

(English Translation)



## CORPORATE GOVERNANCE POLICY

WHA Industrial Development Public Company Limited

Approved by the Board of Directors' Meeting No. 7/2024 on 8 November 2024  
Effective as of 8 November 2024

*Message from the Chairman of the Board of Directors*

WHA Industrial Development Public Company Limited and its Group recognize and emphasize the importance of conducting business fairly and honestly, adhering to good corporate governance principles. We are committed to fostering a corporate culture based on transparency and integrity under good governance practices, as we firmly believe that these elements will contribute to the organization's stable and sustainable growth.

The Company, through its Board of Directors, has adopted the Corporate Governance Code for Listed Companies 2017, developed by the Securities and Exchange Commission (SEC), along with the best practices set by the Stock Exchange of Thailand, the Organization for Economic Co-operation and Development (OECD) Principles of Corporate Governance, and the ASEAN Corporate Governance Scorecard. These guidelines have been incorporated into the development of our "Corporate Governance Policy," which serves as a practice for operating the business and guiding the work of all personnel across the organization. This policy also aims to raise awareness and emphasize the importance of good corporate governance, ultimately creating a high-quality organizational culture that contributes to a better society and nation.

*- Jareeporn Jarukornsakul -*

Ms. Jareeporn Jarukornsakul

Chairman of the Board of Directors

WHA Industrial Development Public Company Limited

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## Definition

“SEC”	means the Securities and Exchange Commission
“SET”	means the Stock Exchange of Thailand
“Company” or “WHAID”	means WHA Industrial Development Public Company Limited
“Form 56-1 One Report”	means Annual Registration Statements/ Annual Report as stipulated by the Capital Market Supervisory Board and/or SEC
“SEC Act”	means the Securities and Exchange Act, B.E. 2535 (1992) (as amended)
“Office of SEC”	means the Office of Securities and Exchange Commission

## Principle 1 Roles and Responsibilities of the Board of Directors as the Corporate Leader in Creating Sustainable Value for the Business

### Principle 1.1 Key Role as Corporate Leader

The Board of Directors understands and recognizes its role and responsibilities as the corporate leader, tasked with ensuring good corporate governance within the organization, which includes:

- (1) Defining objectives and goals;
- (2) Defining strategies, operational policies, and allocating key resources to achieve the objectives and goals; and
- (3) Monitoring, evaluating, and overseeing the reporting of operating results.

### Principle 1.2 Corporate Governance to Create Sustainable Value for the Business

The Board of Directors has a policy on corporate governance aimed at creating sustainable value for the business, leading to success, namely:

- (1) To operate the business in a way that ensures competitiveness and good operating results, while focusing on creating long-term value for the business—not only in terms of financial performance but also considering its social and environmental impact.
- (2) To conduct the business ethically, respecting the rights of, and being accountable to, shareholders and stakeholders.
- (3) To conduct the business with consideration for social benefits, alongside efforts to develop and minimize the impact on society and the environment.
- (4) To conduct the business with resilience to various changing factors.

The Board of Directors, as the leader in corporate governance, recognizes the importance of creating and driving a corporate culture grounded in ethics. Therefore, it has established a “Code of Conduct and Practices” as a written guideline for good corporate governance, applicable to directors, executives, and employees. Additionally, the Board of Directors has implemented communication and training programs to ensure that directors, executives, and employees understand the importance of these matters. The Board of Directors shall also monitor the implementation and review the policy and practices regularly on an annual basis.

### **Principle 1.3 Perform Duties with Accountability and Responsibility, Duty of Care, and Duty of Loyalty in the Best Interest of the Organization**

The Board of Directors has a duty to ensure that its directors and executives perform their duties with accountability, responsibility, duty of care, and duty of loyalty, all in the best interest of the organization, as follows:

- (1) To comply with the laws, its objectives, articles of association, resolutions of the Board of Directors' meetings, resolutions of the shareholders' meetings, and the policies and guidelines established by the Company.
- (2) To ensure that sufficient mechanisms are in place to guarantee that the Company's operations comply with relevant laws, objectives, articles of association, resolutions of the Board of Directors' meeting, resolutions of the shareholders' meetings, and the policies and guidelines established by the Company, including an approval process for significant operations as required by law.

### **Principle 1.4 Scope of Key Duties and Responsibilities of the Board of Directors**

The Board of Directors understands the scope of its duties and responsibilities and has clearly defined the delegation of duties and responsibilities to subcommittees, the Chief Executive Officer, and the management, ensuring that they perform their assigned duties as designated.

- (1) The Board of Directors

The Board of Directors has a duty to ensure compliance with the law, the Company's objectives, articles of association, and resolutions of both the Board of Directors and shareholders' meetings, with accountability, responsibility, due care, and integrity. This ensures that the Company's operations align with the best interests of the Company, shareholders, and stakeholders. The Board of Directors has established a written "Board of Directors Charter," which outlines the composition, scope of powers and duties, and responsibilities of the Board of Directors to enable directors to perform their duties effectively and transparently. The Charter shall be reviewed regularly, at least annually, and the division of roles and responsibilities between the Board of Directors, the Chief Executive Officer, and the management shall be reviewed regularly to ensure alignment with the organization's direction.

- (2) Subcommittee

The Board of Directors has appointed subcommittees consisting of experts relevant to specific tasks to review, screen, and provide recommendations and guidance as assigned by the Board of Directors, before presenting them to the Board of Directors. These subcommittees include:

- (2.1) Audit Committee
- (2.2) Corporate Governance and Sustainable Development Committee
- (2.3) Nomination and Remuneration Committee

(2.4) Risk Management Committee

(2.5) Executive Committee

The composition, scope of powers, duties, and responsibilities of the subcommittees are outlined in the written charter of each subcommittee, which shall be reviewed regularly at least once a year.

(3) Scope of powers, duties, and responsibilities of the Board of Directors and the management

(3.1) The key responsibilities of the Board of Directors include:

- (a) To consider, approve, and/or provide opinions on important matters related to the Company's operations, such as setting objectives, main goals, vision, etc.
- (b) To create a corporate culture that adheres to the ethics and behave as a positive role model
- (c) To ensure that the structure and performance of the Board of Directors are appropriate for achieving the objectives and main goals of the business operations with efficiency and effectiveness.
- (d) To select, develop, determine remuneration, and evaluate the performance of the Chief Executive Officer.
- (e) To establish a remuneration structure that serves as an incentive for the personnel's performance, aligned with the organization's objectives and main goals.

(3.2) The Board of Directors, together with the management, is responsible for considering, defining, and overseeing the development of an overall operational policy that aligns with the objectives and main goals of the business. The Board of Directors delegates its power to manage the Company's operations to the management and ensures that the management performs their duties as assigned. The management is responsible for carrying out the operations and managing the Company in accordance with the strategies, policies, and plans approved or endorsed by the Board of Directors. Additionally, the management is responsible for reporting to the Board of Directors regularly, as appropriate. The duties that the Board of Directors carries out in conjunction with the management include:

- (a) The formulation and review of strategies, objectives, annual business plans, and annual budgets.
- (b) The establishment and oversight of adequate internal controls and risk management systems.
- (c) The determination of appropriate powers for the management in line with their responsibilities, such as defining the Internal Power of Attorney within the Group, etc.



- (d) The establishment of frameworks for resource allocation, development, and budgeting, such as policies and plans for human resource management and the policy on information technology development.
- (e) The monitoring, oversight, and evaluation of the performance of tasks assigned to the management, ensuring that operations are carried out in accordance with the specified policies and plans.
- (f) The oversight of ensuring the accurate, complete, and reliable disclosure of both financial and non-financial information to the public.

The Board of Directors shall oversee at the policy level, while the management shall handle execution to align with the strategies, policies, and plans approved by the Board of Directors. The management shall also make operational decisions in various areas, including business operations, marketing, sales, procurement, resource management, human resources, and general administration, among others.

