

Good Corporate Governance

of

Stecon Group Public Company Limited

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1. Purpose

Stecon Group Public Company Limited (the "Company") recognizes the importance of good corporate governance and believes that Good corporate governance will promotes transparency and efficiency in the company's management, enabling the company to achieve sustainable growth. Therefore, the Company considers to establish the principle of good corporate governance based on the Guideline for Good Corporate Governance for Listed Companies 2017 of the Securities and Exchange Commission ("SEC") in order to serve as a guideline for the Board of Directors to supervise the business, ensure long-term good performance and credibility for shareholders and investors.

In this regard, the Company aims to operate its business efficiently, have ethic in operating business to be beneficial to society, develop or reduce negative impact on the environment and be able to adapt changing in business condition.

2. Code of Practice

The Board of Directors has placed great emphasis on compliance with the principles of good corporate governance that is covering the 8 principles of corporate governance as following

Principle 1: Recognize the role and responsibility of the Board of Directors as an organizational leader who creates value for the business in a sustainable manner. (Establish clear Leadership role and responsibility of the Board)

- 1.1 The Board of Directors should understand its role and be aware of its responsibility as leader who must supervise the organization to have good management which includes setting the objective and goal of the business, set strategy, working policy, allocation of important resource to achieve objective and target as well as monitoring, evaluation, and overseeing performance reporting.
- 1.2 Create value for the business in a sustainable manner. The Board of Directors must supervise the business to achieve its goal. It aims to make the business competitive in the business. It has good long-term performance under ethical business practice. Respect the right and responsibility of shareholders and stakeholders such as customer and business partner. In addition, It also helps organization to adapt changing in business condition.

However, The Board of Directors will adhere to the following principle in the supervision of the Company to lead and corporate governance result.

- 1.2.1 The Board of Directors will take into account ethic and social and environmental impact over other to financial performance.
- 1.2.2 The Board of Directors will create and drive a corporate culture that adheres to ethic. The Board of Directors will behave as an exemplary leader in corporate governance, adhere to corporate value and ethic, and strive to operate with integrity.

- 1.2.3 The Board of Directors will establish a policy for directors, executives and employees who represent the written principle and guideline such as the Code of Conduct and Business Ethic, etc.
- 1.2.4 The Board of Directors will supervise the communication so that the directors, all executives and employees understand that there is an adequate mechanism to facilitate the implementation of the above policy, follow up on the result of the implementation and review policy and practice on a regular basis.
- 1.3 The Board of Directors will perform its duty with caution, loyalty and ensure that the operation complies with the law, article of Association and resolutions of the shareholders' meeting as well as policy or guideline that have been determined as well as the approval process for important operation such as investment and other activities. Transactions that have a significant impact on the Company. Transactions with connected person, acquisition/disposal of assets, dividend payment, etc., in accordance with the law.
- 1.4 The Board of Directors should understand the scope of duty and responsibility. The Company also clearly defines the scope of duty and responsibility assigned to the Group Chief Executive Officer/President and the Management Department as well as monitors and supervises the Group Chief Executive Officer/President and the Company's management to perform assigned duty.
 - 1.4.1 The Board of Directors will prepare a Charter of Board of Directors that specifies the duty and responsibility of the Board of Directors for reference in the performance of the duty of all directors and requires the Charter to be reviewed regularly at least once a year including the division of role and duty of the Board of Directors, the Chief Executive Officer/President and the Management Department regularly to be in line with the direction of the organization.
 - 1.4.2 The Board of Directors will understand the scope of its duty and delegate the authority to manage the business to the management in writing including the authority for approving transaction. However, such assignment does not relieve the Board of Directors of its responsibility and the Board of Directors will continue to monitor the management to perform its assigned duty. However, the scope of duty of the Board of Directors, the Chief Executive Officer/President and the Management may be considered as following
Matter to be supervised is matter that the Board of Directors to be mainly responsible for implementing appropriately. However, The Board of Directors may assign the management to propose matter for consideration which include the following matter
 - a. Determination of objective and main objective in business operation.
 - b. Create an organizational culture that adheres to ethic and behave as a role model.
 - c. Ensure that the structure and practice of the Board of Directors is appropriate for the effective achievement of the main objective and objective of the Company's business.
 - d. Recruitment, development, determination of remuneration and evaluation of the performance of the Chief Executive Officer

- e. Determine the remuneration structure as an incentive for personnel to perform in accordance with the objective and the main goal of the organization.

Matter to be handled together with the management is matter that the Board of Directors, the Executive Committee and the management consider together and the management proposes to the Board of Directors in order to get approval and report to the Board of Directors periodically as appropriate.

- a. Formulate and review strategy, target and annual plan.
- b. Adequate Assurance of the Adequacy of the Risk Management and Internal Control System
- c. Determination of executive authority appropriate to the responsibility of the management.
- d. Determination of the resource allocation framework. This includes policy and personnel management and development as well as information technology development plan.
- e. Monitoring and Evaluation of Performance
- f. Ensure that financial and non-financial disclosure are reliable.

Matter that the Board of Directors will not take action on is matter that the Board of Directors will supervise at the policy level. The Chief Executive Officer/President and the management team are assigned to be the main responsible for the operation, which consists of

- a. Execute in accordance with the strategy, policy and plan approved by the Board of Directors which the Board of Directors will leave to the management to be responsible for making decision to implement the policy framework. The Board of Directors will monitor the result without interfering with decision-making unless there is a necessary reason.
- b. Matter prohibited by the regulation such as approval of transaction in which directors have an interest, etc.

