



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

PROEN CORP 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 : PROEN CORP PUBLIC COMPANY LIMITED

Symbol : PROEN

Address : 72 NT Bangrak Building 4th, 18th Fl., Charoen Krung Road,
Bangrak, Bangrak

Province : Bangkok

Postcode : 10500

Business : 1) Information Communication and Technology: ICT and provider
of Internet Data Center, Internet Service (ISP) and Cloud
service 2) Constructions for Telecommunication and
Infrastructure service

Registration Number : 0107562000246

Telephone : 0-2690-3888, 0-2639-7888

Fax (if applicable) : 0-2639-7892, 0-2691-1898

Website : <https://www.proen.co.th/>

Email : ir@proen.co.th

Total Shares Sold (shares)

Common Stock : 316,947,150

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	1,005.51	1,061.56	1,548.36
Revenues from sales of goods (Thousand baht)	336.81	528.37	626.91
Revenues from rendering services (Thousand baht)	260.37	300.57	317.10
Revenues from construction contracts (Thousand baht)	403.93	229.55	587.37
Other income (Thousand baht)	4.40	3.07	16.98

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Revenues from sales of goods (%)	33.50	49.77	40.49
Revenues from rendering services (%)	25.89	28.31	20.48
Revenues from construction contracts (%)	40.17	21.62	37.93
Other income (%)	0.44	0.29	1.10

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	1,005.51	1,061.56	1,548.36
Domestic (Thousand baht)	0.00	0.00	0.00
International (Thousand baht)	1,005.51	1,061.56	1,548.36

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	0.00	0.00	0.00

International (%)	100.00	100.00	100.00
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*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)

Risk in Company's business operation

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies
- Reliance on large customers or few customers
- Reliance on large partners / distributors or few partners / distributors

Operational Risk

- Reliance on employees in key positions
- Systems or internal control system
- Human error in business operations
- Product obsolescence
- Information security and cyber-attack
- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Safety, occupational health, and working environment
- Climate change and disasters

- Corruption

Compliance Risk

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

Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations
- Default on payment or exchange of goods
- Fluctuation in return on assets or investment
- Unhedged loan and borrowing in a foreign currency

Risk to Securities Holder (2.2.2)

Risk from having major shareholder's influence

Risk Management Measures: Yes

Related Risk Topics

- Other

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 : No

Company environmental guideline : Electricity Management, Renewable/Clean Energy
Management, Greenhouse Gas and Climate Change 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
Total (Tons of carbon dioxide equivalents)	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

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer 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)	65	63	65
Number of female employees (persons)	32	32	32
Total (persons)	97	95	97

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	7	13	11
Employee development and training expenses (baht)	396,136.00	724,451.00	788,404.00

• Health, safety and work environment

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

• Employee retention

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	18.56	23.16	22.68

• 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://investor.proen.co.th/th/corporate-governance/corporate-governance-policy>

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, Independence of the Board of Directors, 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	6	75.00
Number of female directors	2	25.00
Number of executive directors	4	50.00
Number of non-executive directors	4	50.00
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. SATHIT PUTTACHAIYONG Gender: Male Age: 65 years old Highest level of education: Doctoral degree Major: Textile Engineering Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	18 Apr 2018	Economics, Commerce, Engineering, Audit, Governance/ Compliance

2.	Mr. KITTIPAN SRI-BUA-IAM Gender: Male Age: 49 years old Highest level of education: Master's degree Major: Internet and E-Commerce Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	3 Oct 1997	Information & Communication Technology, Marketing, Human Resource Management, IT Management, Digital Marketing, Corporate Management, Strategic Management, Leadership
3.	Mrs. PANARAT PANMANEE Gender: Female Age: 74 years old Highest level of education: Doctoral degree Major: Management and Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	18 Apr 2018	Accounting, Finance, Data Management, Audit, Budgeting
4.	Mr. NOPPARAT PHUTAVIRIYA Gender: Male Age: 68 years old Highest level of education: Barrister Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	18 Apr 2018	Law, Risk Management, Audit, Governance/ Compliance
5.	Mr. NARIS RATYIAM Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	18 Apr 2018	Information & Communication Technology, Marketing, IT Management, Digital Marketing

6.	Mr. SOMKIAT YUBANPHAEO Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Administration Program in Public Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	18 Apr 2018	Construction Materials, Construction Services, Information & Communication Technology, Project Management
7.	Mr. PRANAI KUNGWALRUT Gender: Male Age: 48 years old Highest level of education: Doctoral degree Major: Electrical Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	18 Dec 2020	Economics, Industrial Materials & Machinery, Energy & Utilities, Information & Communication Technology, IT Management, Engineering
8.	Mrs. PUNSAYA PAPRAKORNPISIT Gender: Female Age: 54 years old Highest level of education: Bachelor's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	10 Aug 2021	Corporate Social Responsibility, Human Resource Management, Governance/ Compliance

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. NOPPARAT PHUTAVIRIYA Gender: Male Age: 68 years old Highest level of education: Barrister Major: Law Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	18 Apr 2018	Law, Risk Management, Audit, Governance/ Compliance
2. Mrs. PANARAT PANMANEE [1] Gender: Female Age: 74 years old Highest level of education: Doctoral degree Major: Management and Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	18 Apr 2018	Accounting, Finance, Data Management, Audit, Budgeting
3. Mr. SATHIT PUTTACHAIYONG Gender: Male Age: 65 years old Highest level of education: Doctoral degree Major: Textile Engineering Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	18 Apr 2018	Economics, Commerce, Engineering, Audit, Governance/ Compliance