## Principle 2 Define Objectives and Main Goals of the Business for Sustainability

### Principle 2.1 Definition of Objectives and Main Goals

The Board of Directors places great importance on defining the objectives and main goals of the business for sustainability, ensuring alignment with value creation and benefits for the organization, customers, partners, employees, shareholders, stakeholders, society, and the environment as a whole. This is to establish a corporate culture based on the principles of good corporate governance.

- (1) The Board of Directors is responsible for ensuring that the business has clearly and properly defined its objectives and main goals in alignment with the economic, social, and environmental conditions. This is to establish a suitable business model through the organization's vision and values, or principles and purposes, which shall be effectively communicated to everyone, driving the organization toward the same direction.
- (2) To achieve the objectives or main goals, the Board of Directors shall consider defining a business model that creates value for the business, stakeholders, society, and the environment as a whole. This shall be carried out in parallel by considering the following:
  - (a) the environment and various changing factors, including the appropriate application of innovation and technology;
  - (b) the needs of customers and stakeholders;
  - (c) the readiness, expertise, and competitive capabilities of the business;
  - (d) the appropriate organizational structure and group of companies.
- (3) The corporate values reflect the characteristics of good corporate governance, namely ADVANCED, CHAMPION, RESOURCEFUL, and INTEGRITY.
- (4) The Board of Directors promotes communication and ensures that the objectives and main goals of the organization are reflected in the decision-making and operations of personnel at all levels as part of our corporate culture.

### Principle 2.2 Business Strategies and Annual Plans in line with Objectives and Main Goals

Business objectives, goals, and strategies, both short-term and long-term, must align with the objectives and main goals of the business, including material topics in accordance with sustainability guidelines (ESG), through the appropriate and safe application of innovation and technology.

- (1) The Board of Directors shall ensure that the business strategies and annual plans align with the business's objectives and main goals, including its sustainability goals, both medium-term and long-term (3 to 5 years). This shall involve considering the contributing factors, opportunities, and the Company's risk appetite, while supporting the execution of strategies to achieve these goals.

The Board of Directors shall also ensure that the strategies and annual plans account for long-term impacts that can be reasonably foreseen.

- (2) In defining strategies and annual plans, the Board of Directors shall oversee the analysis of the environment and factors (both opportunities and risks) that may impact stakeholders throughout the business's value chain. This includes considering various factors that may affect the achievement of the main goals. Mechanisms should also be in place to understand the stakeholders' expectations.
- (3) In defining strategies, the Board of Directors shall oversee the promotion and adoption of innovation and technology to enhance competitiveness and meet stakeholders' needs, while maintaining a foundation of business operations that considers the environment, society, and governance (ESG).
- (4) The Board of Directors should consider whether the established goals are appropriate for the business environment and the organization's capabilities, both financial and non-financial goals, in alignment with laws, ethical principles, and transparency.
- (5) The Board of Directors shall oversee the communication of the organization's objectives and main goals through its vision, mission, and corporate values, as well as strategies and annual plans, ensuring that the Group's personnel are informed and have a clear understanding throughout the organization.
- (6) The Board of Directors shall oversee the allocation of resources and monitor the implementation of strategies and annual plans.

## Principle 3 Strengthen Board of Directors Effectiveness

### Principle 3.1 Structure, Composition and Qualifications of Directors

The Board of Directors shall define and review the structure of the Board of Directors, including the composition, proportion of independent directors, the appropriate number of directors for the business. Additionally, the Board of Directors shall consider diversity in terms of qualifications, expertise, and experience to ensure the structure is suitable and necessary for achieving the defined objectives and main goals.

- (1) The structure of the Board of Directors consists of directors and independent directors, in numbers and with qualifications in accordance with the law, as well as the notifications of the Office of SEC and the Capital Market Supervisory Board.

The Board of Directors shall oversee its own composition, ensuring it includes directors with diverse qualifications in accordance with the Board Diversity Policy. This diversity encompasses professional skills, experience, capabilities, characteristics, specialized expertise, gender, age, ethnicity, and nationality, all of which are essential for achieving the organization's objectives and main goals. The Board of Directors shall also assess the directors' skills and expertise through the Board Skill Matrix to ensure that the overall Board of Directors is suitably qualified to understand and address stakeholder needs. Additionally, the Board of Directors shall ensure at least 1 non-executive director with experience in the business or industry in which the Company operates.

- (2) The Board of Directors shall determine the appropriate number of directors based on the size, type, and complexity of the business, ensuring they can perform their duties efficiently. The Board of Directors should consist of no fewer than 5 members and no more than 12 members (unless necessary and appropriate), with at least half of the directors residing in Thailand.
- (3) The Board of Directors shall maintain a proportion between executive directors and non-executive directors that ensures an appropriate checks and balances, namely:
  - (3.1) The majority of the directors are non-executive directors who can provide independent opinions on the management's performance.
  - (3.2) The number of independent directors shall comply with the criteria set by the Office of SEC and the SET, requiring at least one-third of the total number of directors to be independent directors, with no fewer than 3 persons.
  - (3.3) The qualifications of the Company's independent directors are more stringent than the criteria set by the Office of SEC and the SET, as follows:
    - (a) Holding no more than 0.5 percent of the total voting shares of the Company, its parent company, subsidiaries, associated companies, major shareholders, or

controllers, including shares held by persons related to that particular independent director.

- (b) Not being, or ever having been, a director involved in administration, an employee, staff member, or advisor receiving a regular salary, or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholders, or a controller of the Company, unless such status has lapsed for at least 2 years. This prohibition does not apply to cases where an independent director was a civil servant or an advisor to a government agency that is a major shareholder or controller of the Company.
- (c) Not being a person with any blood relation or lawful marriage, whether as a father, mother, spouse, sibling, or offspring, including the spouse of an offspring, to another director, executive, major shareholder, controller, or a person nominated as a director, executive, or controller of the Company or its subsidiaries.
- (d) Not having, or ever having had, any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controllers in a manner that may interfere with the exercise of independent judgment, and not being, or ever having been, a material shareholder or controller with a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controllers, unless such status has lapsed for at least 2 years.

The business relationship referred to in the first paragraph includes transactions conducted in the ordinary course of business, such as the leasing or renting of real property, transactions related to assets or services, or the granting or receiving of financial assistance through borrowing, lending, guarantees, or the provision of assets as collateral for liabilities, as well as other similar circumstances. These transactions result in the Company or the contracting party incurring an obligation to pay the other party, amounting to 3 percent of the Company's net tangible assets or THB 20 million or more, whichever is lower. The calculation of such liabilities shall follow the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board on Rules on Connected Transactions, *mutatis mutandis*. In considering such liabilities, any liabilities incurred during the 1-year period prior to the establishment of the business relationship with that person shall also be included.

- (e) Not being, or ever having been, an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controllers, and not being a material shareholder, controller, or partner of the audit firm where the auditor of the Company, its parent company, subsidiaries, associated companies,

major shareholders, or controllers is employed, unless such status has lapsed for at least 2 years.

(The term “partner” refers to any person authorized by an audit firm to sign an auditor’s report on behalf of that entity.)

- (f) Not being, or ever having been, a professional service provider, including a legal consultant or financial advisor, earning more than THB 2 million in service fees per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controllers, and not being a material shareholder, controller, or partner of that professional service provider, unless such status has lapsed for at least 2 years.

(The term “partner” refers to any person authorized by a professional service provider to sign a professional service report on behalf of that entity.)

- (g) Not being a director appointed to represent the Company, a major shareholder, or any shareholder related to a major shareholder.
- (h) Not engaging in any business of the same nature and in significant competition with the business of the Company or its subsidiaries, nor being a material partner in any partnership, a director participating in administration, an employee, a staff member, or an advisor who receives a regular salary, or holding more than 1 percent of the total voting shares in another company engaged in a business of the same nature and in significant competition with the business of the Company or its subsidiaries.
- (i) Having no other characteristics that would prevent him/her from providing an independent opinion on the Company’s operations.
- (j) Independent directors may hold their office as independent directors for no more than 9 consecutive years.
- (k) At least one independent director must be female.

- (3.4) The independent directors shall be supported to work collaboratively with the entire Board of Directors effectively and be able to express their opinions independently.