Principle 2 Define Objective that Promotes Sustainable Value Creation

2.1 The Board of Directors will determine or ensure that the Company's main objective is for sustainability with consistent with creating value for the business, customer, business partner as well as other stakeholders and society as a whole.

2.1.1 The Board of Directors is responsible for ensuring that the Company has clear and appropriate objective. It can be used as the main idea to define a business model and communicate to everyone in the organization to drive in the same direction. The Board of Directors will be determined in the vision, mission, and corporate value or others similarly,

2.1.2 To achieve the main objective. The Board of Directors will determine a business model that can create value for both the Company, stakeholders and society as a whole.

- (1) The environment and changing in various factor including the appropriate use of innovation and technology to achieve competitiveness.
- (2) The need of customer and stakeholders are taken into account in determining the main objective by balancing each other.

- (3) Readiness and proficiency are assessed as well as competitiveness of the business
 - (4) Purpose of establishing the Company
 - (5) The Company's customer
 - (6) Ability to make profit or compete by creating value for the Company and customer (Value Proposition).
 - (7) The ability to exist for a long time (Sustainable) under both opportunity and risk that affect the business and stakeholders.
- 2.1.3 The Board of Directors will promote the value of the organization that reflect the characteristic of governance of good business such as accountability, integrity, transparency, consideration of social and environmental responsibilities, etc.
- 2.1.4 The Board of Directors will promote sustainable business development by conducting business that takes into account environmental, social, economic and good corporate governance including climate change for stable and sustainable business growth.
- 2.1.5 The Board of Directors will promote communication and strengthen the main objective and goal of the organization to be reflected in the decision and operation of personnel at all levels. Any decision will be based on the main objective and goal of the organization, taking into account the risk and impact that will occur to the organization, society, community, and the environment until it becomes a corporate culture.
- 2.2 The Board of Directors ensures that the objective, goal including medium-range strategy for the business is consistent with the main objective of the business under the appropriate and safe use of innovation and technology.
- 2.2.1 The Board of Directors will supervise the preparation of strategy and annual plan in accordance with the Company's main objective and take into account the current business environment as well as acceptable opportunity and risk. It must also encourage the formulation or review of objective, target and strategy for the medium term within 3-5 years. The annual strategy and roadmap take into account the impact over a longer period of time and are reasonably predictable.
- 2.2.2 In formulating strategy and annual plan, the Board of Directors will supervise the analysis of the environment. Factors and risks that may affect relevant stakeholders along the line of value chain including various risk factors that may affect the achievement of the main objective of the business. There should be a mechanism that truly understands the need of stakeholders.
- (1) Identify the method, process, engagement channel or communication channel between stakeholders and businesses are clear in order for businesses to access and receive information on the issues or need of each stakeholder group as accurately as possible.
 - (2) Identify the relevant stakeholders of the business, both inside and outside, both as individuals and group of individual, organization including employees, investor, customer, partner, community, society, environment government agencies, regulatory agencies, etc.

- (3) Identify issue and expectation of stakeholders to analyze and organize such issue according to their importance and impact on both the business and stakeholders.
- 2.2.3 In formulating a strategy, the Board of Directors will supervise the promotion of innovation and adopt innovation as well as technology to build competitiveness and meet the need of stakeholders while still being based on social and environmental responsibility
- 2.2.4 The Board of Directors must set target that are appropriate to the business environment and the potential of the business. It will target both monetary and non-monetary targets. In addition, they will be aware of the risk of setting goal that may lead to illegal conduct or lack of ethics (Unethical Conduct).
- 2.2.5 The Board of Directors must supervise the transmission of objective through strategy and plan to the entire organization.
- 2.2.6 The Board of Directors must supervise the appropriate allocation of resource and operational control, monitor the implementation of the annual strategy and working plan, prepare an action plan, and identify the person in charge, budget according to the strategic plan and annual operation. Duration of operation meetings should be held to monitor the progress of the planned implementation as specified by the management as well as to monitor the performance in order to consider adjusting the plan to suit the situation.

Principle 3: Strengthen Board Effectiveness

- 3.1 The Board of Directors will determine and review the structure of the Board of Directors in order to ensure that the Board of Directors has an independent and appropriate composition that is necessary to lead the organization to the set objective and target. The Board of Directors will ensure that the Board of Directors consists of directors with various qualification in terms of skill, experience, competency and specific attributes including gender and age that are necessary to achieve the organization's core objective and goal by preparing a table of the element of knowledge and expertise of the directors (**Board Skill Matrix**) to ensure that the overall Board of Directors is qualified. It is able to understand and meet the need of stakeholders. In addition, there must be at least one non-executive director who has experience in the main business or industry in which the Company is operated.
- 3.1.1 The Board of Directors must consider the appropriate number of directors and be able to perform their duties effectively. The number of directors must be at least 5 and should not exceed 12 depending on the size, type and complexity of the business.
- 3.1.2 The Board of Directors must provide a proportionality between executive directors and non-executive directors that appropriately reflects the power of the balance of power.
- a. The number of non-executive directors who can independently give opinion on the work of the management will be in accordance with the rule of the SEC and the SET.

