



# **Annual Registration Statement / Annual Report**

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

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

**MASTERKOOL INTERNATIONAL 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 : MASTERKOOL INTERNATIONAL PUBLIC COMPANY LIMITED

Symbol : KOOL

Address : 12/16-17,20 Thesabansongkrao Rd., Ladyao, Chatuchak

Province : Bangkok

Postcode : 10900

Business : KOOL operates the business of procurement and distribution of the misting fan, evaporative fan, and industrial fan under the brands "MASTERKOOL" and "Cooltop". Besides, the company offers rental services of its products, including designs and installs ventilation systems as well as ozone systems.

Registration Number : 0107557000365

Telephone : 0-2953-8800

Fax (if applicable) : 0-2589-8586

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

Email : [jariyaporn@masterkool.com](mailto:jariyaporn@masterkool.com)

#### Total Shares Sold (shares)

Common Stock : 2,472,271,703

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2020	2021	2022
Total (Thousand baht)	733,840.00	545,632.00	574,827.00
Revenue from sales (Thousand baht)	646,600.00	455,350.00	345,088.00
Services (Thousand baht)	85,627.00	64,195.00	173,471.00
Interest incom (Thousand baht)	0.00	5,923.00	45,179.00
Others (Thousand baht)	1,611.00	20,164.00	11,089.00
Other income (Thousand baht)	2.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenue from sales (%)	88.11	83.45	60.03
Services (%)	11.67	11.77	30.18
Interest incom (%)	0.00	1.09	7.86
Others (%)	0.22	3.70	1.93
Other income (%)	0.00	0.00	0.00

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	733,840.00	545,632.00	574,827.00
Domestic (Thousand baht)	422,410.00	310,120.00	386,752.00
International (Thousand baht)	311,430.00	235,512.00	188,075.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	57.56	56.84	67.28
International (%)	42.44	43.16	32.72

\*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	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 : Yes

URL of corporate sustainability policy : <https://www.masterkool.com/investor/>

### 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.masterkool.com/investor/>

Company environmental guideline : Electricity Management, Fuel Management, Water Management,  
Waste Management

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

##### Energy management

###### • Fuel consumption

	2020	2021	2022
Diesel (Litre)	N/A	146,897.00	80,000.00

###### • Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	285,037.00	242,018.00	182,596.00



## Water management

### • Water consumption

	2020	2021	2022
Water consumption (cubic meters)	4,914.00	5,223.00	3,277.00

## Waste management

### • Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	N/A	30.00	50.00
<b>Total (kg)</b>	N/A	30.00	50.00

## 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 : Yes

URL of human rights policy : <https://www.masterkool.com/investor/>

Company human right guideline : Employee 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)	189	96	79
Number of female employees (persons)	64	73	59
<b>Total (persons)</b>	<b>253</b>	<b>169</b>	<b>138</b>

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	2	4	N/A
Employee development and training expenses (baht)	65,580.00	3,210.00	70,000.00

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

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	1	2	N/A

##### • Significant labor dispute

	2020	2021	2022
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Significant labor dispute	No	No	No
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# 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://www.masterkool.com/investor/>

#### 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	7	87.50
Number of female directors	1	12.50
Number of executive directors	3	37.50
Number of non-executive directors	5	62.50
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. SANPAT SOPON Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	8 Nov 2013	Law, IT Management, Information & Communication Technology, Audit

2.	<p>Mr. NOPPACHAI VEERAMAN</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	3 Jun 2002	Corporate Management, Engineering, Electronic Components, Leadership
3.	<p>Mr. MENG HOI FUNG</p> <p>Gender: Male</p> <p>Age: 62 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: No</p> <p>Residing in Thailand: No</p>	<p>Director (Non-executive)</p> <p>Director type: Original director</p>	3 Jun 2002	Marketing, Negotiation
4.	<p>Mr. MONGKOL KASAEMSUN NA AYUDTHAYA</p> <p>Gender: Male</p> <p>Age: 62 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: Re-elected as director</p>	8 Nov 2013	Fund Management, Risk Management, Budgeting, Internal Control, Accounting
5.	<p>Mr. PRAKIT TANGTISANON</p> <p>Gender: Male</p> <p>Age: 80 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Engineering</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>	8 Nov 2013	Engineering, Electronic Components, Audit



6.	Mr. KRITSANA THAIDUMRONG Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	8 Nov 2013	Marketing, Negotiation, Electronic Components, Leadership, Engineering
7.	Ms. BENJARAT HATTACHARNCHAI Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	12 May 2016	Budgeting, Accounting, Finance, Data Analysis
8.	Mr. KRIANGKRAI SIRAVANICHKAN Gender: Male Age: 41 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	12 May 2021	Strategic Management, Data Analysis, Finance, Banking, Property Development