- (4) The Board of Directors shall disclose the Board Diversity Policy and the directors’ profiles, including age, gender, educational background, experience, shareholding proportion, years of service as a director, and directorships in other listed companies, in the annual report (Form 56-1 One Report) and on the Company’s website.

### Principle 3.2 Scope of Powers and Duties of the Chairman of the Board of Directors

The Board of Directors shall select a suitable person to serve as the Chairman of the Board of Directors and ensure that the Board of Directors' composition and operations facilitate the exercise of discretion in making independent decisions.

- (1) The Chairman of the Board of Directors should be an independent director.
- (2) The Chairman of the Board of Directors and the Chief Executive Officer have different duties and responsibilities. In this regard, the Board of Directors has clearly defined the scope of powers and duties of both the Chairman of the Board and the Chief Executive Officer.
- (3) Division of Powers and Duties between the Chairman of the Board of Directors and the Chief Executive Officer

#### (3.1) Scope of Key Powers and Duties of the Chairman of the Board of Directors

- (a) To lead the Board of Directors in supervising, monitoring, and promoting the efficient performance of duties by the Board of Directors to achieve the objectives and main goals of the organization.
- (b) To ensure that all directors are involved in promoting a culture of ethics and good corporate governance.
- (c) To set the agenda for the Board of Directors' meetings in consultation with the Chief Executive Officer, ensuring that important matters are included in the meeting agenda.
- (d) To allocate sufficient time for the management to present matters and for directors to thoroughly discuss significant matters, while encouraging directors to exercise their discretion carefully and express their opinions independently.
- (e) To foster good relationships between executive directors and non-executive directors, as well as between the Board of Directors and the management.

#### (3.2) Key Roles and Duties of Chief Executive Officer

- (a) To lead the management
- (b) To consider and formulate policies, strategies, missions, financial goals, business plans, and the annual budget for presentation to the Board of Directors for approval, as well as to seek new business opportunities for expansion and increasing revenue for the business.
- (c) To carry out, manage, supervise, and perform the regular operations of the ordinary course of business and/or daily administration affairs to achieve and align with the objectives, main goals, vision, mission, strategy, duties, financial

goals, business plans, and budget as assigned and/or approved by the Board of Directors and/or the shareholders' meeting, for the benefit of the Company.

- (d) To monitor, supervise, inspect, control, and improve the operational efficiency of the Company, subsidiaries, and/or associated companies to ensure that the performance aligns with the established goals.
- (e) To establish rules, announcements, and orders related to the business operations to align with the Company's policies and to facilitate the effective management of the Company.
- (f) To have the power to act and represent the Company to external parties in matters related to and beneficial to the Company.
- (g) To establish regulations, procedures, and work methods as appropriate, and ensure that personnel in each department operate in alignment with the strategic plans and goals of each department efficiently and effectively, including the continuous development of personnel.
- (h) To consider and approve any juristic acts/transactions, and operations conducted in the ordinary course of business, as well as transactions supporting the Company's ordinary business under general trading conditions, in accordance with the Internal Power of Attorney approved by the Board of Directors, the rules set by the Office of SEC and the SET on connected transactions and transactions involving the acquisition or disposition of assets, and applicable laws.
- (i) To sub-authorize and/or delegate any other person or group of persons to perform certain tasks on behalf of the Chief Executive Officer, provided that such sub-authorization and/or delegation is within the scope of powers outlined in the power of attorney, regulations, rules, or resolutions of the Board of Directors' meetings. However, such delegation must not involve any sub-authorization or delegation that allows the Chief Executive Officer or any authorized person, who has a conflict of interest or is in dispute with the Company, to approve such a transaction. In such cases, the Chief Executive Officer shall have no authority to approve but shall propose the transaction to the Board of Directors and/or the shareholders' meeting (as applicable) for consideration and approval, except when the transaction is conducted in the ordinary course of business, fair, and at arm's length, in compliance with the principles approved by the Board of Directors.
- (j) To take any other actions as assigned and authorized by the Board of Directors.

- (4) Furthermore, in cases where (1) the Chairman of the Board of Directors is not an independent director, (2) the Chairman of the Board of Directors and the Chief Executive Officer are the same person, (3) the Chairman of the Board of Directors and the Chief Executive Officer are from the



same family, or (4) the Chairman of the Board of Directors is a member of the Executive Committee or working group, or has been assigned managerial responsibilities, the Board of Directors shall promote the balance of power between the Board of Directors and the management by considering the following measures:

- (4.1) Ensuring that the composition of the Board of Directors consists of independent directors comprising more than half of the total number of directors, or
- (4.2) Appointing an independent director to jointly consider setting the agenda for the Board of Directors' meetings, who may be appointed as the Lead Independent Director.
- (5) The Board of Directors has a policy that independent directors shall hold their office for a term not exceeding 9 consecutive years, starting from the date of their first appointment as an independent director.
- (6) The Board of Directors has considered the appointment of subcommittees to review specific matters, screen information, and provide recommendations for the Board of Directors' consideration and approval (as applicable). The composition, scope of powers and duties, and responsibilities of each subcommittee are outlined in the respective subcommittee charters.
- (7) The Board of Directors shall ensure the disclosure of the roles and responsibilities of the Board of Directors and subcommittees, the number of meetings held, the number of meetings attended by each director in the past year, and the report on the performance of subcommittees as required by applicable laws or rules.

### **Principle 3.3 Nomination and Selection of Directors**

The Board of Directors shall oversee the nomination and selection process to ensure it is transparent and clear, aiming to appoint directors with qualifications that align with the business strategy and the defined composition requirements.

- (1) The Board of Directors has established the Nomination and Remuneration Committee, the majority of whose members, including the chairman, should be independent directors. The Nomination and Remuneration Committee is responsible for nominating suitable candidates to serve as the Company's directors.
- (2) The Nomination and Remuneration Committee shall consider the criteria and procedures for nominating persons by reviewing their background to ensure that the nominees possess the appropriate qualifications, professional skills, knowledge, and expertise. This process will align with the Board Diversity Policy and the results of the Board Skill Matrix assessment. The Nomination and Remuneration Committee will then provide recommendations to the Board of Directors and/or the shareholders' meeting for consideration of the director's appointment (as applicable). Shareholders will be provided with sufficient information regarding the nominees to make an informed decision.

- (3) In the nomination of directors who retire by rotation, the Nomination and Remuneration Committee shall review the criteria and procedures for nominating directors to recommend to the Board of Directors. In cases where the Nomination and Remuneration Committee proposes the reappointment of an existing director, the performance of the said director shall also be taken into consideration.
- (4) In the case of appointing any person as an advisor to the Nomination and Remuneration Committee to provide guidance and recommendations on the matters mentioned above, the information about the advisor shall be disclosed in the annual report and/or Form 56-1 One Report, including their independence or absence of conflicts of interest.

### **Principle 3.4 Directors' Remuneration**

The shareholders' meeting has the authority to approve the structure and remuneration rates for directors. Therefore, in proposing the remuneration for directors to the shareholders' meeting, the Board of Directors shall ensure that the structure and remuneration rates are appropriate for the duties and responsibilities and incentivize the Board of Directors to lead the organization towards achieving both short-term and long-term goals.

- (1) The Board of Directors has established the Nomination and Remuneration Committee, the majority of whose members, including the chairman, should be independent directors. The Nomination and Remuneration Committee is responsible for reviewing the policies and criteria for determining the directors' remuneration.
- (2) Directors' remuneration must align with the Company's long-term strategies and goals, as well as the experience, duties, scope, accountability and responsibility, and the benefits the Company expects to receive from each director. Directors who are assigned additional duties and responsibilities (e.g., subcommittees) shall be considered for an appropriate increase in remuneration, which will be comparable to the standards applied within the same industry and for companies of similar size.
- (3) The shareholders have authority to approve the structure and rate of all forms of directors' remuneration (whether monetary or non-monetary). The Board of Directors is responsible for proposing appropriate remuneration, including fixed remuneration (such as regular remuneration and meeting allowance) and performance-based remuneration (such as bonus), which should be linked to the value created for shareholders and aligned with the characteristics and conditions of the business and industry. However, it should not be set at excessively high levels that may lead to an emphasis on short-term performance.
- (4) The Board of Directors shall ensure the disclosure of the policy and criteria for determining directors' remuneration, which reflects the directors' duties and responsibilities, as well as the form and amount of remuneration.