- b. Independent directors are qualified in accordance with the rule of the SEC and the SET and will ensure that independent directors are able to work effectively with all Board of Directors and express their opinions freely.
- 3.1.3 The Board of Directors must disclose the policy on determining the composition of the Board of Directors with diversity and information on directors such as age, gender, educational background, experience, proportion of shareholding, number of years as a director and serving as a director in other listed companies in the Annual Report and on the Company's website.
- 3.2 The Board of Directors must elect an appropriate person to be the Chairman of the Board and ensure that the composition and operation of the Board of Directors are conducive to the independent exercise of discretion.
 - 3.2.1 The Chairman of the Board of Directors must be an independent director. If the Chairman of the Board of Directors is not an independent director, the Chairman of the Board of Directors must not be an independent director. The composition of the Board of Directors must consist of more than half of the independent directors or the appointment of one independent director to consider and determine the agenda of the Board of Directors meeting in order to create a balance of power between the Board of Directors and management.
 - 3.2.2 The Company must determine the power, duty and responsibility of the Chairman of the Board of Directors and the Group Chief Executive Officer/President to have clearly different responsibility and not to have unlimited power from any one person.
 - 3.2.3 The Chairman of the Board of Directors plays a leading role in the Board of Directors at least the following matter must be covered:
 - (1) Supervision, monitoring and oversight to ensure that the performance of the duty of the Board of Directors is effective and achieves the Company's main objective.
 - (2) Ensure that all directors participate in promoting an ethical corporate culture and good corporate governance.
 - (3) Setting the agenda of the Board of Directors meeting by discussing with the Chief Executive Officer/President and taking measure to ensure that important matter is included in the agenda.
 - (4) Sufficient time is allocated for the management to propose matter and be enough for the directors to discuss important issues carefully, encouraging directors to exercise prudent discretion and give their opinions freely.
 - (5) Strengthening good relationship between executive and non-executive directors as well as between the Board of Directors and management.
 - 3.2.4 The Board of Directors set a policy for Independent Directors to hold office for a continuous term of no more than 9 years from the date of their first appointment as Independent Director. In case

that the Independent Director will be appointed to continue to hold the position. The Board of Directors will reasonably consider such necessity.

- 3.2.5 Ensure that important matters are carefully considered in detail. The Board of Directors has considered appointing 4 sub-committees to consider specific issues, screen information, and propose guidelines for consideration before proposing to the Board of Directors for further approval as following

(1) Audit Committee

The Audit Committee has the authority and duty to review the Company, be accurate and sufficient financial transaction and review the Company's internal control system and internal audit system to ensure that it is appropriate and effective. Consider the independence of the internal audit department as well as approving the appointment, transfer, and dismissal of the head of the internal audit department or any other agency responsible for internal audit. Review of the company complying with the Securities and Exchange Act., the requirements of the Stock Exchange of Thailand, and laws related to the Company's business. Consider, select, propose the appointment of an independent person to act as the Company's auditor and propose the remuneration of such a person. Attending meeting with auditor. Consider a connected transaction or transaction that may have a conflict of interest in accordance with the law and regulations of the SET in order to ensure that such transactions are reasonable and in the best interests of the Company. Any other actions taken by the Board of Directors of the Company assigned with the approval of the Audit Committee (structure, qualifications, appointments, term of office. The duty and responsibility of the Audit Committee shall be as prescribed in the Charter of the Audit Committee).

(2) Board of Executive Directors

The Board of Executive Directors has the authority and duty to jointly determine guidelines, strategies, and business plans to the Board of Directors. The Board of Executive Directors must consider suspending, canceling and approving expenditure, procurement and other operation in accordance with the authority delegated by the Board of Directors (structure, qualification, appointment, term of office, etc.). The duty and responsibility of the Executive Committee The Board of Executive Directors will be as prescribed in the Charter of the Executive Committee).

(3) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has the authority and duty to consider the criteria and format for the nomination and selection of personnel to be nominated as directors and sub-committee members of the Company with transparency including consideration of remuneration for directors, sub-committee members, Group Chief Executive Officer/President, and Senior Executives with fairness and reasonableness. This is to ensure

that the remuneration is at an appropriate level and competitive in the market in which the same business is engaged (structure, qualification, appointment, tenure of office, etc.). The duty and responsibility of the Nomination and Remuneration Committee will be as prescribed in the Charter of the Nomination and Remuneration Committee).

(4) Risk Management and Sustainable Development Committee

The Risk Management and Sustainable Development Committee is responsible for formulating a risk management policy on overall risk management and cover the main risks in line with the objective, main objective, strategy and risk tolerance of the business. This is to provide an operational framework for the risk management process of everyone in the organization to be in the same direction in order to propose to the Board of Directors for consideration by ensuring that the Company and its subsidiaries identify risk by considering external and internal factor that may result in the Company and its subsidiaries not being able to achieve the stated objectives. (Structure, qualifications, appointment, term of office Duties and responsibilities of the Risk Management and Sustainable Development Committee as specified in the Risk and Sustainable Development Management Committee charter).

