



# **Annual Registration Statement / Annual Report**

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

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

**ROJUKISS 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 : ROJUKISS INTERNATIONAL PUBLIC COMPANY LIMITED

Symbol : KISS

Address : 100/8, 100/51-54 Vongvanij Complex Building B, 12th, 19th  
Floors, Rama IX Rd, Huai Khwang, Huai Khwang

Province : Bangkok

Postcode : 10310

Business : The Company, domestically and internationally in developing, outsourcing manufacturing and distributing health and beauty products under different brands covering skincare products under “Rojukiss”, “Best Korea”, color cosmetics under “Sis2Sis”, as well as “PhD K-Derma” a medical facial skincare products and “Qi” nutritional supplement products. with over 100 SKUs in our product portfolio

Registration Number : 0107563000185

Telephone : 0-2645-1155

Website : <http://www.rojukissinternational.com>

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

#### Total Shares Sold (shares)

Common Stock : 600,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

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

	2020	2021	2022
Total (Thousand baht)	965.00	772.30	932.30
Skin Care (Thousand baht)	763.32	626.34	648.88
Color Cosmetic (Thousand baht)	122.56	95.77	122.13
Hair Color (Thousand baht)	0.00	29.35	24.24
Healthcare (Thousand baht)	42.46	20.84	137.05
Revenue from services (Thousand baht)	36.66	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Skin Care (%)	79.10	81.10	69.60
Color Cosmetic (%)	12.70	12.40	13.10
Hair Color (%)	0.00	3.80	2.60
Healthcare (%)	4.40	2.70	14.70
Revenue from services (%)	3.80	0.00	0.00

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	965.00	772.30	932.30
Domestic (Thousand baht)	921.57	656.45	833.81
International (Thousand baht)	43.43	115.85	98.49

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	95.50	85.00	89.44
International (%)	4.50	15.00	10.56

\*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

# 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)**

**The risks of relying solely on a few key manufacturers**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

**Product imitation or use of the company's trademark is a risk.**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Other

**Health and beauty product industry faces intense competition.**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Volatility in the industry in which the company operates

**Risk from changes in consumer behavior**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Behavior or needs of customers / consumers



**Risk from the reliance on modern trade as the main sales channel especially convenience stores**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

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

**Risk from reliance on a particular brand that contributes more than 30% of total sales revenue of the Company**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Reliance on large customers or few customers

**Risk from New Product Launch**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Delays in the development of future projects

**Inventory depreciation risk**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

**The risk from an inability to register a trademark in time or to register a trademark at all**

**Risk Management Measures:** Yes

**Related Risk Topics**

Operational Risk

- Systems or internal control system

#### **The risk of consumer harm and the reason for the product recall**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Other

#### **The risk of failure to comply with the conditions of various licenses, including all relevant laws and regulations.**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations

#### **Risk of Exchange Rate**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

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

#### **Risk of Exchange Rate**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Other

Operational Risk

- Safety, occupational health, and working environment

- Other

#### **Risks related to information security, operating systems and cyber threats**

**Risk Management Measures:** Yes

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

Strategic Risk

- Changes in technologies

#### **Non-compliance risk with Personal Data Protection Act (PDPA)**

**Risk Management Measures:** Yes

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

Strategic Risk

- Other

#### **The risks of relying on a business-savvy leadership team**

**Risk Management Measures:** Yes

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

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers

## **Risk to Securities Holder (2.2.2)**

**Risk of having a group of big shareholders with a voting stake of more than 25.0 percent influencing the company's shareholders' meeting.**

**Risk Management Measures:** Yes

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

- Return from investment of securities holder

**Risk from potential conflicts of interest with the Company and other shareholders in the future as the ultimate beneficial investor is AAH, a private equity firm.**

**Risk Management Measures:** Yes

**Related Risk Topics**

- Return from investment of securities holder

**3.3. The risk from the restructuring of the organization and the recruitment of knowledgeable personnel to support the growth and change of the Company's business.**

**Risk Management Measures:** Yes

**Related Risk Topics**

- Return from investment of securities holder

**The risk of issuing underlying shares for the issuance and offering of warrants for the company's shares to management and employees (ESOP Warrant).**

**Risk Management Measures:** Yes

**Related Risk Topics**

- Return from investment of securities holder

**The equity of the corporation is being sold by AAH, and Ms. Piyawadee Sonsingh, or Guts & Good in the future, are among the significant investors, which would have a negative impact on the market price of the offered shares, whether at the same time or several times.**

**Risk Management Measures:** Yes

**Related Risk Topics**

- Return from investment of securities holder

**4.3 Investors residing outside Thailand may be restricted from offering shares to the company's existing shareholders on a proportional basis (rights offering) in the future.**

