



# **Annual Registration Statement / Annual Report**

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

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

**MUANGTHAI CAPITAL 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 : MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

Symbol : MTC

Address : No.332/1 Jaransanitwong Road, Bangplad Sub-district,  
Bangplad District

Province : Bangkok

Postcode : 10700

Business : The Company provides vehicle title loan and personal loan to  
individuals.

Registration Number : 0107557000195

Telephone : 0-2483-8888

Website : <https://www.muangthaicap.com>

Email : [www.muangthaicap.com](http://www.muangthaicap.com)

#### Total Shares Sold (shares)

Common Stock : 2,120,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping\*

	2020	2021	2022
Total (Thousand baht)	14,732,589.47	16,018,741.49	20,068,488.54
Interest income from loans receivables and hire purchase receivables (Thousand baht)	13,961,509.14	15,195,209.00	19,199,062.22
Fees and service income (Thousand baht)	726,427.79	768,781.30	791,527.13
Other income (Thousand baht)	44,652.54	54,751.19	77,899.19

  

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Interest income from loans receivables and hire purchase receivables (%)	94.77	94.86	95.67
Fees and service income (%)	4.93	4.80	3.94
Other income (%)	0.30	0.34	0.39

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	14,732,589.47	16,018,741.49	20,068,488.54
Domestic (Thousand baht)	14,732,589.47	16,018,741.49	20,068,488.54
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)**

**Number and quality of employees**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Human error in business operations

**Corruption risk**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Damage to company image and reputation

Operational Risk

- Corruption

**Development of technology for online debtor program and work system program**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Changes in technologies

Operational Risk



- Information security and cyber-attack

#### **Business competition and new competitors**

**Risk Management Measures:** Yes

##### **Related Risk Topics**

Strategic Risk

- Behavior or needs of customers / consumers
- Reliance on large customers or few customers

Operational Risk

- Delays in the development of future projects

#### **Operating expenses and employee expenses**

**Risk Management Measures:** Yes

##### **Related Risk Topics**

Strategic Risk

- Government policy

Compliance Risk

- Change in laws and regulations

Financial Risk

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

#### **Rules, including laws and regulations from regulatory bodies**

**Risk Management Measures:** Yes

##### **Related Risk Topics**

Strategic Risk

- Government policy

#### Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations

#### The increase in domestic interest rates

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Strategic Risk

- Government policy

##### Operational Risk

- Delays in the development of future projects

##### Compliance Risk

- Change in laws and regulations

##### Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations
- Fluctuation in exchange rates, interest rates, or the inflation rate

#### Disaster

**Risk Management Measures:** Yes

#### Related Risk Topics

##### Operational Risk

- Human error in business operations
- Safety, occupational health, and working environment
- Climate change and disasters

## Cyber Threats

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Information security and cyber-attack

## Epidemic

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Human error in business operations
- Safety, occupational health, and working environment
- Other

## Robbery

**Risk Management Measures:** Yes

### Related Risk Topics

Operational Risk

- Human error in business operations
- Safety, occupational health, and working environment

Financial Risk

- Other

## Carbon tax

**Risk Management Measures:** Yes

### Related Risk Topics

Financial Risk

- Other

#### Delay in break-even point caused by branch expansion

**Risk Management Measures:** Yes

#### Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Operational Risk

- Delays in the development of future projects
- Property lease agreement execution

Financial Risk

- Other

#### Violation of human rights

**Risk Management Measures:** Yes

#### Related Risk Topics

Operational Risk

- Impact on human rights

#### Occupational health

**Risk Management Measures:** Yes

#### Related Risk Topics

Operational Risk

- Safety, occupational health, and working environment

### Risk to Securities Holder (2.2.2)

### **Insufficient Funding**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder
- Other

### **Increasing sales in all types of vehicle title loans**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

- Return from investment of securities holder
- Other

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://investor.muangthaicap.com/storage/sustainability/sd-report/2022/mtc-sd-2022-th.pdf#page=19>

### Environmental Aspect (3.3)

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

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://investor.muangthaicap.com/storage/sustainability/sd-report/2022/mtc-sd-2022-th.pdf#page=96>

Company environmental guideline : Electricity Management, Fuel Management, Water Management, Waste Management, Biodiversity 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)	1,023,106.42	1,101,785.53	1,209,062.40
Gasoline (Litre)	1,478,859.35	1,520,558.27	1,706,700.60

###### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	32,085,942.74	36,101,510.71	42,058,868.18

## Water management

### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	987,320.00	917,285.90	871,772.74

## Greenhouse gas management

### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	30,247.14
Scope 1 (Tons of carbon dioxide equivalents)	7,015.68	6,290.59	8,241.07
Scope 2 (Tons of carbon dioxide equivalents)	16,039.76	18,831.65	21,025.23
Scope 3 (Tons of carbon dioxide equivalents)	528.84	1,225.54	978.49
<b>Total (Tons of carbon dioxide equivalents)</b>	<b>23,584.28</b>	<b>26,347.78</b>	<b>30,244.79</b>