- 3.2.6 The Board of Directors must ensure that the disclosure of the role and duty of the Board of Directors and sub-committees, the number of meeting and the number of meetings each director attended in the past year as well as report on the performance of all sub-committees.
- 3.3 The Board of Directors will supervise the nomination and selection of directors with a transparent and clear process in order to the committee to have qualifications that correspond to the established element.
- 3.3.1 The Board of Directors will establish a Nomination and Remuneration Committee. The members of the Nomination and Remuneration Committee must consist of more than 50% of the number of independent directors of the entire Nomination and Remuneration Committee and the Chairman of the Nomination and Remuneration Committee must be an independent director in order to be able to perform their duties and express their opinions freely.
- 3.3.2 The Nomination and Remuneration Committee will hold a meeting to consider the criteria and method for recruiting candidate in order to obtain qualified directors who will make the Board to have appropriate knowledge and expertise. The history of such person is also considered and the database of directors is considered, Director pool or Professional Search Firm, as the case may be, and propose opinions to the Board of Directors before presenting to the shareholders' meeting for further approval. In addition, shareholders should be provided with sufficient information about the nominee to make a decision.
- 3.3.3 The Nomination and Remuneration Committee will review the criteria and procedure for the nomination of directors to make recommendation to the Board of Directors before the nomination of directors whose term has expired. In case that the Nomination Committee nominates the same director. It should be taken into account that the performance of the duty of the directors includes:

- 3.3.4 In case that the Board of Directors has appointed any person as an advisor to the Nomination Committee, the information of the consultant should be disclosed in the Annual Report including independence or no conflict of interest.
- 3.4 In proposing remuneration to the Board of Directors for the approval of shareholders, the Board of Directors should consider that the structure and remuneration rate are appropriate to their responsibilities and motivate the Board of Directors to lead the organization in order to operate according to both short-term and long-term goals.
- 3.4.1 The Board of Directors will establish a Nomination and Remuneration Committee which has the element under Clause 3.3.1 to consider policy and criteria for determining remuneration.
- 3.4.2 The remuneration of directors must be in line with the Company's long-term strategy and goal, experience and obligation, the scope of roles and responsibilities (Accountability and Responsibility), as well as the expected benefits from each director. Directors of the Company who are assigned additional duties and responsibilities such as being members of sub-committees who should also receive appropriate additional remuneration by comparing remuneration with other companies in the same industry business model.
- 3.4.3 Shareholders must approve the structure and remuneration rate of directors. The Board of Directors is responsible for considering each form of remuneration to be appropriate. Both fixed remuneration (e.g. regular remuneration, meeting allowance, etc.) and remuneration based on the Company's performance (e.g. bonuses, gratuities, etc.) linked to the value that the Company creates for. However, it will not be at a level that is too high to cause a focus on short-term performance.
- 3.4.4 The Board of Directors will disclose the policy and criteria for determining the remuneration of directors that reflects the obligation, duty and responsibility of each person as well as the form and amount of remuneration. However, the amount of remuneration disclosed should include the remuneration received by each director as a director of the subsidiary.
- 3.4.5 In case that the Board of Directors has appointed any person to be an advisor to the Nomination and Remuneration Committee. The information of the consultant must be disclosed in the annual report, including independence or no conflict of interest.
- 3.5 Each Board of Directors shall be responsible for performing their duties in allocating adequate time.
- 3.5.1 The Board of Directors must ensure that there is a mechanism to support directors in order to understand their roles and duties.
- 3.5.2 The Board of Directors will determine the criteria for the holding of position in other companies. The performance of directors holding positions in other companies is considered in order to ensure that the directors can devote sufficient time to performing their duties in the Company. The number of listed companies in which each director will hold a position should be determined to be suitable for the nature or business conditions of the Company but not more than 5 companies in total. If

the number of companies in which directors hold positions is excessive, the said criteria should be disclosed.

- 3.5.3 The Board of Directors will establish a system for reporting on the holding of other positions of directors and disclose it to be acknowledged.
 - 3.5.4 In case that a director holds the position of director or executive or has a direct or indirect interest in other business that has a conflict or can use the Company's opportunity or information for his or her own benefit. The Board of Directors will ensure that the Company has adequate preventive measure and is notified to the shareholders acknowledge as appropriate.
 - 3.5.5 Each director must attend not less than 75% of the total number of meeting of the Board of Directors held during the year unless there is necessary reason that make it impossible to attend the meeting.
- 3.6 The Board of Directors is responsible for ensuring that there is a framework and mechanism for supervising the policy and operation of subsidiaries and other businesses in which the Company invests in an understanding and accuracy at a level that is appropriate for each business including subsidiaries and other businesses in which the Company invests that it should be also correct understanding.
- 3.6.1 The Board of Directors will consider and determine investment policy and supervise the operation of subsidiaries and associated companies including:
 - (1) Consideration of appointing a person to represent the Company as a director, executives or controlling person in subsidiaries and associated companies in proportion to their shareholding in each company to supervise subsidiaries and associated companies to proceed in accordance with the law, Good Corporate Governance Policy and Other Policies of the Company. Anyway, the appointment of the Company's representative as a director in each subsidiary and associate company must be considered and approved by the Board of Directors' meeting by taking into account the suitability of each company.
 - (2) Determine necessary plan and action to ensure that subsidiaries and associates disclose information on operating result and financial position to the Company. The Company will take necessary action and monitor its subsidiaries and associates to have an adequate and appropriate information disclosure and internal control system for business operation.
 - (3) Determinate duty and responsibility of the Board of Directors and executives of subsidiaries and associated companies. In disclosing information about the Company's financial position and operating results, the Company will apply the relevant announcement of the Capital Market Supervisory Board and the Notification of the Stock Exchange Board as well as disclose and submit information on the interests of the Company and related person or transaction in a manner that may cause a conflict of interest to the Board of Directors and avoid transaction that may cause such conflict of interest.

