



# **Annual Registration Statement / Annual Report**

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

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

**RPCG 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 : RPCG PUBLIC COMPANY LIMITED

Symbol : RPC

Address : No. 86/2 Sammakorn Place, Ramkhamhaeng Road, Saphansoong

Province : Bangkok

Postcode : 10240

Business : RPCG acts as the holding company, accompany with its fuel-retailing (former) business with the refined capacity of 17,000 Barrel per Day and one depot for the distribution of High Speed Diesel, 91 RON Gasoline, Gasohol 91, Gasohol 95, Gasohol E85, Chemicals and Fuel Oil including retail marketing.

Registration Number : 0107546000202

Telephone : 0-2372-3600

Fax (if applicable) : 0-2372-3327

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

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

Total Shares Sold (shares)

Common Stock : 1,304,664,125

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2020	2021	2022
Total (Thousand baht)	4,155.22	5,480.09	7,822.56
Energy Business (Thousand baht)	4,155.22	5,480.09	7,822.56

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Energy Business (%)	100.00	100.00	100.00

#### By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	4,155.22	5,480.09	7,822.56
Domestic (Thousand baht)	4,155.22	5,480.09	7,822.56
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

## 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	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 fluctuation of refined oil prices**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

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

### Risk to Securities Holder (2.2.2)

**The ability to pay dividends**

**Risk Management Measures:** No

**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://rpc-th.listedcompany.com/misc/cg/20230314-rpc-sustainability-policy-th.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 : <https://rpc-th.listedcompany.com/misc/cg/20230314-rpc-sustainability-policy-th.pdf>

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

##### Greenhouse gas management

###### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	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
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	N/A

- **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 : No

### 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)	292	312	327
Number of female employees (persons)	435	449	508
<b>Total (persons)</b>	<b>727</b>	<b>761</b>	<b>835</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	137,084,139.00	150,422,178.00	173,115,356.00

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	10	13	16
Employee development and training expenses (baht)	343,191.00	588,711.00	903,295.00

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

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	1	0	0

##### • Employee retention

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	121.73	111.96	132.93

• 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

Company website on corporate governance policy : [https://rpc-th.listedcompany.com/corporate\\_governance.html](https://rpc-th.listedcompany.com/corporate_governance.html)

#### 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	5	71.43
Number of female directors	2	28.57
Number of executive directors	1	14.29
Number of non-executive directors	6	85.71
Number of independent directors	3	42.86

#### 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. SATJA JANETUMNUGUL Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive)  Director type: Re-elected as director	25 Feb 2011	Strategic Management, Leadership

2.	Mr. SUPAPONG KRISHNAKAN Gender: Male Age: 66 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Original director	27 Jan 1995	Petrochemicals & Chemicals, Energy & Utilities, Strategic Management, Data Management, Change Management, Risk Management, Human Resource Management, Corporate Management, Project Management, Budgeting, Data Analysis, Design, Finance, Negotiation, Sustainability, Corporate Social Responsibility, Agribusiness, Leadership, Economics, Mining
3.	Mr. SUTHUD KHANCHAROENSUK Gender: Male Age: 64 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	1 Nov 1996	Finance, Finance & Securities
4.	Mr. PRASIT DHEERARATBONGKOT Gender: Male Age: 67 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	16 Feb 2015	Law, Strategic Management, Risk Management, Corporate Management, Project Management, Budgeting, Audit, Data Analysis, Finance, Negotiation, Procurement, Internal Control, Governance/ Compliance, Accounting, Leadership, Energy & Utilities, Commerce, Engineering, Economics
5.	Ms. PANICHA PONGSIVAPAI Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	12 Sep 2016	Law, Finance, Food & Beverage

6.	Mr. TAWAT UNGSUPRASERT Gender: Male Age: 76 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Original director	16 Jul 2020	Property Development, Petrochemicals & Chemicals, Paper & Printing Materials, Property Fund & REITs, Brand Management, Marketing, Agribusiness, Packaging, Energy & Utilities
7.	Ms. PORDEE KHANISTANAN Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	17 Dec 2021	Finance, Negotiation

#### 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. PRASIT DHEERARATBONGKOT [1] Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	11 Aug 2015	Law, Strategic Management, Risk Management, Corporate Management, Project Management, Budgeting, Audit, Data Analysis, Finance, Negotiation, Procurement, Internal Control, Governance/ Compliance, Accounting, Leadership, Energy & Utilities, Commerce, Engineering, Economics
2.	Ms. PANICHA PONGSIVAPAI Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	12 Sep 2016	Law, Finance, Food & Beverage
3.	Ms. PORDEE KHANISTANAN Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	17 Dec 2021	Finance, Negotiation