- (5) In the case of appointing any person as an advisor to the Nomination and Remuneration Committee to provide guidance and recommendations on the matters mentioned above, the information about the advisor shall be disclosed in the annual report and/or Form 56-1 One Report, including their independence or absence of conflicts of interest.

### **Principle 3.5 Directors' Performance of Duties and Sufficient Time Allocation**

The Board of Directors shall oversee to ensure that all directors are responsible for their duties and allocates sufficient time to fulfill such duties.

- (1) The Board of Directors shall ensure that mechanisms are in place to support directors in understanding their roles and responsibilities.
- (2) The Board of Directors has established criteria allowing each director to hold a directorship in other listed companies, with a maximum of five listed companies in total. This is to ensure the efficiency of their duties and to guarantee that directors can dedicate sufficient time to their responsibilities within the Company. Furthermore, the positions held by directors in other companies shall be reported and disclosed in the annual report and/or Form 56-1 One Report.
- (3) In cases where a director holds a position as a director or executive or has a direct or indirect interest in other businesses that present a conflict of interest, or where they may use the Company's opportunities or information for personal gain, the Board of Directors shall establish sufficient preventive measures and notify shareholders as appropriate.

The Company's directors and executives are required to report their interests and those of related persons according to the criteria and methods set by the Board of Directors. This is to prevent potential conflicts of interest, and they are prohibited from participating in the consideration and approval of matters in which they have a personal interest related to the Company's transactions.

- (4) The Board of Directors has a policy to encourage each director to attend no less than 75% of the total number of meetings of the Board of Directors held during the year.

### **Principle 3.6 Governance of Subsidiaries, Associated Companies and Other Businesses with Substantial Investment**

The Board of Directors shall establish a framework and mechanism to govern the policies and operations of subsidiaries, associated companies, and other businesses with substantial investments, in a manner appropriate for each entity. The Board of Directors shall also ensure that these subsidiaries, associated companies, and other businesses with substantial investments have a correct and mutual understanding.

The policy on the governance of subsidiaries, associated companies, and other businesses with substantial investments follows the principles outlined below:

- (1) To establish principles for considering the appointment of persons as directors, executives, and/or persons with control authority of subsidiaries, in accordance with the Company's criteria and policies, contractual obligations (if any), and applicable laws.
- (2) To define the scope of duties and responsibilities of the Company's representatives under (1) and ensure that they manage the operations in accordance with the subsidiary's policies. In cases where the subsidiary has other investors, the Company's representatives shall perform their duties to the best of their ability for the benefit of the subsidiary and in alignment with the Company's policies.
- (3) To establish an appropriate and adequate internal control system for subsidiaries and ensure that all transactions comply with applicable laws and relevant regulations.
- (4) To accurately and timely disclose the financial position and operating results, connected transactions, acquisitions or disposals of assets, and other significant transactions, such as capital increases, capital reductions, or the dissolution of subsidiaries.

In cases of substantial investment in other businesses, such as holding voting rights of 20% but not exceeding 50% and when the investment amount or potential additional investment is substantial to the Company, the Board of Directors shall, if necessary, ensure the preparation of a shareholders' agreement or other agreements. This is to establish clarity regarding management authority, participation in decision-making on key matters, and performance monitoring. Such measures will enable the Company to use the information for preparing its financial statements in compliance with applicable standards and within the specified timeframe.

### **Principle 3.7 Performance Evaluation of the Board of Directors**

The Board of Directors shall conduct an annual performance evaluation of the Board of Directors, subcommittees, and individual directors. The evaluation results will be used to further enhance the performance of their duties.

- (1) The Board of Directors and subcommittees shall conduct a performance evaluation at least once a year to collectively review their performance and address any issues for improvement. Benchmarks with clear criteria will be established for comparison with the performance results.
- (2) The performance evaluation will be conducted both collectively and individually, with at least self-evaluation as the required method. Cross-evaluation may also be used as appropriate. The evaluation criteria, procedures, and overall results will be disclosed in the annual report (Form 56-1 One Report).
- (3) The Board of Directors may consider engaging external advisors to assist in developing guidelines and providing recommendations for the performance evaluation of the Board of Directors. Such actions should be disclosed in the annual report (Form 56-1 One Report).

- (4) The performance evaluation results of the Board of Directors and its subcommittees will be used to assess the appropriateness of the composition of their compositions.

### **Principle 3.8 Skills Enhancement and Knowledge Development for Directors**

The Board of Directors shall ensure that each director has the knowledge and understanding of their roles and duties, the nature of the business operations, and the laws applicable to business operations. Additionally, the Board of Directors will encourage all directors to continuously develop their skills and knowledge in the performance of their duties.

- (1) The Board of Directors shall ensure that newly appointed directors are provided with an orientation and beneficial information to support their performance of duties. This includes an understanding of the Company's objectives, goals, vision, mission, values, as well as the nature and approach of the business operations. For example, a new director orientation may be arranged to introduce an overview of the business, operational directions, and other information useful for the performance of their duties.
- (2) The Board of Directors shall ensure that directors and high-ranking executives receive continuous training and development of the necessary knowledge. The Board of Directors will promote and support directors and high-ranking executives to participate in seminars and training courses that are beneficial, such as the training programs offered by the Thai Institute of Directors Association (IOD), in accordance with the responsibilities and duties assigned to each director and high-ranking executive.
- (3) The Board of Directors will support and encourage all directors to improve their understanding of the laws, rules, risk standards, and business environment relevant to the Company, as well as to stay informed with up-to-date information on a regular basis.
- (4) The Board of Directors shall ensure the disclosure of ongoing training and knowledge development of the Board of Directors in the annual report and/or Form 56-1 One Report.

### **Principle 3.9 Board of Directors' Meeting**

The Board of Directors shall ensure that its operations are conducted smoothly, with access to necessary information, and that the Company Secretary possesses the necessary knowledge and experience to appropriately support the Board of Directors' operations.

- (1) **Schedule and Number of the Meetings**

The Board of Directors shall hold meetings at least once per quarter and no fewer than 6 times during the fiscal year. The meeting schedule and key agenda items shall be set in advance for the entire year, allowing directors to plan and attend the meetings. The number of meetings will be scheduled appropriately based on the duties and responsibilities of the Board of Directors, as well as the nature of the Company's business operations.

(2) Agenda, Notice of Meeting, and Supporting Documents

The Board of Directors shall hold meetings to comply with the law, the Company's articles of association, and applicable rules. A clear meeting agenda will be set, which may include special items as necessary. Each director, including the management, will be given the opportunity to propose matters beneficial to the Company for inclusion in the agenda. The Chairman of the Board of Directors or the Company Secretary, as delegated by the Chairman of the Board of Directors, shall send the notice of the meeting and supporting documents (in both paper and/or electronic format) to all directors in advance, as stipulated in the Company's articles of association and in compliance with legal requirements, allowing the Board of Directors to receive the documents and have sufficient time to review them before the meeting or request additional information for consideration. At a minimum, supporting documents should be provided to the Board of Directors at least 5 business days prior to the meeting, unless in cases of urgency.

(3) Meetings, Quorum, Presentations, and Minutes of Meeting

(3.1) The quorum for Board of Directors' meetings shall be in accordance with the Company's articles of association and applicable laws. However, the Board of Directors encourages that the quorum at the time of voting in the meeting consists of no fewer than two-thirds of the total number of directors.

(3.2) The Board of Directors encourages the Chief Executive Officer to invite high-ranking executives or relevant persons involved with the agenda items to attend the meeting, to answer questions and provide additional information in their relevant capacity. This allows the Board of Directors the opportunity to get to know the high-ranking executives, which will support the consideration of succession planning.