- (4) Disclosure of information on financial position and performance of transaction with connected persons, acquisition or disposal of asset, other important transaction, capital increase, capital reduction, dissolution of subsidiaries, etc.
- 3.6.2 If the investment is significant in other businesses such as having a voting shareholding of 20% but not exceeding 50%, and the amount of investment or additional investment may be significant to the Company. If necessary. The Board of Directors will ensure the appointment of representatives of the Company with qualifications and experience which participate in the board of directors of the company at least in proportion to the investment or shareholding in the company, prepare or enter into a Shareholders Agreement or other agreement to clarify the authority to manage and participate in decision-making on important matters. Monitoring the Company's financial statements in accordance with standards and deadlines in accordance with the Company's investment policy in subsidiaries and associated companies.
- 3.7 The Board of Directors will conduct an annual evaluation of the performance of the Board's duties. Committee, sub-committees and individual directors to use the evaluation result to improve the performance of duty more effectively.
 - 3.7.1 The Board of Directors and sub-committees will evaluate the performance at least once a year so that the Board of Directors can jointly consider the performance and problems for further improvement.
 - 3.7.2 Performance Evaluation, the Company provides both group and individual evaluations by self-evaluation method including disclosure of criteria. The overall evaluation process and results are included in the Annual Report.
 - 3.7.3 The Board of Directors may appoint an external consultant to assist in formulating guideline and suggesting issue in the evaluation of the performance of the Board of Directors at least once every 3 years on matter that the Board of Directors deems important and disclose such action in the Annual Report.
 - 3.7.4 The results of the evaluation of the Board of Directors must be used to determine the suitability of the composition of the Board of Directors.
- 3.8 The Board of Directors is responsible for supervising each director about knowledge and understanding of role and duty. The Company also supports the Board of Directors of All of you are regularly promoted in skills and knowledge for the performance of the duty of the directors.
 - 3.8.1 The Board of Directors must ensure that the new directors are introduced and have information that is useful for the performance of their duties including understanding of the objective, main objective, vision, mission, value of the organization as well as the nature of the business and business operation guideline of the business.
 - 3.8.2 The Board of Directors ensure that the Directors receive training and develop the necessary knowledge continuously.

- 3.8.3 The Board of Directors will study and understand the law, rule, standard, risk and environment related to business operation as well as being regularly informed of up-to-date information.
- 3.8.4 The Board of Directors will disclose information on the continuous training and knowledge development of the Board of Directors in the Annual Report.
- 3.9 The Board of Directors is responsible for ensuring that the operation of the Board of Directors is smooth under the mechanism that the Company facilitates the directors to access the necessary information including the Company Secretary who has the necessary knowledge and experience to support the operation of the Board of Directors.
 - 3.9.1 The Board of Directors will arrange the schedule of meeting and agenda of the Board of Directors in advance so that the Directors can arrange the time and attend the meeting.
 - 3.9.2 The number of meetings of the Board of Directors will be considered to be appropriate to the obligation and responsibility of the Board of Directors and the nature of the Company's business operations at least once every 3 months.
 - 3.9.3 The Board of Directors ensure that each director and management are free to propose matter that is beneficial to the Company into the agenda of meeting.
 - 3.9.4 In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or his or her assignee will send the invitation letter together with the agenda and supporting document to the directors at least 7 working days before the date of the meeting so that the directors have time to study in advance before attending the meeting except in case where it is urgently necessary to protect the rights or interests of the Company.
 - 3.9.5 The Board of Directors must encourage the Group Chief Executive Officer/President to invite senior executives to attend the Board of Directors meeting to provide more detailed information as directly related to the issue and to provide an opportunity to get to know the senior management for the purpose of considering the succession plan.
 - 3.9.6 The Board of Directors will have access to additional necessary information from the Group Chief Executive Officer/President, Company Secretary or other designated executives within the scope of the prescribed policy. The Board of Directors will provide independent opinion from external consultant or professional. This is considered as the Company's expense.
 - 3.9.7 The Board of Directors will consider it as a policy for non-executive directors to meet among themselves as needed, at least once a year, to discuss management-related issues of interest without the presence of management. The outcomes of such meetings should be communicated to the Board of Directors or the Group CEO/President & CEO.
 - 3.9.8 The Board of Directors will determine the qualifications and experience of the appropriate company secretary to perform the duty of advising on various legal aspects and rule that the Board of Directors must know.

- 3.9.9 The Company Secretary will receive continuous training and knowledge development that will be useful for the performance of his duty and in the case of a Certified Programmer course, the Company Secretary will also attend such training.