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

Third-party verification : Yes

Name of verifying organization : KPMG Phoomchai Audit LTD



## Social Aspect (3.4)

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

Human Rights Policy : Yes

URL of human rights policy : <https://investor.muangthaicap.com/storage/sustainability/sd-report/2022/mtc-sd-2022-th.pdf#page=87>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer 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)	9,202	10,235	11,656
Number of female employees (persons)	1,126	1,225	1,349
<b>Total (persons)</b>	<b>10,328</b>	<b>11,460</b>	<b>13,005</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	N/A	N/A	4,749,000,000.00

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	3	3	4
Employee development and training expenses (baht)	248.00	177.37	220.40

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

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	N/A	N/A	5

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	N/A	N/A	13.80

• **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://mtc.listedcompany.com/misc/one-report/20230320-mtc-one-report-2022-th.pdf#page=298>

#### 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	4	57.14
Number of female directors	3	42.86
Number of executive directors	2	28.57
Number of non-executive directors	5	71.43
Number of independent directors	4	57.14

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

##### List of directors

General information	Position	Date position was assumed	Experience and expertise
1. ADM. APICHART PENGSRITONG Gender: Male Age: 73 years old Highest level of education: Bachelor's degree Major: Military Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Re-elected as director	12 Sep 2012	Leadership, Negotiation, Corporate Social Responsibility, Human Resource Management

2.	<p>Mrs. DAONAPA PETAMPAI</p> <p>Gender: Female</p> <p>Age: 69 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	22 May 1992	<p>Change Management, Risk Management, Corporate Management, Budgeting, Finance, Corporate Social Responsibility, Banking, Accounting, Leadership, Finance &amp; Securities</p>
3.	<p>Mr. CHUCHAT PETAUMPAI</p> <p>Gender: Male</p> <p>Age: 69 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Re-elected as director</p>	22 May 1992	<p>Risk Management, Corporate Management, Finance, Negotiation, Sustainability, Corporate Social Responsibility, Banking, Governance/ Compliance, Leadership, Finance &amp; Securities, Economics</p>
4.	<p>Mrs. KONGKEAW PIAMDUAYTHAM</p> <p>Gender: Female</p> <p>Age: 70 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	12 Sep 2012	<p>Audit, Finance, Corporate Social Responsibility, Sustainability, Internal Control, Governance/ Compliance, Accounting</p>
5.	<p>Mrs. NONGNUCH DAWASUWAN</p> <p>Gender: Female</p> <p>Age: 68 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	29 Mar 2017	<p>Audit, Finance, Corporate Social Responsibility, Sustainability, Governance/ Compliance, Risk Management, Internal Control</p>

6.	Mr. SUKSIT PETAMPAI Gender: Male Age: 41 years old Highest level of education: Doctoral degree Major: Architectural Heritage Management and Tourism Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Original director	18 Apr 2019	Human Resource Management, IT Management, Digital Marketing, Tourism & Leisure, Sustainability, Corporate Social Responsibility, Governance/ Compliance, Information & Communication Technology
7.	Mr. SUCHART SUPHAYAK Gender: Male Age: 65 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	17 Aug 2020	Human Resource Management, Risk Management, Change Management, Audit, Internal Control, Accounting, Law

#### Other Information pertaining to committees

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



## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

General information		Position	Date position was assumed	Experience and expertise
1.	<p>Mrs. KONGKEAW PIAMDUAYTHAM [1]</p> <p>Gender: Female</p> <p>Age: 70 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Chairman of the audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	12 Sep 2012	<p>Audit, Finance, Corporate Social Responsibility, Sustainability, Internal Control, Governance/ Compliance, Accounting</p>
2.	<p>Mrs. NONGNUCH DAWASUWAN [1]</p> <p>Gender: Female</p> <p>Age: 68 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	29 Mar 2017	<p>Audit, Finance, Corporate Social Responsibility, Sustainability, Governance/ Compliance, Risk Management, Internal Control</p>
3.	<p>Mr. SUCHART SUPHAYAK</p> <p>Gender: Male</p> <p>Age: 65 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>Audit committee</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	17 Aug 2020	<p>Human Resource Management, Risk Management, Change Management, Audit, Internal Control, Accounting, Law</p>