(3.3) The Board of Directors can access any additional necessary information from the Chief Executive Officer, the Company Secretary, or other high-ranking executives as assigned, within the scope of the established policies. In cases where necessary, the Board of Directors may arrange for independent opinions from advisors or external professionals, at the Company's expense.

(3.4) After the meeting, the Board of Directors assigns the Company Secretary to prepare the minutes of the meeting in writing to be presented to the Board of Directors for consideration.

(4) Meetings of Non-Executive Directors

The Board of Directors shall arrange a meeting of non-executive directors at least once a year to provide an opportunity for them to meet as needed and discuss management issues of concern, without the presence of the management. The Chief Executive Officer shall be informed of the meeting results.

(5) Company Secretary

- (5.1) The Board of Directors shall appoint a Company Secretary, considering the appropriate qualifications and experience to provide advice on the laws and regulations that the Board of Directors must be aware of. The Company Secretary shall be responsible for managing the Board of Directors' meeting documents, important records, and activities, as well as ensuring compliance with the resolutions of the Board of Directors' meetings. The Board of Directors shall disclose the qualifications and experience of the Company Secretary in the annual report and/or Form 56-1 One Report, and on the Company's website.
- (5.2) The Company Secretary must perform their duties with responsibility, due care, and integrity, ensuring compliance with the law, the Company's objectives, articles of association, resolutions of the Board of Directors' meeting, and shareholders' meetings. To comply with the applicable laws, the Company Secretary has the following duties and responsibilities:
- (a) Prepare and maintain the following Company's documents:
    - Directors' register;
    - Notices and minutes of the Board of Directors' meetings ;
    - Notices and minutes of the shareholders' meetings;
    - Annual report/ Form 56-1 One Report.
  - (b) To maintain reports on the interests of directors and executives and deliver a copy of such reports in accordance with Section 89/14 of the Securities and Exchange Act, B.E. 2535 (1992) (as amended), as filed by the Company's directors and executives, to the Chairman of the Board of Directors and the Chairman of the Audit Committee for review and acknowledgment within 7 business days of receipt by the Company.
  - (c) To manage the Board of Directors' meetings and the Shareholders' meetings
  - (d) To provide advice on the various regulations and rules that the Board of Directors and executives should be aware of.
  - (e) To perform any other actions as prescribed by the Capital Market Supervisory Board and/or as assigned by the Board of Directors.
- (5.3) The Board of Directors supports and promotes continuous training and development for the Company Secretary to enhance knowledge beneficial to the performance of their duties. In particular, the Company Secretary is required to undergo training to develop professional skills in company secretarial practice through certified programs, such as

those offered by the Thai Institute of Directors (IOD) or the Thai Listed Companies Association, among others.

- (5.4) In the event that the Company Secretary resigns or is unable to perform their duties, the Board of Directors shall appoint a new Company Secretary within 90 days from the date the former Company Secretary resigns or is unable to perform their duties. The Board of Directors shall also have the authority to assign any one of the directors to act in the interim.



## Principle 4 Nomination and Development of High-Ranking Executives and Personnel Management

### Principle 4.1 Nomination of Chief Executive Officer and Development of High-Ranking Executives

The Board of Directors shall ensure the nomination and development of the Chief Executive Officer and high-ranking executives with the necessary knowledge, skills, experience, and qualities to drive the organization toward its goals.

- (1) The Board of Directors has considered or assigned the Nomination and Remuneration Committee to review the criteria and methods for nominating candidates with the suitable qualifications to hold the position of Chief Executive Officer.
- (2) The Board of Directors shall oversee the Chief Executive Officer in recruiting suitable high-ranking executives. The Board of Directors, or the Nomination and Remuneration Committee, shall, together with the Chief Executive Officer, review the criteria and methods for nominating and appointing high-ranking executives, and shall approve the individuals proposed by the Chief Executive Officer for high-ranking executive positions.
- (3) To ensure the continuity of business operations, the Board of Directors has assigned the Nomination and Remuneration Committee to consider and establish a succession plan for the Chief Executive Officer and high-ranking executives, and to report on the progress of the plan to the Board of Directors at least once a year.
- (4) The Board of Directors encourages and supports the Chief Executive Officer and high-ranking executives in attending training and development programs to enhance their knowledge and experience, which will be beneficial to their work performance.
- (5) The Chief Executive Officer of the Company may hold a directorship in other companies; however, such directorship must not interfere with the performance of his/her duties. Additionally, the Chief Executive Officer is prohibited from engaging in or participating in businesses of the same nature or those that compete with the Company's business, nor from becoming a partner or director in any legal entity that operates in the same nature or competes with the Company's business, whether for their own benefit or the benefit of others.

### Principle 4.2 Suitable Remuneration Structure and Performance Evaluation

The Board of Directors shall ensure that a suitable remuneration structure and performance evaluation are established.

- (1) The Board of Directors has a policy to establish a remuneration structure that incentivizes the Chief Executive Officer, high-ranking executives, and personnel at all levels to perform their duties in alignment with the organization's objectives and main goals, as well as the Company's long-term interests, which include:

- (1.1) Considering the suitability of the remuneration structure, including salary, short-term, and long-term performance.
  - (1.2) Establishing a remuneration policy that considers key factors such as industry-comparable pay levels and the Company's performance, etc.
  - (1.3) Establishing a policy on evaluation criteria and ensuring effective communication.
- (2) The Board of Directors has assigned the Nomination and Remuneration Committee to consider and establish criteria for the remuneration and performance evaluation of the Chief Executive Officer. These criteria are to be proposed to the Board of Directors for approval. The performance evaluation criteria should incentivize the Chief Executive Officer to manage the Company in alignment with its objectives, main goals, strategies, and the Company's long-term interests. The evaluation criteria will be communicated to the Chief Executive Officer, and performance evaluations will be conducted annually. The Chairman of the Board of Directors or the Chairman of the Nomination and Remuneration Committee, as delegated by the Chairman of the Board of Directors, will communicate the evaluation results and any developmental recommendations to the Chief Executive Officer.
- (3) The Board of Directors has authorized the Nomination and Remuneration Committee to review and propose the remuneration policy and structure for high-ranking executives to the Board of Directors.

#### **Principle 4.3 Shareholders' Structure and Relationship**

The Board of Directors has a policy to understand the Company's shareholder structure and relationships that may impact business management and the authority to control business operations. This understanding helps prevent any obstacles to the Board of Directors in performing its duties. The Board of Directors shall ensure the proper disclosure of information that may affect business oversight.

#### **Principle 4.4 Personnel Skill Development**

The Board of Directors shall oversee personnel management and development to ensure the suitability in terms of manpower, knowledge, skills, experience, and motivation.

- (1) The Board of Directors shall ensure that human resource management aligns with the Company's direction and strategies, and that personnel at all levels possess the appropriate knowledge, skills, and motivation while being treated fairly to retain the organization's talented personnel.
- (2) The Board of Directors shall ensure the establishment of a provident fund to help personnel save adequately for retirement. Additionally, the Board of Directors shall support efforts to enhance financial literacy, including financial management and the selection of investment policies that align with one's age, risk tolerance, and other relevant factors.

## Principle 5 Promotion of Innovation and Responsible Business Operations

### **Principle 5.1** Promotion of Innovation to Create Business Value, Stakeholder Benefits, and Social and Environmental Responsibility

The Board of Directors prioritizes and supports the creation of innovations that create value for the business, while simultaneously creating benefits for all stakeholders involved and maintaining responsibility towards society and the environment.

- (1) The Board of Directors places importance on creating a corporate culture that fosters innovation and ensures that the management incorporates it into the review of strategies, planning for operational improvements, and monitoring of performance.
- (2) The Board of Directors promotes the creation of innovation to add value to the business in response to changing environmental factors, including in terms of business models, concepts, perspectives on designing and developing products and services, research, process improvements, and collaboration with partners. This aims to create mutual benefits for the business, customers, partners, society, and the environment. The innovation will not support behaviors that are inappropriate, illegal, or unethical.