#### 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. Mr. MONGKOL KASAEMSUN NA AYUDTHAYA [1] Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	26 Feb 2019	Fund Management, Risk Management, Budgeting, Internal Control, Accounting
2. Mr. PRAKIT TANGTISANON Gender: Male Age: 80 years old Highest level of education: Doctoral degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	8 Nov 2013	Engineering, Electronic Components, Audit
3. Mr. SANPAT SOPON Gender: Male Age: 68 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	25 Feb 2019	Law, IT Management, Information & Communication Technology, Audit

[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. NOPPACHAI VEERAMAN Gender: Male Age: 59 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	3 Jun 2002
2. Ms. BENJARAT HATTACHARNCHAI Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	12 May 2016
3. Ms. Tunwa Anguravirutt Gender: Female Age: 47 years old Highest level of education: Bachelor's degree Major: Management of Information Technology Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Jan 2020
4. Mr. Sanchai Sriwiboon Gender: Male Age: 43 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Jan 2017

5.	Mr. Thammasak Chobchai Gender: Male Age: 49 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Jan 2017
6.	Mr. Komin Krodmee Gender: Male Age: 48 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	28 Oct 2013

**List of executive committee members who resigned/vacated their position during the year**

General information	Position	Tenure	Replacement Director
1. Ms. Phornphan Nilprasit Gender: Female Age: 58 years old Highest level of education: Below a bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	Date position was assumed: 1 Oct 2010 Date directorship ended: 24 Apr 2022	No replacement director

**Other sub-committees**

**Sub-committees information**

Name of sub-committees	List of directors	Position
The Nomination and Remuneration Committee	Mr. PRAKIT TANGTISANON Mr. SANPAT SOPON Mr. MONGKOL KASAEMSUN NA AYUDTHAYA	Chairman Member Member

Investment Committee	Mr. NOPPACHAI VEERAMAN	Chairman
	Mr. KRITSANA THAIDUMRONG	Member
	Mr. KRIANGKRAI SIRAVANICHKAN	Member
	Ms. BENJARAT HATTACHARNCHAI	Member
Executive Committee	Mr. NOPPACHAI VEERAMAN	Chairman
	Ms. BENJARAT HATTACHARNCHAI	Member
	Mr. Thammasak Chobchai	Member
	Ms. Tunwa Anguravirutt	Member
	Mr. Sanchai Sriwiboon	Member
	Mr. Komin Krodmee	Member

#### **Roles of Sub-committees**

Sub-committees responsible for risk management : Executive Committee

Sub-committees responsible for nomination : The Nomination and Remuneration Committee

Sub-committees responsible for remuneration : The Nomination and Remuneration Committee

Sub-committees responsible for corporate governance : Executive Committee

Sub-committees responsible for corporate sustainability development : Executive 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. NOPPACHAI VEERAMAN Gender: Male Age: 59 years old Highest level of education: Bachelor's degree Major: Engineering	MANAGING DIRECTOR	3 Jun 2002	Corporate Management, Engineering, Electronic Components, Leadership
2. Ms. BENJARAT HATTACHARNCHAI [1] Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration	Assistant Managing Director, Finance and Accounting	12 May 2016	Budgeting, Accounting, Finance, Data Analysis
3. Ms. Tunwa Anguravirutt Gender: Female Age: 47 years old Highest level of education: Bachelor's degree Major: Management of Information Technology	Assistant Managing Director, Business Quality	1 Jan 2020	Human Resource Management, Internal Control, Risk Management
4. Mr. Thammasak Chobchai Gender: Male Age: 49 years old Highest level of education: Bachelor's degree Major: Engineering	Assistant Managing Director, Engineering and Customer Services	1 Jan 2017	Industrial Materials & Machinery, Electronic Components, Engineering
5. Mr. Sanchai Sriwiboon Gender: Male Age: 43 years old Highest level of education: Master's degree Major: Business Administration	Assistant Managing Director, International Business	1 Jan 2017	Marketing, Negotiation, Brand Management

6.	Mr. Komin Krodmee	Assistant Managing	28 Oct 2013	Industrial Materials &
	Gender: Male	Director, Production		Machinery, Steel,
	Age: 48 years old	Management		Construction Materials,
	Highest level of education: Bachelor's degree			Construction Services,
	Major: Engineering			Electronic Components