[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
Risk Management Committee	Mr. SUCHART SUPHAYAK	Chairman
	Mr. CHUCHAT PETAUMPAI	Member
	Mrs. NONGNUCH DAWASUWAN	Member
Nomination and Remuneration Committee	ADM. APICHART PENGSRITONG	Chairman
	Mr. SUCHART SUPHAYAK	Member
	Mr. SUKSIT PETAMPAI	Member
Corporate Governance Committee	Mrs. KONGKEAW PIAMDUAYTHAM	Chairman
	Mr. SUKSIT PETAMPAI	Member
	Mrs. NONGNUCH DAWASUWAN	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 : Corporate Governance 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. CHUCHAT PETAUMPAI Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Economics	CHAIRMAN OF THE EXECUTIVE COMMITTEE	17 Apr 2013	Risk Management, Corporate Management, Finance, Negotiation, Sustainability, Corporate Social Responsibility, Banking, Governance/ Compliance, Leadership, Finance & Securities, Economics
2. Mrs. DAONAPA PETAMPAI Gender: Female Age: 69 years old Highest level of education: Master's degree Major: Finance	MANAGING DIRECTOR	17 Apr 2013	Change Management, Risk Management, Corporate Management, Budgeting, Finance, Corporate Social Responsibility, Banking, Accounting, Leadership, Finance & Securities
3. Mr. Surapong pechaumpai Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Law	Deputy Managing Director (Senior)	1 Nov 1987	Law, Strategic Management, Risk Management
4. Mr. Surat Chayavaradech [1] Gender: Male Age: 52 years old Highest level of education: Master's degree Major: Finance	Deputy Managing Director	17 Jan 2013	Strategic Management, Budgeting, Finance, Accounting
5. Mr. Parithad Petampai Gender: Male Age: 40 years old Highest level of education: Master's degree Major: Finance	Deputy Managing Director	5 Jan 2015	Strategic Management, Finance, Negotiation, Sustainability, Corporate Social Responsibility, Finance & Securities

[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)	38,714,077.00	38,942,708.21	43,352,345.00

### 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) : 11,656

Number of female employees (persons) : 1,349

Total (persons) : 13,005

#### Employee Remuneration

Total employee remuneration : 4,749,000,000.00

#### Provident fund

Total number of employees (persons) : 13,005

Number of employees contributing to the PVD (persons) : 7,005

Percentage of employees who are members (%) : 53.86

# 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. ADM. APICHART PENGSRITONG Gender: Male Age: 73 years old Highest level of education: Bachelor's degree Major: Military Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 12 Sep 2012	Leadership, Negotiation, Corporate Social Responsibility, Human Resource Management
2. Mr. CHUCHAT PETAUMPAI Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 22 May 1992	Risk Management, Corporate Management, Finance, Negotiation, Sustainability, Corporate Social Responsibility, Banking, Governance/ Compliance, Leadership, Finance & Securities, Economics

#### Development of directors over the past year

List of directors	Position	Participated in director development program
ADM. APICHART PENGSRITONG	Chairman of the board	Non-participating
Mrs. DAONAPA PETAMPAI	Director	Non-participating
Mr. CHUCHAT PETAUMPAI	Director	Non-participating

Mrs. KONGKEAW PIAMDUAYTHAM	Director	Participating
Mrs. NONGNUCH DAWASUWAN	Director	Participating
Mr. SUKSIT PETAMPAI	Director	Non-participating
Mr. SUCHART SUPHAYAK	Director	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) : 8

Date of AGM meeting : 19 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. ADM. APICHART PENGSRITONG (Chairman of the board)	-	8/8	Participating	Did not hold the meeting
2. Mrs. DAONAPA PETAMPAI (Director)	-	8/8	Participating	Did not hold the meeting
3. Mr. CHUCHAT PETAUMPAI (Director)	-	8/8	Participating	Did not hold the meeting
4. Mrs. KONGKEAW PIAMDUAYTHAM (Director)	-	8/8	Participating	Did not hold the meeting
5. Mrs. NONGNUCH DAWASUWAN (Director)	-	8/8	Participating	Did not hold the meeting
6. Mr. SUKSIT PETAMPAI (Director)	-	8/8	Participating	Did not hold the meeting



7.	Mr. SUCHART SUPHAYAK (Director)	-	8/8	Participating	Did not hold the meeting
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#### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	ADM. APICHART PENGSRITONG (Chairman of the board)	-	560,000.00	810,000.00	No
2.	Mrs. DAONAPA PETAMPAI (Director)	-	420,000.00	580,000.00	No
3.	Mr. CHUCHAT PETAUMPAI (Director)	-	460,000.00	580,000.00	No
4.	Mrs. KONGKEAW PIAMDUAYTHAM (Director)	-	687,500.00	580,000.00	No
5.	Mrs. NONGNUCH DAWASUWAN (Director)	-	665,000.00	580,000.00	No
6.	Mr. SUKSIT PETAMPAI (Director)	-	500,000.00	580,000.00	No
7.	Mr. SUCHART SUPHAYAK (Director)	-	675,000.00	580,000.00	No

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

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

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 7

List of directors		Termination date	Number of the audit committee meeting
1.	Mrs. KONGKEAW PIAMDUAYTHAM (Chairman of the audit committee)	-	7/7
2.	Mrs. NONGNUCH DAWASUWAN (Audit committee)	-	7/7
3.	Mr. SUCHART SUPHAYAK (Audit committee)	-	7/7