### **Principle 5.2 Business Operations with Social and Environmental Responsibility**

The Board of Directors shall oversee and ensure that the management conducts business with responsibility toward society and the environment, reflected in the operational plan, to ensure that all areas of the organization are aligned with the objectives, main goals, and strategic plan of the business.

In view of the roles of stakeholders, the Board of Directors shall establish a mechanism to ensure that business operations are ethical, socially, and environmentally responsible, without violating stakeholders' rights. This will serve as a guideline for all departments within the organization to achieve the objectives and main goals in a sustainable manner, supported by the following policies:

- (1) **Responsibility to Staff and Employees**  
To comply with applicable laws and standards and treat employees and workers fairly, based on equality, non-discrimination, and respect for human rights. This includes setting fair remuneration and benefits, providing welfare in accordance with or exceeding legal requirements, ensuring occupational health and safety at work, offering training to enhance knowledge and skills, fostering personal development, and providing opportunities for employees to develop work skills in other areas.

(2) Responsibility to Customers

To comply with applicable laws and standards, and to consider health, safety, fairness, customer data protection, after-sales services throughout the product and service lifecycle, and customer satisfaction monitoring and measurement for the development and improvement of products and services. Additionally, advertising, public relations, and sales conduct must be carried out responsibly, without misleading customers or exploiting any misunderstandings.

(3) Responsibility to Partners

To implement a fair procurement process and contract terms or agreements that provide knowledge, develop capabilities, and enhance product capacity while ensuring services meet the required standards. Clarify and ensure that partners respect human rights, treat their employees fairly, are socially and environmentally responsible, and promote anti-corruption efforts. Additionally, monitor, review, and assess business partners to foster sustainable business practices.

(4) Responsibility to Creditors

To strictly comply with contracts or conditions as mutually agreed upon, including obligations and liabilities that may arise. In the event of a failure to meet any condition or an incident leading to default, the Company must promptly inform creditors without concealing any facts, to jointly consider reasonable solutions. The Company will conduct its business efficiently and effectively to ensure sustainable growth and maintain a stable financial position, thereby fostering confidence among creditors.

(5) Responsibility to the Community and Society

To leverage business knowledge and experience to develop projects that can tangibly benefit communities and society, with a focus on monitoring and measuring progress and success in the long term.

(6) Responsibility to the Environment

To prevent, reduce, manage, and ensure that the Company does not create or cause any negative impact on the environment, covering areas such as the use of raw materials, energy consumption (for production, transportation, or in offices), water usage, the use of renewable resources, the management and restoration of biodiversity affected by business operations, waste disposal and management, and greenhouse gas emissions, etc.

(7) Government Agencies and Regulatory Bodies

To comply strictly with the laws, rules, requirements, and regulations of the relevant government agencies and regulatory bodies.

(8) Fair Competition

To operate business in an open and transparent manner, without creating unfair competitive advantages.

(9) Anti-Corruption

To comply with applicable laws and standards, establish and announce an anti-corruption policy. The Company may join networks dedicated to anti-corruption and fraud and encourage other companies and business partners to adopt similar anti-corruption policy, demonstrating the importance of anti-corruption efforts and promoting participation in such networks.

### **Principle 5.3 Efficient and Effective Allocation of Resources**

The Board of Directors shall oversee and ensure that the management allocates and manages resources efficiently and effectively, considering the impact and development of resources throughout the value chain, to achieve the Company's objectives and main goals sustainably.

- (1) The Board of Directors recognizes the importance of the resources required, including financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital, and natural capital. It also acknowledges that the use of each type of resource has interrelated impacts. Different business models will inevitably affect resources in varying ways. Therefore, when deciding on a business model, the Board of Directors shall consider the impacts and value that will arise from the use of these resources, while maintaining ethical standards, responsibility, and creating sustainable value for the Company.
- (2) The Board of Directors shall ensure that, in achieving the Company's objectives and main goals, the management regularly reviews, develops, and oversees the efficient and effective use of resources while consistently considering changes in both internal and external factors.

### **Principle 5.4 Information Technology Management**

The Board of Directors shall establish a framework for the governance and management of enterprise-level information technology that aligns with the Company's needs. Additionally, the Board of Directors shall ensure the utilization of information technology to enhance business opportunities, improve operations, and manage risks, enabling the Company to achieve its objectives and main goals.

- (1) The Board of Directors shall establish a policy for allocating and managing information technology resources, ensuring sufficient resources are allocated to support business operations. The policy shall also include guidelines to address situations where resource allocation falls short of the defined requirements. This is to ensure that:

- The organization complies with the laws, regulations, requirements, and standards related to the use of information technology.
  - The organization has an information security system to maintain confidentiality, integrity, and availability of information, as well as to prevent the misuse of data or unauthorized alterations.
  - The organization considers information technology risks and implements measures to manage such risks in various areas, such as business continuity management, incident management affecting information system security, and asset management, among others.
  - The organization considers the allocation and management of information technology resources and establishes criteria and factors for prioritizing information technology plans, such as alignment with strategic plans, impact on business operations, urgency of implementation, budget and IT personnel resources, and consistency with the business model, among others.
- (2) The Board of Directors shall oversee the organization's risk management to ensure it includes the management and mitigation of information technology-related risks.
- (3) The Board of Directors shall establish the information system security policy and measures.

## Principle 6 Appropriate Risk Management and Internal Control System

### Principle 6.1 Risk Management and Internal Control

The Board of Directors shall oversee and ensure that the Company has a risk management and internal control system in place that effectively achieves its objectives and complies with applicable laws and standards.

- (1) The Board of Directors understands key risks of the business and approves the risk appetite.
- (2) The Board of Directors considers and approves the risk management policy that aligns with the business's objectives, main goals, strategies, and acceptable risk levels, to serve as a framework for risk management processes throughout the organization in the same direction. Additionally, the Board of Directors places importance on early warning signals and ensures that the risk management policy is developed and reviewed regularly, at least once a year.
- (3) The Board of Directors shall oversee the identification and management of key risks in the business operations, considering both external and internal factors that could prevent the Company from achieving its defined objectives. These risks include, but are not limited to, strategic risk, operational risk, financial risk, emerging risk, and sustainability-related risks (ESG risk).
- (4) The Board of Directors shall ensure that the Company evaluates the impact and opportunities arising from the identified risks, in order to prioritize the risks and implement appropriate risk management measures for the business. Additionally, the Board of Directors shall regularly monitor and assess the effectiveness of the risk management.
- (5) The Board of Directors has delegated the above duties to the Risk Management Committee to review and evaluate matters before presenting them to the Board for consideration.
- (6) The Board of Directors has a duty to ensure that the business operations are in compliance with both national and international laws and standards.
- (7) In considering the evaluation of the Company's internal control and risk management systems, it should also include the evaluation of the internal control and risk management systems of subsidiaries and associated companies.

### Principle 6.2 Independence of the Audit Committee

The Board of Directors has appointed the Audit Committee to ensure that it can perform its duties effectively and independently.

- (1) The Audit Committee consists of at least 3 members, all of whom must be independent directors and meet the qualifications and responsibilities as per the relevant criteria set by the Office of SEC and the SET.

- (2) The duties and responsibilities of the Audit Committee are documented in the “Audit Committee Charter,” which includes at least the following responsibilities:
- To review the accuracy and completeness of the business’s financial report.
  - To review the appropriateness and effectiveness of the business’s internal control and internal audit systems.
  - To review the business’s compliance with applicable laws and standards.
  - To consider the independence of the internal audit unit and approve the appointment, transfer, or termination of the head of the internal audit unit.
  - To consider, select, and nominate independent candidates to serve as auditors, and review and propose their remuneration, including meeting with the auditors without the management’s presence at least once a year.
  - To consider connected transactions or transactions that may present a conflict of interest, ensuring compliance with applicable laws and ensuring that the transactions are reasonable and in the best interests of the Company.
- (3) The Board of Directors shall ensure that the Company has mechanisms or tools in place to enable the Audit Committee to access the necessary information to perform its assigned duties. This includes facilitating the Audit Committee’s ability to summon relevant persons for information, consult with auditors, or seek independent opinions from other professional advisors to assist in the Audit Committee’s consideration.
- (4) The Board of Directors shall ensure the establishment of an independent internal audit unit responsible for developing and reviewing the effectiveness of the risk management and internal control systems, reporting to the Audit Committee, and disclosing the review report in the annual report and/or Form 56-1 One Report.
- (5) The Audit Committee must provide an opinion on the adequacy of the risk management and internal control system and disclose it in the annual report and/or Form 56-1 One Report.