[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)	2,803,250.00	2,059,250.00	N/A

### 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) : 79

Number of female employees (persons) : 59

Total (persons) : 138

#### Provident fund

Total number of employees (persons) : 138

Number of employees contributing to the PVD (persons) : 43

Percentage of employees who are members (%) : 31.16



## Other Significant Information (7.6)

### Other significant information

#### Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Ratee Boonoui	ratree@masterkool.com	029538800

- Company secretary

General information	Email	Telephone
1. Ms. Jariyaporn Akkarawong	jariyaporn@masterkool.com	029538800

- Head of internal audit

General information	Email	Telephone
1. Ms. Wanna Maluangnon	accplusconsultant@yahoo.com	0869899155

- Head of investor relations

General information	Email	Telephone
1. Ms. Benjarat Hattacharnchai	benjarat@masterkool.com	029538800

**Company's auditor**

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. C&A AUDIT OFFICE COMPANY LIMITED	<p>1. Mrs. Chintana Techamontrikul Email: cna@cnaaudit.com Telephone: 026780751</p> <p>2. Ms. Jintana Mahavanich Email: cna@cnaaudit.com Telephone: 026780751</p> <p>3. Mr. Niteepong Techamontrikul Email: cna@cnaaudit.com Telephone: 026780751</p>	3,280,000.00	-

# 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 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. MONGKOL KASAEMSUN NA AYUDTHAYA Gender: Male Age: 62 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: Re-elected as director	Date position was assumed: 8 Nov 2013	Fund Management, Risk Management, Budgeting, Internal Control, Accounting
2. Mr. KRITSANA THAIDUMRONG Gender: Male Age: 59 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 8 Nov 2013	Marketing, Negotiation, Electronic Components, Leadership, Engineering
3. Ms. BENJARAT HATTACHARNCHAI Gender: Female Age: 49 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Re-elected as director	Date position was assumed: 12 May 2016	Budgeting, Accounting, Finance, Data Analysis

## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. SANPAT SOPON	Chairman of the board	N/A
Mr. NOPPACHAI VEERAMAN	Director	N/A
Mr. MENG HOI FUNG	Director	N/A
Mr. MONGKOL KASAEMSUN NA AYUDTHAYA	Director	N/A
Mr. PRAKIT TANGTISANON	Director	N/A
Mr. KRITSANA THAIDUMRONG	Director	N/A
Ms. BENJARAT HATTACHARNCHAI	Director	Participating
Mr. KRIANGKRAI SIRAVANICHKAN	Director	N/A

## 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) : 12

Date of AGM meeting : 29 Apr 2022

EGM meeting : Yes

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. SANPAT SOPON (Chairman of the board)	-	11/12	Participating	Participating
2. Mr. NOPPACHAI VEERAMAN (Director)	-	12/12	Participating	Participating

3.	Mr. MENG HOI FUNG (Director)	-	4/12	Participating	Participating
4.	Mr. MONGKOL KASAEMSUN NA AYUDTHAYA (Director)	-	12/12	Participating	Participating
5.	Mr. PRAKIT TANGTISANON (Director)	-	12/12	Participating	Participating
6.	Mr. KRITSANA THAIDUMRONG (Director)	-	12/12	Participating	Participating
7.	Ms. BENJARAT HATTACHARNCHAI (Director)	-	12/12	Participating	Participating
8.	Mr. KRIANGKRAI SIRAVANICHKAN (Director)	-	12/12	Participating	Participating

### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mr. SANPAT SOPON (Chairman of the board)	-	300,000.00	0.00	No
2.	Mr. NOPPACHAI VEERAMAN (Director)	-	0.00	0.00	No
3.	Mr. MENG HOI FUNG (Director)	-	0.00	0.00	No
4.	Mr. MONGKOL KASAEMSUN NA AYUDTHAYA (Director)	-	220,000.00	0.00	No
5.	Mr. PRAKIT TANGTISANON (Director)	-	220,000.00	0.00	No
6.	Mr. KRITSANA THAIDUMRONG (Director)	-	220,000.00	0.00	No
7.	Ms. BENJARAT HATTACHARNCHAI (Director)	-	0.00	0.00	No
8.	Mr. KRIANGKRAI SIRAVANICHKAN (Director)	-	20,000.00	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) : 5

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. MONGKOL KASAEMSUN NA AYUDTHAYA (Chairman of the audit committee)	-	5/5
2.	Mr. PRAKIT TANGTISANON (Audit committee)	-	5/5
3.	Mr. SANPAT SOPON (Audit committee)	-	5/5