Practice 4: Ensure Effective CEO and People Management

- 4.1 The Board of Directors will ensure the recruitment and development of Group Chief Executive Officer/President and senior executives with knowledge, skill and experience to be the main force in driving the organization towards its goal.
- 4.1.1 The Board of Directors will consider or assign the Nomination and Remuneration Committee to consider the criteria and procedure for recruiting suitable person to serve as Group Chief Executive Officer/President.
- 4.1.2 The Board of Directors will monitor and supervise the Group Chief Executive Officer/President to ensure that there are appropriate senior executives at least the Board of Directors or the Nomination and Remuneration Committee together with the Group Chief Executive Officer/President to consider the criteria and procedures for the nomination and appointment of individuals and to approve the person proposed by the Group Chief Executive Officer/President to be a senior executive.
- 4.1.3 To ensure business continuity, the Board of Directors will supervise the establishment of a succession plan in preparation for the succession of Group Chief Executive Officer/President, Senior Executive and the Group Chief Executive Officer/President as well as report the performance of the succession plan to the Board of Directors periodically at least once a year.
- 4.1.4 The Board of Directors will promote and support the Group Chief Executive Officer/President and Senior Executives to increase knowledge and experience that is useful for operation.
- 4.1.5 The Board of Directors will clearly determine the policy and procedure for serving as directors at other companies of the Group Chief Executive Officer/President and Senior Executives. Both the type of director position and the number of companies that can hold the position.
- 4.2 The Board of Directors will determine the appropriate remuneration structure and evaluation.
- 4.2.1 The Board of Directors will determine a remuneration structure in order to motivate the Group Chief Executive Officer/President and other personnel at all levels to perform their duties in accordance with the long-term interests of the business including
- (1) Consideration of the appropriateness of the proportion of remuneration to salary, short-term performance such as bonuses or long-term performance such as Employee Stock Ownership Plan
 - (2) Determining policy on remuneration must take into account factor such as the level of remuneration that is higher than or equal to the estimated industry level and business result.
 - (3) Formulating policy on evaluation criteria and communicating them to be acknowledged.

- 4.2.2 The Board of Directors excluding executive directors must play a role in remuneration and Performance Evaluation of the Chief Executive Officer/President at least in the following matters
- (1) Approve the criteria for evaluating the performance of the Group Chief Executive Officer/President with performance evaluation criteria that motivate the Group Chief Executive Officer/President to manage the business in accordance with the main objectives. The Company will communicate to the Group Chief Executive Officer/President of the evaluation criteria in advance.
 - (2) Evaluate the performance of the Group Chief Executive Officer/President on an annual basis or assign the Nomination and Remuneration Committee to be the evaluator. The Chairman of the Board of Directors or Senior Director must communicate the result of the deliberations and development issues to the Chief Executive Officer/President of the Company acknowledgement.
 - (3) Approve the annual remuneration of the Group Chief Executive Officer/President and to consider the evaluation of the performance of the Group Chief Executive Officer/President and other factors.
- 4.2.3 The Board of Directors will consider the criteria and factor for evaluating the performance as well as approving the remuneration structure of senior executives and following up with the Group Chief Executive Officer/President in order to evaluate senior executives in accordance with the evaluation principles.
- 4.2.4 The Board of Directors will supervise the determination of criteria and factor for performance evaluation for the entire organization.
- 4.3 The Board of Directors must understand the structure and relationship of shareholders that may affect the management and operation of the business.
- 4.3.1 The Board of Directors will understand the structure and relationship of shareholders which may be in the form of agreement within the family business whether it is written or not. Shareholder agreement or policy of the parent company that affect the authority to control the management of the business.
 - 4.3.2 The Board of Directors must ensure that the agreement under Clause 4.3.1 do not interfere with the performance of the duty of the Board of Directors such as the appointment of a suitable person to inherit the Company.
 - 4.3.3 The Board of Directors will ensure the disclosure of information in accordance with various agreements that affect the control of the Company.
- 4.4 The Board of Directors will supervise the service and development of personnel to have an appropriate number, knowledge, skill, experience and motivation.

- 4.4.1 The Board of Directors must ensure that human resources are managed in accordance with the direction and strategy of the organization. Employees at all levels have the right knowledge, ability, motivation, and are treated fairly.
- 4.4.2 The Board of Directors must ensure the establishment of a provident fund or other mechanism have sufficient savings to support retirement as well as support employees to have knowledge and understanding of money management. Choosing an investment policy that is in line with your age range and risk tolerance.

Practice 5: Nurture Innovation and Responsible Business

- 5.1 The Board of Directors will prioritize and support the creation of new innovations that create value for the business, create benefit for customer or related parties and be socially and environmentally responsible.
 - 5.1.1 The Board of Director will focus on creating a corporate culture that promotes innovation and ensure that management is part of the strategy review, planning, development, improvement and monitoring of performance
 - 5.1.2 The Board of Directors will promote innovation to add value to the business in accordance with changing environmental factors. This may include defining a business model, perspective thinking on product design and development, research, improving operational process including cooperation with suppliers.
- 5.2 The Board of Directors will monitor and supervise the management of business operations in a socially responsible manner as reflected in the operational plan in order to ensure that all parties of the Company are operating in accordance with the objective and strategy of the business.
 - 5.2.1 The Board of Directors will ensure mechanisms are in place to guarantee that the company conducts its business ethically, with responsibility towards society and the environment, and without violating the rights of stakeholders. This serves as a guideline for all parts of the organization to achieve its objectives and key goals sustainably. Policies or practices may be established, which should at least cover the following
 - (1) Responsibility to Employees The company treats employees fairly and respects human rights in accordance with relevant laws and standards. The related actions are determining fair compensation and other benefits, providing welfare as required by law or more as appropriate, election of the welfare committee in the workplace, maintaining occupational health and safety, providing training, developing potential, and promoting progress as well as providing opportunity for employees to develop their work skills in other areas.
 - (2) Responsibility to customers by complying with relevant laws and standards, taking into account health, safety, fairness, retention of customer data, and monitoring and measuring customer satisfaction for the purpose of improving service, providing customer with information about service that is accurate, appropriate, complete and not misleading or taking advantage of customer misunderstanding.