### **Principle 6.3 Prevention of Conflict of Interest and Report on Interest**

The Board of Directors shall monitor, manage, and address potential conflicts of interest that may arise between the Company and its management, directors, or shareholders. This includes preventing the misuse of the Company’s property, information, and opportunities, as well as transactions with related parties that may be deemed inappropriate.

- (1) The Board of Directors shall oversee the establishment of a data security system, which includes setting policies and practices for maintaining confidentiality, integrity, and availability of information, as well as managing data that may affect securities prices (market sensitive information). Additionally, the Board of Directors shall ensure that directors, high-ranking executives,



employees, and external parties involved, such as legal advisors and financial advisors, comply with the data security system.

- (2) The Board of Directors shall oversee the management and monitoring of transactions that may present conflicts of interest. The Board of Directors shall implement a conflicts of interest policy prohibiting directors, executives, employees, and related parties from seeking personal gains that conflict with the Company's interests and requiring the avoidance of any actions that may create such conflicts. Persons related or connected to the transactions under consideration must disclose their relationships or connections to the Company and must abstain from participating in decision-making or having approval authority over those transactions.
- (3) The Board of Directors shall require directors to report their interests at least prior to the consideration of any meeting agenda in which they have an interest, and such information shall be recorded in the minutes of the Board of Directors' meeting. The Board of Directors shall ensure that directors with significant conflicts of interest that may impair their ability to provide independent opinions abstain from participating in discussions or decision-making on the relevant agenda items.

#### **Principle 6.4 Anti-Corruption**

The Board of Directors shall oversee the establishment of clear anti-corruption policy and practices and ensure their communication across all levels of the organization and with external parties to facilitate practical implementation.

The Board of Directors shall implement anti-corruption initiatives or guidelines and support activities that foster and instill compliance with applicable laws and regulations among all employees.

#### **Principle 6.5 Receipt of Complaints and Whistleblowing**

The Board of Directors shall oversee the establishment of mechanisms for receiving complaints and handling whistleblowing cases by defining clear practices, including procedures, data verification processes, actions to be taken, protection of informants, data storage, confidentiality, and accessible reporting channels with more than one option. The channels for complaints or whistleblowing shall be disclosed on the Company's website, as well as in the annual report and/or Form 56-1 One Report.

## Principle 7 Maintain Financial Integrity and Disclosure of Information

### Principle 7.1 Preparation of Financial Reports and Disclosure of Material Information

The Board of Directors is responsible for ensuring that the financial reporting system and the disclosure of material information are accurate, adequate, timely, and in compliance with relevant regulations, standards, and practices, as follows:

- (1) To ensure that personnel involved in the preparation and disclosure of information possess the appropriate knowledge, skills, and experience for their responsibilities, and that there are a sufficient number of such personnel. These personnel include the Chief Executive Officer, accountants, internal auditors, the company secretary, and investor relations officers.
- (2) To ensure the disclosure of information to shareholders and stakeholders as necessary and appropriate, on a regular basis, in compliance with the law, taking into account relevant factors, both financial and non-financial information, through various channels that allow for comprehensive and equal access to information. In the case of financial reports, the following factors will be considered:
  - Assessment results of the adequacy of the internal control system
  - The auditor's opinion in the financial report and the auditor's observations of the internal control system, including any observations communicated by the auditor through other channels (if any).
  - The opinion of the Audit Committee.
  - Consistency with the Company's objectives, main goals, strategies, and policies.
- (3) To oversee the disclosure of information, including financial statements, annual reports, and/or Form 56-1 One Report, ensuring they adequately reflect the Company's financial position and performance. Additionally, to encourage the preparation of the management discussion and analysis (MD&A), which links the Company's business operations to issues related to economics, environmental, social, and governance (ESG), accompanying the disclosure of quarterly financial statements. This will enable investors to gain a better understanding of changes in the Company's financial position and operating results each quarter, beyond the financial data presented in the statements.
- (4) In the case where the disclosure of any item specifically involves a particular director, that director shall ensure that their own disclosure is complete and accurate.

## **Principle 7.2 Adequacy of Financial Liquidity and Debt Serviceability**

The Board of Directors shall monitor and oversee the adequacy of the Company's financial liquidity and debt serviceability.

- (1) The Board of Directors shall oversee the management in monitoring and assessing the Company's financial position and ensuring that regular reports are submitted to the Board of Directors. Should there be any early signs of financial liquidity issues or challenges in debt repayment, the Board of Directors and the management shall promptly collaborate to devise and implement solutions.
- (2) In approving any transaction or providing recommendations for shareholder approval, the Board of Directors shall ensure that such transactions do not impact the continuity of business operations, financial liquidity, or the Company's ability to meet its debt obligations.

## **Principle 7.3 Resolution of Financial Difficulties**

If the Company encounters financial difficulties or is at risk of such issues, the Board of Directors shall ensure that the Company has a plan or alternative mechanisms in place to address the financial problems while taking into account the rights of stakeholders.

- (1) If the Company is at risk of being unable to settle its debts or faces financial difficulties, the Board of Directors shall closely monitor the situation and ensure that the Company conducts its business with caution and complies with disclosure requirements.

Examples of indicators that may suggest the Company is at risk of facing financial difficulties include (1) continuous losses (2) low cash flow (3) incomplete financial information (4) lack of an adequate accounting system (5) absence of cash flow and budget assessments (6) no business plan in place (7) liabilities exceeding assets (8) issues with inventory turnover and debt collection, among others.

- (2) The Board of Directors shall oversee the Company in developing a financial resolution plan that considers fairness to stakeholders, including creditors, and shall monitor the resolution process by requiring the management to report the status regularly.
- (3) The Board of Directors shall ensure that any decisions made to resolve the Company's financial issues, regardless of the method, are reasonable and justified.

## **Principle 7.4 Sustainability Report**

The Board of Directors will prepare a sustainability report as deemed appropriate:

- (1) The Board of Directors will consider the appropriateness of disclosing information related to legal compliance, adherence to code of conduct and practices, risk management, anti-corruption policy, treatment of employees and stakeholders, including fair practices, respect for human rights, as well

as corporate social and environmental responsibility. This will be done in accordance with reporting frameworks that are recognized nationally or internationally, as appropriate for the Company's business.

- (2) The Board of Directors shall oversee the disclosure of information to ensure that it is relevant and accurately reflects practices that contribute to the creation of sustainable value for the Company.

#### **Principle 7.5 Investor Relations**

The Board of Directors shall oversee the management in establishing an Investor Relations unit to communicate and disseminate information that is beneficial to shareholders, investors, analysts, and relevant parties in an appropriate, equitable, and timely manner.

- (1) The Board of Directors has established a policy for communicating and disclosing information to external parties in a fair, timely, and appropriate manner through suitable channels, while protecting confidential and price-sensitive information. This ensures consistent communication throughout the organization to comply with this policy, including:
  - To communicate the Company's financial position to shareholders, investors, analysts, and other stakeholders through various appropriate channels suited to the circumstances, such as analyst meetings, the SET's Opportunity Day, or press releases.
  - To communicated and disclosed information on investor relations through the Company's website, such as financial data, securities prices, important reports, shareholder information, contact details, and channels for reaching investor relations, among others.
- (2) The Board of Directors shall ensure that management designates a responsible person to provide information to external parties. This person will be appropriately qualified to perform the duties, with a strong understanding of the Company's business, objectives, main goals, corporate values, and the ability to effectively communicate with the capital market.
- (3) The Board of Directors shall ensure that the management defines the direction and supports investor relations activities, such as establishing principles for providing information, a policy for managing price-sensitive information, as well as clearly defining the roles and responsibilities of investor relations to ensure effective communication and information disclosure.

