



# **Annual Registration Statement / Annual Report**

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

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

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

Symbol : NDR

Address : 129 Moo 3 Nongchak-Phanasnikom Rd., Nongeiroom Banbueng

Province : Chonburi

Postcode : 20220

Business : Motorcycle Tires and Tubes Manufacturer

Registration Number : 0107557000179

Telephone : 0-3816-0707

Fax (if applicable) : 0-3816-0706

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 : 346,891,514

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2020	2021	2022
Total (Thousand baht)	775.85	841.40	839.31
Revenue from motorcycle tire (Thousand baht)	496.36	549.54	533.19
Revenue from motorcycle tube (Thousand baht)	164.30	152.52	135.60
Revenue from rubber parts (Thousand baht)	41.18	60.08	73.02
Revenue from battery and others (Thousand baht)	74.01	79.26	97.50

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenue from motorcycle tire (%)	63.98	65.31	63.53
Revenue from motorcycle tube (%)	21.18	18.13	16.16
Revenue from rubber parts (%)	5.31	7.14	8.70
Revenue from battery and others (%)	9.54	9.42	11.62

#### By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	775.85	841.40	839.31
Domestic (Thousand baht)	263.16	305.00	322.82
International (Thousand baht)	512.69	536.40	516.49

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	33.92	36.25	38.46

International (%)	66.08	63.75	61.54
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**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

# 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 : <https://shorturl.asia/QJvIW>

Company environmental guideline : Electricity Management, Renewable/Clean Energy  
Management, Waste Management, Greenhouse Gas and Climate  
Change Management

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

##### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	N/A	7,599,000.00	6,882,360.00

##### Water management

##### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	N/A	16,403.00	21,866.00

##### Waste management

##### • Waste from operations

	2020	2021	2022
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Non-hazardous waste (kg)	N/A	336,100.00	333,979.00
Hazardous waste (kg)	N/A	28,810.00	55,510.00
<b>Total (kg)</b>	<b>N/A</b>	<b>364,910.00</b>	<b>389,489.00</b>

## 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	16,563.00	15,332.00
Scope 2 (Tons of carbon dioxide equivalents)	N/A	3,685.00	3,330.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	12,919.00	12,107.00
<b>Total (Tons of carbon dioxide equivalents)</b>	<b>N/A</b>	<b>33,167.00</b>	<b>30,769.00</b>

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

Third-party verification : Yes

Name of verifying organization : Centre of Excellence on Environmental Strategy for Green Business, Faculty of Environment, Kasetsart University

## Social Aspect (3.4)

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

Human Rights Policy : Yes

URL of human rights policy : <https://shorturl.asia/IO3tL>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, 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)	334	325	309
Number of female employees (persons)	162	159	156
<b>Total (persons)</b>	<b>496</b>	<b>484</b>	<b>465</b>

##### • Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	102,577,512.39	103,150,386.82	99,375,288.91

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	8	8	8
Employee development and training expenses (baht)	35,927.90	59,025.81	139,659.15

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

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	15	11	8

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	24.80	27.89	25.81

• **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://shorturl.asia/M3FI2>

#### 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, 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	5	62.50
Number of female directors	3	37.50
Number of executive directors	1	12.50
Number of non-executive directors	7	87.50
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. PONGSAK SAWADWAN Gender: Male Age: 71 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	15 May 2014	Personal Products & Pharmaceuticals, Home & Office Products, Packaging, Governance/ Compliance

2.	<p>Mrs. NITAYA SAMRITTIVANICHA</p> <p>Gender: Female</p> <p>Age: 73 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 (Non-executive)</p> <p>Director type: Re-elected as director</p>	15 May 2014	<p>Automotive, Transportation &amp; Logistics, Negotiation, Strategic Management, Governance/ Compliance</p>
3.	<p>Mrs. THUNYARAT SAMRITTIVANICHA</p> <p>Gender: Female</p> <p>Age: 47 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Hotel Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Original director</p>	15 May 2014	<p>Automotive, Transportation &amp; Logistics, Tourism &amp; Leisure, Negotiation, Governance/ Compliance</p>
4.	<p>Ms. SIRADA JARUTAKANONT</p> <p>Gender: Female</p> <p>Age: 44 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 (Non-executive, Independent director)</p> <p>Director type: Original director</p>	15 May 2014	<p>Accounting, Finance, Data Analysis, Tourism &amp; Leisure, Negotiation, Internal Control, Sustainability, Data Management, Governance/ Compliance</p>
5.	<p>Mr. TEERASAK SAWANGNET</p> <p>Gender: Male</p> <p>Age: 48 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 (Non-executive, Independent director)</p> <p>Director type: Original director</p>	15 May 2014	<p>Food &amp; Beverage, Automotive, Accounting, Data Analysis, Negotiation, Finance, Internal Control, Governance/ Compliance</p>



6.	Mr. KOVIT KRISTHANIN Gender: Male Age: 48 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	15 May 2014	Insurance, Data Management, Internal Control, Commerce, Negotiation, Governance/ Compliance
7.	Mr. CHAIYASIT SAMRITTIVANICHA Gender: Male Age: 49 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, Industrial Materials & Machinery, Information & Communication Technology, Accounting, Finance, Sustainability, Data Management, Data Analysis, Digital Marketing, Negotiation, Corporate Management, Engineering, Leadership, Strategic Management, Budgeting, Governance/ Compliance
8.	Mr. MARCO LOW PENG KIAT LOW Gender: Male Age: 50 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, Construction Materials, Property Development, Marketing, Accounting, Sustainability, Data Analysis, Data Management, Negotiation, Corporate Management, Leadership, Strategic Management, Governance/ Compliance