- (3) Responsibility to suppliers through the procurement process and fair term and condition of contract or agreement. Helping to educate, develop the potential and enhance the capability of the Company's business partner and subsidiaries to meet the standard. Clarify and ensure that suppliers respect human rights and treat their workers fairly. Be responsible for society and the environment including monitoring and evaluating suppliers. Develop business operations between the two parties in a sustainable manner.
- (4) Community responsibility by applying business knowledge and experience to develop project that can create concrete benefits for the community.
- (5) Environmental Responsibility Supervise the Company and its subsidiaries to take care of environmental impact, climate change and strictly comply with relevant law and regulation.
- (6) Fair competition by conducting business in a transparent manner and not creating an unfair competitive advantage.
- (7) Anti-corruption by complying with relevant law and standard and requiring the Company to Publicly announce anti-corruption policy as well as encourage other companies and business partner to have and announce anti-corruption policy.

5.3 The Board of Directors will monitor and supervise the Company's management to allocate and manage resources efficiently and effectively. The impact and resources along the value chain must be taken into account in order to achieve the main objective and goal in the long term.

5.3.1 The Board of Directors will be aware of the need for resource and the use of each type of resource has an impact on each other.

5.3.2 The Board of Directors recognizes that different business models also have different impact on resource so when deciding on a business model, it should take into account the impact and value that will occur on resources. Responsible and create value for the business in a sustainable manner.

5.3.3 The Board of Directors will ensure that in achieving the main objective of the Company. The management team reviews, develops, supervises, and uses resource efficiently and effectively. It always takes into account changing in internal and external factor. The resources that businesses should consider should be at least 6 types: Financial Capital, Manufactured Capital, Intellectual Capital, Human Capital, Social and Relationship Capital, and Natural Capital.

5.4 The Board of Directors is responsible for providing an enterprise-level information technology governance and management framework that is in line with the needs of the business including ensuring the use of information technology to increase business opportunity and develop operation, risk management to enable the business to achieve its main objective.

5.4.1 The Board of Directors will establish a policy on the allocation and management of information technology resource which covers the allocation of sufficient resource for business operations and the formulation of guidelines to support the inability to allocate sufficient resources as prescribed.

- 5.4.2 The Board of Directors must ensure that the organization's risk management covers the management of information technology risk.

Practice 6 Ensure that there is an appropriate risk management and internal control system. (Strengthen Effective Risk Management and Internal Control)

- 6.1 The Board of Directors must ensure that the Company has a risk management and internal control system in place to effectively achieve its objectives and comply with relevant law and standard.
 - 6.1.1 The Board of Directors will study and understand the significant risk of the business and approve the acceptable risk.
 - 6.1.2 The Board of Directors will consider and approve the risk management policy in accordance with the objective, strategy and risk tolerance of the business in order to serve as an operational framework in the risk management process of everyone in the organization in the same direction. However, The Board of Directors will pay attention to early warning sign in order to ensure that the risk management policy is reviewed regularly such as once a year.
 - 6.1.3 The Board of Directors must ensure that the Company identifies risk by considering both external and internal factor that may result in the Company. The main risk that the Board of Directors will focus on are strategic risk, financial risk, operational risk, compliance risk, and fraud risk, etc.
 - 6.1.4 The Board of Directors will ensure that the Company has assessed the impact and opportunity that arise of the identified risk in order to prioritize risk and have appropriate risk management methods such as Taking, Treating, Terminating and Transferring.
 - 6.1.5 The Board of Directors will assign the Audit Committee to review Clause 6.1.1 – 6.1.4 before proposing to the Board of Directors for consideration as appropriate for the business.
 - 6.1.6 The Board of Directors will regularly monitor and evaluate the effectiveness of risk management.
 - 6.1.7 The Board of Directors is responsible for ensuring that the business operation comply with relevant law and standard both domestically and internationally.
 - 6.1.8 In case that the Company has a significant subsidiary or other business in which the Company invests (e.g., has a voting shareholding of 20% but not more than 50%), the Board of Directors will also take the result of the evaluation of the internal control system and risk management as part of the consideration under Clause 6.1.1 – 6.1.7.
- 6.2 The Board of Directors will establish an Audit Committee that can perform its duty efficiently and independently.
 - 6.2.1 The Board of Directors will establish an Audit Committee consisting of at least 3 directors. All of them must be independent directors and have the qualification and duty in accordance with the rules of the SEC and the SET .
 - 6.2.2 The Board of Directors will determine the duty of the Audit Committee in writing in which has at least the following duty.
 - (1) Review the Company's accuracy and completeness of financial reporting.