#### **Principle 7.6 Dissemination of Information through Information Technology**

The Board of Directors encourages the use of information technology for disseminating information. In addition to distributing information through the specified channels and in compliance with the criteria set by the SET, the Board of Directors shall ensure that information is disclosed in both Thai and English via other platforms, such as the Company's website. This will be done regularly, with updates to ensure the information remains current, and will include the following:

- Vision, mission, and corporate values

- Nature of business operations of the Company
- List of the Board of Directors and high-ranking executives
- Financial statements, reports on financial position, operating results, and management discussion and analysis (MD&A) for the current and previous year
- Annual Registration Form (Form 56-1) / Annual Report and/or Form 56-1 One Report available for download
- Information or documents presented by the Company to analysts, fund managers, or the media
- Shareholding structure and Corporate Group Structure
- Major shareholders
- Invitation to shareholders' meeting and shareholders' meeting minutes
- Company's Articles of Association and Memorandum of Association
- Corporate Governance Policy, Anti-Corruption Policy, and other important policies or charters, such as the Board of Directors Charter, Charters of each subcommittee, and Code of Conduct and Practices
- Contact Information for the whistleblowing unit, Investor Relations, and the Company Secretary

## Principle 8 Support Engagement and Communication with Shareholders

The Company recognizes and values the rights of shareholders in receiving accurate, complete, sufficient, timely, and equal information about the Company. This includes the right to attend shareholder meetings and participate in decision-making on important matters of the Company, such as the appointment or removal of directors, the determination of director remuneration, the appointment or removal of auditors and the determination of auditor fees, dividend distribution, the establishment or amendment of the Company's articles of association and memorandum of association, capital reduction or increase, and the approval of special transactions as required by law. Additionally, the Company is committed to the equitable treatment of all shareholders, ensuring fairness and protection of their rights.

The Board of Directors has a policy and practices in place for organizing the Company's shareholders' meetings to promote and facilitate the exercise of rights by all shareholder groups, including institutional investors, while respecting the principle of equal treatment for all shareholders as follows:

### Principle 8.1 Shareholders' Involvement

The Board of Directors shall ensure that shareholders are involved in decision-making on important matters of the Company as follows:

- (1) To oversee important matters, including those specified by law and those that may impact the direction of the Company's operations, as well as those requiring approval by the shareholders' meeting, such matters will be included in the agenda of the shareholders' meeting.
- (2) To promote fair and equal treatment of shareholders and encourage their participation, the Company will provide an opportunity for minority shareholders to propose agenda items and/or nominate candidates for election to the Board of Directors in advance of the annual general meeting. Additionally, shareholders will be able to submit questions in advance, through channels and in accordance with the criteria set by the Company.
- (3) To ensure that the notice of the shareholders' meeting contains accurate, complete, and sufficient information to enable shareholders to exercise their rights.
- (4) The notice of the shareholders' meeting along with all related documents shall be sent to shareholders at least 21 days prior to the meeting date, and published on the Company's website at least 28 days before the meeting date, in compliance with the legal requirements.
- (5) Allow shareholders to submit questions regarding the Company in advance of the meeting, through the channels and in accordance with the criteria for submitting advance questions that are published on the Company's website.
- (6) The notice of the shareholders' meeting and related documents will be prepared and published in two languages, both Thai and English, and will include the following:

- The date, time, and place of the shareholders' meeting.
- The agenda of the meeting, specifying whether the items are for information or approval, and clearly categorizing each item.
- The objectives, rationale, and the Board of Directors' opinions on each agenda item being proposed.
- The proxy form as prescribed by the Ministry of Commerce, presenting the details of at least one independent director to allow shareholders to appoint a proxy to attend the meeting and vote on their behalf.
- Other supporting information for the meeting, such as the voting procedure, vote counting and result announcement, the voting rights of each class of shares, information about the independent director proposed to be the shareholders' proxy, documents shareholders must present before attending the meeting, proxy-related documents, and the venue map.

## **Principle 8.2 Shareholders' Meeting**

The Board of Directors shall ensure that the proceedings of the shareholders' meeting are conducted smoothly, transparently, efficiently, and in a manner that enables shareholders to exercise their rights, as follows:

- (1) The date, time, and place of the meeting shall be set with consideration for the convenience of shareholders in attending. This includes selecting an appropriate time that allows sufficient discussion and choosing a location that is easily accessible. Alternatively, the meeting may be held electronically to facilitate participation
- (2) To ensure that no actions are taken that limit the opportunity for shareholders to attend the meeting or impose undue burdens on them. If a shareholder is unable to attend the meeting, the Company shall provide an opportunity for shareholders to appoint an independent director or any other person to attend the meeting on their behalf, using a proxy form provided by the Company along with the meeting notice.
- (3) To encourage the use of technology in the shareholders' meeting, including for shareholder registration, vote counting, and result display, to ensure that the meeting proceedings are conducted rapidly, accurately, and precisely.
- (4) The Chairman of the Board of Directors shall serve as the chairman of the shareholders' meeting, responsible for ensuring that the meeting is conducted in accordance with the law, applicable rules, and the Company's articles of association. The Chairman shall allocate appropriate time for each agenda item and provide shareholders with an opportunity to express their views and ask

questions on matters related to the Company. If the Chairman of the Board of Directors is absent or unable to perform their duties, the Vice Chairman shall act as the chairman of the shareholders' meeting. If there is no Vice Chairman, or if the Vice Chairman is unable to perform their duties, the shareholders present at the meeting shall elect one shareholder to serve as the chairman of the meeting.

- (5) To ensure that shareholders can participate in decision-making on important matters, the shareholders' meeting will be conducted in accordance with the agenda outlined in the notice of the meeting. Directors, in their capacity as meeting participants and shareholders, will not support the inclusion of additional agenda items that were not announced in advance, unless necessary, especially for significant items where shareholders need time to review information before making decisions.
- (6) The Board of Directors has a policy requiring all directors, the Chief Executive Officer, and relevant high-ranking executives to attend the meeting, providing shareholders with the opportunity to ask questions on various relevant issues.
- (7) Before the meeting is called to order, shareholders will be informed of the number and proportion of those attending in person and by proxy, as well as the meeting procedures, voting methods, and vote counting procedures.
- (8) In cases where an agenda includes multiple items, the chairman of the meeting shall arrange for a separate vote on each item. For example, in the agenda for the appointment of directors, shareholders will have the right to vote on each director individually, and the results of the votes will be announced on an individual basis.
- (9) To encourage the use of voting cards and promotes the involvement of independent individuals (such as minority shareholders, legal advisors, or independent auditors) to count or verify the votes in the shareholders' meeting. The results of the votes—those in favor, against, and abstained—shall be disclosed to the meeting for each agenda item and recorded in the minutes of the meeting.

### **Principle 8.3 Resolution and Minutes of the Shareholders' Meeting**

The Board of Directors shall ensure that the disclosure of resolutions of the shareholders' meeting and the preparation of the minutes of the shareholders' meeting are accurate and complete.

- (1) The Board of Directors shall ensure that the Company discloses the resolutions of the shareholders' meeting along with the voting results by the next business day through the SET's news portal system and on the Company's website.



- (2) The Board of Directors requires the Company to submit a copy of the minutes of the shareholders' meeting to the SET and relevant authorities within 14 days from the date of the shareholders' meeting, or as otherwise prescribed by applicable laws or relevant authorities.
- (3) The Board of Directors shall ensure that the minutes of the shareholders' meeting accurately record the following information at a minimum:
- The names and positions of the directors and executives who attended the meeting, as well as the proportion of directors who participated in the meeting and those who were absent.
  - The voting method, vote counting procedure, meeting resolutions, the results of the votes (in favor, against, abstain), and the number of votes for each agenda item.
  - Questions and answers raised during the meeting, including the full names of the persons asking and answering the questions.