[1] A director with the accounting expertise needed to review financial statements

Other sub-committees

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

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. KITTIPAN SRI-BUA-IAM Gender: Male Age: 49 years old Highest level of education: Master's degree Major: Internet and E-Commerce	CHIEF EXECUTIVE OFFICER	3 Oct 1997	Information & Communication Technology, Marketing, Human Resource Management, IT Management, Digital Marketing, Corporate Management, Strategic Management, Leadership
2. Mr. NARIS RATYIAM Gender: Male Age: 52 years old Highest level of education: Bachelor's degree Major: Business Administration	Chief Commercial Officer	2 Aug 2008	Information & Communication Technology, Marketing, IT Management, Digital Marketing
3. Mr. SOMKIAT YUBANPHAEO Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Administration Program in Public	Chief Telecommunication Officer	18 Apr 2018	Construction Materials, Construction Services, Information & Communication Technology, Project Management
4. Mr. Nititorn Deeumpai [1] Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer	2 Nov 2020	Economics, Finance & Securities, Accounting, Finance, Sustainability, Data Management, Data Analysis, Strategic Management, Risk Management, Budgeting
5. Mr. Thawatchai Praesangeim Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Executive MBA and Computer & Engineering management	Chief Operating Officer	1 May 2022	Banking, Property Development, Finance, Architecture

6.	Mrs. PUNSAYA PAPRAKORNPISIT Gender: Female Age: 54 years old Highest level of education: Bachelor's degree Major: Management	VP. Human Resources and Administration	1 Jul 2019	Corporate Social Responsibility, Human Resource Management, Governance/ Compliance
7.	Mr. Visrut Manunpon Gender: Male Age: 37 years old Highest level of education: Bachelor's degree Major: Engineering Programing Computer Engineering	Vice President – Business Development	1 Jun 2017	Information & Communication Technology, Marketing, IT Management, Digital Marketing
8.	Mrs. Sasirada Mututanon Gender: Female Age: 41 years old Highest level of education: Bachelor's degree Major: Science	VP.Purchasing and Warehouse	1 Mar 2020	Marketing, Procurement, Negotiation
9.	Mr. Narong Juekert [2] Gender: Male Age: 43 years old Highest level of education: Bachelor's degree Major: Accounting	VP.Finance and Accounting Department	21 Jan 2022	Accounting, Finance, Data Management, Data Analysis, Budgeting
10.	Mr. Pornpat Wattananiyomkajohn Gender: Male Age: 36 years old Highest level of education: Master's degree Major: Business Administration	Vice President – Sales and Marketing	27 Oct 2022	Economics, Media & Publishing, Information & Communication Technology, Marketing, IT Management, Negotiation

[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)	24,900,000.00	26,100,000.00	30,380,000.00

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) : 65

Number of female employees (persons) : 32

Total (persons) : 97

Provident fund

Total number of employees (persons) : 97

Number of employees contributing to the PVD (persons) : 51

Percentage of employees who are members (%) : 52.58

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
Mr. SATHIT PUTTACHAIYONG	Chairman of the board	N/A
Mr. KITTIPAN SRI-BUA-IAM	Director	Participating
Mrs. PANARAT PANMANEE	Director	N/A
Mr. NOPPARAT PHUTAVIRIYA	Director	N/A
Mr. NARIS RATYIAM	Director	Participating
Mr. SOMKIAT YUBANPHAEAO	Director	Participating
Mr. PRANAI KUNGWALRUT	Director	N/A
Mrs. PUNSAYA PAPRAKORNPISIT	Director	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) : 7

Date of AGM meeting : 28 Apr 2022

EGM meeting : Yes

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. SATHIT PUTTACHAIYONG (Chairman of the board)	-	7/7	Participating	Participating
2.	Mr. KITTIPAN SRI-BUA-IAM (Director)	-	7/7	Participating	Participating
3.	Mrs. PANARAT PANMANEE (Director)	-	7/7	Participating	Participating
4.	Mr. NOPPARAT PHUTAVIRIYA (Director)	-	7/7	Participating	Participating
5.	Mr. NARIS RATYIAM (Director)	-	7/7	Participating	Participating
6.	Mr. SOMKIAT YUBANPHAEO (Director)	-	7/7	Participating	Participating
7.	Mr. PRANAI KUNGWALRUT (Director)	-	7/7	Participating	Participating
8.	Mrs. PUNSAYA PAPRAKORNPISIT (Director)	-	7/7	Participating	Participating

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. SATHIT PUTTACHAIYONG (Chairman of the board)	-	174,000.00	180,000.00	No
2.	Mr. KITTIPAN SRI-BUA-IAM (Director)	-	N/A	100,000.00	No
3.	Mrs. PANARAT PANMANEE (Director)	-	132,000.00	140,000.00	No
4.	Mr. NOPPARAT PHUTAVIRIYA (Director)	-	152,000.00	140,000.00	No
5.	Mr. NARIS RATYIAM (Director)	-	N/A	100,000.00	No
6.	Mr. SOMKIAT YUBANPHAEO (Director)	-	N/A	100,000.00	No
7.	Mr. PRANAI KUNGWALRUT (Director)	-	84,000.00	140,000.00	No
8.	Mrs. PUNSAYA PAPRAKORNPISIT (Director)	-	N/A	100,000.00	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.	Mr. NOPPARAT PHUTAVIRIYA (Chairman of the audit committee)	-	4/4
2.	Mrs. PANARAT PANMANEE (Audit committee)	-	4/4
3.	Mr. SATHIT PUTTACHAIYONG (Audit committee)	-	4/4