**Risk Management Measures:** Yes

**Related Risk Topics**

- Return from investment of securities holder

## **Risk to Securities Holder from Investing in Foreign Securities (Applicable to only foreign companies) (2.2.3)**

**The risks of international market business operations during the COVID-19 outbreak**

**Risk Management Measures:** Yes

### **Related Risk Topics**

- Investment risk

# 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

Company environmental guideline : Waste Management

### 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)	26	28	24
Number of female employees (persons)	112	98	103
<b>Total (persons)</b>	<b>138</b>	<b>126</b>	<b>127</b>

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	54	N/A	N/A
Employee development and training expenses (baht)	269,272.88	N/A	N/A

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

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

##### • 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

## 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	9	100.00
Number of male directors	3	33.33
Number of female directors	6	66.67
Number of executive directors	1	11.11
Number of non-executive directors	8	88.89
Number of independent directors	5	55.56

#### 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. Ms. LACKANA LEELAYOUTHAYOTIN Gender: Female Age: 69 years old Highest level of education: Doctoral degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Original director	16 Jul 2020	Marketing

2.	<p>Mrs. PRATANA MONGKOLKUL</p> <p>Gender: Female</p> <p>Age: 58 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	16 Jul 2020	Accounting, Personal Products & Pharmaceuticals, Economics
3.	<p>Ms. PIYAWADEE SONSINGH</p> <p>Gender: Female</p> <p>Age: 53 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	16 Jul 2020	Personal Products & Pharmaceuticals
4.	<p>Mr. ANOTAI ADULBHAN</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	16 Jul 2020	Economics, IT Management, Finance, Accounting, Governance/ Compliance
5.	<p>Mr. CHATRCHAI TUONGRATANAPHAN</p> <p>Gender: Male</p> <p>Age: 66 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: International Business</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	16 Jul 2020	Marketing, Economics, Law

6.	Ms. PORNCANOK TANSKUL Gender: Female Age: 50 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: Original director	16 Jul 2020	Accounting, Finance, Governance/ Compliance
7.	Mrs. WORRAWAN CHAIKAMNERD Gender: Female Age: 47 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	16 Jul 2020	Corporate Management, Leadership, Fashion, Marketing
8.	Mrs. YAYUS Sulyanni Mak Gender: Female Age: 49 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: Original director	16 Jul 2020	Marketing
9.	Mr. ANUPHAN KITNITCHIVA Gender: Male Age: 59 years old Highest level of education: Doctoral degree Major: Philosophy Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Original director	16 Jul 2020	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. Mrs. PRATANA MONGKOLKUL [1] Gender: Female Age: 58 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Original director	16 Jul 2020	Accounting, Personal Products & Pharmaceuticals, Economics
2. Mr. CHATRCHAI TUONGRATANAPHAN Gender: Male Age: 66 years old Highest level of education: Doctoral degree Major: Internation Business Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	16 Jul 2020	Marketing, Economics, Law

3.	Ms. PORNCHANOK TANSKUL	Audit committee	16 Jul 2020	Accounting, Finance, Governance/ Compliance
	Gender: Female	(Non-executive, Independent director)		
	Age: 50 years old			
	Highest level of education:			
	Master's degree	Director type: Original		
	Major: Management	director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

[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.	Mrs. WORRAWAN CHAIKAMNERD	Chairman of the executive committee	16 Jul 2020
	Gender: Female		
	Age: 47 years old		
	Highest level of education: Master's degree		
	Major: Management		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
2.	Ms. Wipaporn Niamla-ong	Member of the executive committee	16 Jul 2020
	Gender: Female		
	Age: 43 years old		
	Highest level of education: Master's degree		
	Major: Management		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
3.	Mr. Thanayus Leeraphan	Member of the executive committee	16 Jul 2020
	Gender: Male		
	Age: 42 years old		
	Highest level of education: Master's degree		
	Major: Economics		
	Thai nationality: Yes		
	Residing in Thailand: Yes		



4.	Ms. Naruemol Sukkamolwatana	Member of the executive committee	16 Jul 2020
	Gender: Female		
	Age: 50 years old		
	Highest level of education: Master's degree		
	Major: Management		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
The Audit Committee	Mrs. PRATANA MONGKOLKUL	Chairman
	Mr. CHATRCHAI TUONGRATANAPHAN	Member
	Ms. Pornchanok Tanskul	Member
The Nomination and Remuneration Committee	Mr. CHATRCHAI TUONGRATANAPHAN	Chairman
	Mr. ANUPHAN KITNITCHIVA	Member
	Mr. ANOTAI ADULBHAN	Member
The Corporate Governance Committee	Mr. ANUPHAN KITNITCHIVA	Chairman
	Mrs. YAYUS Sulyanni Mak	Member
	Ms. PIYAWADEE SONSINGH	Member
Executive Committee	Mrs. WORRAWAN CHAIKAMNERD	Chairman
	Mr. Thanayus Leeraphan	Member
	Ms. Wipaporn Niamla-ong	Member
	Ms. Naruemol Sukkamolwatana	Member
Risk Management Committee	Mrs. WORRAWAN CHAIKAMNERD	Chairman
	Ms. Naruemol Sukkamolwatana	Member
	Mr. Thanayus Leeraphan	Member
	Ms. Wipaporn Niamla-ong	Member