#### 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 : 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. Ms. SIRADA JARUTAKANONT [1] Gender: Female Age: 44 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	15 May 2014	Accounting, Finance, Data Analysis, Tourism & Leisure, Negotiation, Internal Control, Sustainability, Data Management, Governance/ Compliance
2. Mr. TEERASAK SAWANGNET [1] Gender: Male Age: 48 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	15 May 2014	Food & Beverage, Automotive, Accounting, Data Analysis, Negotiation, Finance, Internal Control, Governance/ Compliance
3. Mr. KOVIT KRISTHANIN [1] Gender: Male Age: 48 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: Re-elected as director	15 May 2014	Insurance, Data Management, Internal Control, Commerce, Negotiation, Governance/ Compliance

[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. CHAIYASIT SAMRITTIVANICHA Gender: Male Age: 49 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	8 Jan 1997
2. Ms. Nopparat Chumpolkulwong Gender: Female Age: 44 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Sep 2013
3. Ms. Malinee Charoenchaisin Gender: Female Age: 45 years old Highest level of education: Bachelor's degree Major: Accountancy Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	8 Mar 2021
4. Mr. Boonlai Jamparat Gender: Male Age: 45 years old Highest level of education: Below a bachelor's degree Major: Mechanical Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Oct 2015

5.	Mr. Domrongkreat Pasroy Gender: Male Age: 48 years old Highest level of education: Below a bachelor's degree Major: Electrical Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	7 Nov 2019
6.	Ms. Thitikarn Chaichonchanok Gender: Female Age: 42 years old Highest level of education: Below a bachelor's degree Major: Business Computer Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Feb 2020
7.	Mr. Vinay Kajaisai Gender: Male Age: 40 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	27 May 2019
8.	Ms. Pimwan Poolphon Gender: Female Age: 37 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Jun 2022

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Audit Committee	Ms. SIRADA JARUTAKANONT	Chairman
	Mr. TEERASAK SAWANGNET	Member
	Mr. KOVIT KRISTHANIN	Member

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 : Nomination and Remuneration Committee

Sub-committees responsible for remuneration : Nomination and Remuneration Committee

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

## **Executives (7.4)**

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

#### **Remuneration policy for executives**

Remuneration policy for executives : No

#### **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) : 309

Number of female employees (persons) : 156

Total (persons) : 465

#### **Employee Remuneration**

Total employee remuneration : 99,375,288.91

#### **Provident fund**

Total number of employees (persons) : 465

Number of employees contributing to the PVD (persons) : 62

Percentage of employees who are members (%) : 13.33

# 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 SAMRITTIVANICHA Gender: Female Age: 73 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: 15 May 2014	Automotive, Transportation & Logistics, Negotiation, Strategic Management, Governance/ Compliance
2. Mr. KOVIT KRISTHANIN Gender: Male Age: 48 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: 15 May 2014	Insurance, Data Management, Internal Control, Commerce, Negotiation, Governance/ Compliance
3. Mr. CHAIYASIT SAMRITTIVANICHA Gender: Male Age: 49 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, Industrial Materials & Machinery, Information & Communication Technology, Accounting, Finance, Sustainability, Data Management, Data Analysis, Digital Marketing, Negotiation, Corporate Management, Engineering, Leadership, Strategic Management, Budgeting, Governance/ Compliance



## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PONGSAK SAWADWAN	Chairman of the board	Non-participating
Mrs. NITAYA SAMRITTIVANICHA	Director	Non-participating
Mrs. THUNYARAT SAMRITTIVANICHA	Director	Non-participating
Ms. SIRADA JARUTAKANONT	Director	Participating
Mr. TEERASAK SAWANGNET	Director	Participating
Mr. KOVIT KRISTHANIN	Director	Participating
Mr. CHAIYASIT SAMRITTIVANICHA	Director	Non-participating
Mr. MARCO LOW PENG KIAT LOW	Director	Non-participating

## 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) : 4

Date of AGM meeting : 29 Mar 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. PONGSAK SAWADWAN (Chairman of the board)	-	4/4	Participating	Did not hold the meeting

2.	Mrs. NITAYA SAMRITTIVANICHA (Director)	-	4/4	Participating	Did not hold the meeting
3.	Mrs. THUNYARAT SAMRITTIVANICHA (Director)	-	4/4	Participating	Did not hold the meeting
4.	Ms. SIRADA JARUTAKANONT (Director)	-	4/4	Participating	Did not hold the meeting
5.	Mr. TEERASAK SAWANGNET (Director)	-	4/4	Participating	Did not hold the meeting
6.	Mr. KOVIT KRISTHANIN (Director)	-	4/4	Participating	Did not hold the meeting
7.	Mr. CHAIYASIT SAMRITTIVANICHA (Director)	-	4/4	Participating	Did not hold the meeting
8.	Mr. MARCO LOW PENG KIAT LOW (Director)	-	4/4	Non-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 SAWADWAN (Chairman of the board)	-	150,000.00	0.00	No
2.	Mrs. NITAYA SAMRITTIVANICHA (Director)	-	90,000.00	0.00	No
3.	Mrs. THUNYARAT SAMRITTIVANICHA (Director)	-	54,000.00	0.00	No
4.	Ms. SIRADA JARUTAKANONT (Director)	-	240,000.00	0.00	No
5.	Mr. TEERASAK SAWANGNET (Director)	-	180,000.00	0.00	No
6.	Mr. KOVIT KRISTHANIN (Director)	-	162,000.00	0.00	No
7.	Mr. CHAIYASIT SAMRITTIVANICHA (Director)	-	0.00	0.00	No
8.	Mr. MARCO LOW PENG KIAT LOW (Director)	-	72,000.00	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