[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
Audit Committee	Mr. PRASIT DHEERARATBONGKOT	Chairman
	Ms. PANICHA PONGSIVAPAI	Member
	Ms. PORDEE KHANISTANAN	Member
1) Nomination and Remuneration Committee	Mr. PRASIT DHEERARATBONGKOT	Chairman
	Mr. SUTHUD KHANCHAROENSUK	Member
	Ms. PANICHA PONGSIVAPAI	Member
	Ms. PORDEE KHANISTANAN	Member

### Roles of Sub-committees

Sub-committees responsible for risk management : Audit Committee

Sub-committees responsible for nomination : 1) Nomination and Remuneration Committee

Sub-committees responsible for remuneration : 1) Nomination and Remuneration Committee

Sub-committees responsible for corporate governance : Audit Committee

Sub-committees responsible for corporate sustainability development : Audit 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. SATJA JANETUMNUGUL Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering	MANAGING DIRECTOR (ACTING)	16 Feb 2017	Strategic Management, Leadership
2. Mrs. Supanee Tanchaisrinakorn [1][2] Gender: Female Age: 56 years old Highest level of education: Master's degree Major: Finance	GM-Finance & Administration Function	1 Oct 2012	Finance, Human Resource Management, Audit, Internal Control, Governance/ Compliance
3. Ms. Kallaya Klaithong Gender: Female Age: 54 years old Highest level of education: Master's degree Major: Engineering	GM-Business Development Function	1 Jun 2017	Engineering

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

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

#### Remuneration policy for executives

Remuneration policy for executives : No

## Remuneration

	2020	2021	2022
Total executive remuneration (baht)	8,271,372.00	13,010,769.00	8,733,799.00

## 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) : 327

Number of female employees (persons) : 508

Total (persons) : 835

#### Employee Remuneration

Total employee remuneration : 173,115,356.00

#### Provident fund

Total number of employees (persons) : 835

Number of employees contributing to the PVD (persons) : 101

Percentage of employees who are members (%) : 12.10

# 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. Mr. SATJA JANETUMNUGUL Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive)  Director type: Re-elected as director	Date position was assumed: 25 Feb 2011	Strategic Management, Leadership

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

General information	Position	Date position was assumed	Experience and expertise
1. Ms. PORDEE KHANISTANAN Gender: Female Age: 52 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 17 Dec 2021	Finance, Negotiation

#### Development of directors over the past year

List of directors	Position	Participated in director development program
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Mr. SATJA JANETUMNUGUL	Chairman of the board	Non-participating
Mr. SUPAPONG KRISHNAKAN	Director	Non-participating
Mr. SUTHUD KHANCHAROENSUK	Director	Non-participating
Mr. PRASIT DHEERARATBONGKOT	Director	Non-participating
Ms. PANICHA PONGSIVAPAI	Director	Participating
Mr. TAWAT UNGSUPRASERT	Director	Non-participating
Ms. PORDEE KHANISTANAN	Director	Participating

### Directors' performance assessment

Method used to evaluate directors' performance : 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 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. SATJA JANETUMNUGUL (Chairman of the board)	-	4/4	Participating	Did not hold the meeting
2.	Mr. SUPAPONG KRISHNAKAN (Director)	-	4/4	Participating	Did not hold the meeting
3.	Mr. SUTHUD KHANCHAROENSUK (Director)	-	4/4	Participating	Did not hold the meeting
4.	Mr. PRASIT DHEERARATBONGKOT (Director)	-	4/4	Participating	Did not hold the meeting

5.	Ms. PANICHA PONGSIVAPAI (Director)	-	4/4	Participating	Did not hold the meeting
6.	Mr. TAWAT UNGSUPRASERT (Director)	-	4/4	Participating	Did not hold the meeting
7.	Ms. PORDEE KHANISTANAN (Director)	-	4/4	Participating	Did not hold the meeting

#### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. SATJA JANETUMNUGUL (Chairman of the board)	-	140,000.00	0.00	No
2.	Mr. SUPAPONG KRISHNAKAN (Director)	-	120,000.00	0.00	No
3.	Mr. SUTHUD KHANCHAROENSUK (Director)	-	150,000.00	0.00	No
4.	Mr. PRASIT DHEERARATBONGKOT (Director)	-	365,000.00	0.00	No
5.	Ms. PANICHA PONGSIVAPAI (Director)	-	330,000.00	0.00	No
6.	Mr. TAWAT UNGSUPRASERT (Director)	-	120,000.00	0.00	No
7.	Ms. PORDEE KHANISTANAN (Director)	-	330,000.00	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) : 6

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. PRASIT DHEERARATBONGKOT (Chairman of the audit committee)	-	6/6
2.	Ms. PANICHA PONGSIVAPAI (Audit committee)	-	6/6
3.	Ms. PORDEE KHANISTANAN (Audit committee)	-	6/6