### Roles of Sub-committees

Sub-committees responsible for risk management : The Audit 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 : The Corporate Governance Committee

Sub-committees responsible for corporate sustainability development : The 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. Mrs. WORRAWAN CHAIKAMNERD Gender: Female Age: 47 years old Highest level of education: Master's degree Major: Management	CHIEF EXECUTIVE OFFICER	16 Jul 2017	Corporate Management, Leadership, Fashion, Marketing
2. Mr. Thanayus Leeraphan Gender: Male Age: 42 years old Highest level of education: Master's degree Major: Economics	Chief Marketing Officer	16 Jul 2020	
3. Ms. Naruemol Sukkamolwatana Gender: Female Age: 50 years old Highest level of education: Master's degree Major: Management	Chief Operating Officer	16 Jul 2020	
4. Ms. Wipaporn Niamla-ong [1][2] Gender: Female Age: 43 years old Highest level of education: Master's degree Major: Management	Chief Financial Officer	16 Jul 2020	

[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)	N/A	22,200,000.00	32,900,000.00

### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : Yes

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 24

Number of female employees (persons) : 103

Total (persons) : 127

#### Provident fund

Total number of employees (persons) : 127

Number of employees contributing to the PVD (persons) : 54

Percentage of employees who are members (%) : 42.52

# 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)

##### Development of directors over the past year

List of directors	Position	Participated in director development program
Ms. LACKANA LEELAYOUTHAYOTIN	Chairman of the board	Participating
Mrs. PRATANA MONGKOLKUL	Vice Chairman	Participating
Ms. PIYAWADEE SONSINGH	Director	Participating
Mr. ANOTAI ADULBHAN	Director	Participating
Mr. CHATRCHAI TUONGRATANAPHAN	Director	Participating
Ms. PORNCCHANOK TANSKUL	Director	Participating
Mrs. WORRAWAN CHAIKAMNERD	Director	Participating
Mrs. YAYUS SULYANNI MAK	Director	Participating
Mr. ANUPHAN KITNITCHIVA	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) : 7

Date of AGM meeting : 25 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Ms. LACKANA LEELAYOUTHAYOTIN (Chairman of the board)	-	6/7	Participating	Did not hold the meeting
2.	Mrs. PRATANA MONGKOLKUL (Vice Chairman)	-	7/7	Participating	Did not hold the meeting
3.	Ms. PIYAWADEE SONSINGH (Director)	-	7/7	Participating	Did not hold the meeting
4.	Mr. ANOTAI ADULBHAN (Director)	-	7/7	Participating	Did not hold the meeting
5.	Mr. CHATRCHAI TUONGRATANAPHAN (Director)	-	7/7	Participating	Did not hold the meeting
6.	Ms. PORNCANOK TANSKUL (Director)	-	7/7	Participating	Did not hold the meeting
7.	Mrs. WORRAWAN CHAIKAMNERD (Director)	-	7/7	Participating	Did not hold the meeting
8.	Mrs. YAYUS SULYANNI MAK (Director)	-	7/7	Participating	Did not hold the meeting
9.	Mr. ANUPHAN KITNITCHIVA (Director)	-	7/7	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.	Ms. LACKANA LEELAYOUTHAYOTIN (Chairman of the board)	-	105,000.00	180,000.00	No
2.	Mrs. PRATANA MONGKOLKUL (Vice Chairman)	-	147,500.00	120,000.00	No
3.	Ms. PIYAWADEE SONSINGH (Director)	-	94,500.00	120,000.00	No
4.	Mr. ANOTAI ADULBHAN (Director)	-	108,500.00	120,000.00	No

5.	Mr. CHATRCHAI TUONGRATANAPHAN (Director)	-	153,500.00	120,000.00	No
6.	Ms. PORNCCHANOK TANSKUL (Director)	-	127,500.00	120,000.00	No
7.	Mrs. WORRAWAN CHAIKAMNERD (Director)	-	0.00	0.00	No
8.	Mrs. YAYUS Sulyanni Mak (Director)	-	94,500.00	120,000.00	No
9.	Mr. ANUPHAN KITNITCHIVA (Director)	-	120,500.00	120,000.00	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) : 4

	List of directors	Termination date	Number of the audit committee meeting
1.	Mrs. PRATANA MONGKOLKUL (Chairman of the audit committee)	-	4/4
2.	Mr. CHATRCHAI TUONGRATANAPHAN (Audit committee)	-	3/4
3.	Ms. PORNCCHANOK TANSKUL (Audit committee)	-	4/4