mr. SORAT VANICHVARAKIJ (Director)	-	200,000.00	N/A	No
7.	Mrs. WANSUDA THANASARANART (Director)	-	1,140,000.00	N/A	No
8.	Mr. SUPAKIT ASSAVACHAI (Director)	-	1,140,000.00	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) : 5

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. PHISIT DACHANABHIROM (Chairman of the audit committee)	-	5/5
2.	Mrs. WANSUDA THANASARANART (Audit committee)	-	5/5
3.	Mr. SUPAKIT ASSAVACHAI (Audit committee)	-	5/5