- (2) Review the internal control system and internal audit system to ensure that the business has an appropriate and effective internal control system.
 - (3) Review the business to ensure compliance with relevant law and standard.
 - (4) Consider the independence of the Internal Audit Department as well as approve the appointment and transfer, dismissal of the head of the internal audit department or any other agency responsible for internal audit.
 - (5) Consider, select, and propose an independent person to act as an auditor. Consider and propose the remuneration of such person including a meeting with the auditor without the participation of the management at least once a year.
 - (6) Consider connected transaction that may have a conflict of interest to ensure compliance with relevant law. The transaction is reasonable and in the best interest of the business.
 - (7) Review the Company's internal procedure regarding whistleblowing, receiving complaint and operating in accordance with anti-corruption policy, relevant regulation and law and in accordance with international standard, modern and efficiency.
- 6.2.3 The Board of Directors must ensure that the Company provides mechanism or tool to enable the Audit Committee can access information necessary for the performance of its assigned duty. The Audit Committee may summon relevant person to provide information, consultation with the auditor or seeking an independent opinion from any other professional advisor for the consideration of the Audit Committee.
- 6.2.4 The Board of Directors will appoint an independent person or internal audit unit to be responsible for developing and reviewing the effectiveness of the risk management and internal control system as well as reporting to the Audit Committee and disclosing the review report in the Annual Report.
- 6.2.5 The Audit Committee must give an opinion on the adequacy of the risk management and internal control system and disclose it in the Annual Report.
- 6.3 The Board of Directors will monitor and manage any conflicts of interest that may arise between the Company and the management. The Board of Directors or shareholders must also prevent improper use of assets, the Company's information and opportunity and transaction with person connected to the Company in an improper manner.
- 6.3.1 The Board of Directors will supervise the establishment of an information security system including the establishment of policy and procedure for confidentiality, integrity and availability as well as the management of information that may be affected and market sensitive information. In addition, the Board of Directors will supervise the directors, senior executives and employees as well as related third parties such as legal advisor, financial advisor to comply with data security system.
- 6.3.2 The Board of Directors will ensure that the transaction is managed and monitored that may have conflicts of interest as well as guideline and procedure to ensure that such transaction is in

accordance with the procedure and disclosure of information as required by law and are in the benefit of the Company and shareholders as a whole.

- 6.3.3 The Board of Directors will require directors to report their interests before the Board of Directors meeting and also record in the minutes of the Board of Directors' meeting including requesting not to attend the meeting on that agenda. The Board of Directors must ensure that directors with significant interests are excluded from participating in the deliberation meeting on the agenda.
- 6.4 The Board of Directors must supervise the establishment of clear anti-corruption policy and guideline as well as communicate at all levels of the organization and to outsiders to achieve practical implementation. It must to provide program or guideline to fight corruption. This includes supporting activity that promotes and instill compliance with relevant law and regulation for all employees.
- 6.5 The Board of Directors will supervise the Company to have a mechanism to receive complaint and take action in case of pointing out clue.
 - 6.5.1 The Board of Directors will supervise the management mechanism and process, (Note, Monitor the progress of solving problem, report) complaints from stakeholders and ensure that there is a convenient channel for receiving complaint with more than one channel including disclosing the channels for receiving complaint on the website or annual report.
 - 6.5.2 The Board of Directors must ensure that there are clear policy and guideline in case of a whistleblower that was required to complaint to the Company with proper channel or via the Chairman of the Audit Committee including the process of verifying information and action as well as reports to the Board of Directors
 - 6.5.3 The Board of Directors must ensure that appropriate protection measures are provided to whistleblower who reports whistleblower with good intentions.

Practice 7: Ensure Disclosure and Financial Integrity

- 7.1 The Board of Directors is responsible for ensuring that the system for the preparation of financial report and disclosure of important information is accurate, adequate and timely, and in accordance with relevant rule, standard and guideline.
 - 7.1.1 The Board of Directors will supervise the personnel involved in the preparation and disclosure of information. They have knowledge, skills, and experience that are suitable for their duties and responsibilities and have a sufficient number of such personnel including the Chief Executive Officer of Accounting and Finance, Bookkeepers, Internal Auditors, Company Secretaries and Investor Relation
 - 7.1.2 In approving the disclosure of information, the Board of Directors will take into account relevant factors. In the case of a financial report at least the following factor will be considered.
 - (1) Result of the assessment of the adequacy of the internal control system.

- (2) The auditor's opinion on the financial report and the auditor's observations on the internal control system as well as the auditor's observations through other communication channels (if any).
 - (3) Opinion of the Audit Committee
 - (4) Consistency with the Company's objective, main objective, strategy, and policy.
- 7.1.3 The Board of Directors must ensure the disclosure of information including the financial statements and the Annual Report Form 56-1 One Report can adequately reflect the financial position and operating result as well as encourage the Company to prepare a Management Discussion and Analysis (MD&A) for the disclosure of the financial statement every quarter. This is to provide investors with information and a better understanding of the change that have occurred in the Company's financial position and operating performance each quarter in addition to the numerical information in the financial statements.
- 7.1.4 In case that any disclosure relates specifically to a particular director, the director will also ensure that the disclosure of his or her part is complete and accurate such as the information of the shareholders of his group and disclosure in relation to the Shareholders Agreement of the Group.
- 7.2 The Board of Directors will monitor the adequacy of financial liquidity and debt repayment capacity.
 - 7.2.1 The Board of Directors must ensure that the management monitors and evaluates the financial position of the business and reports to the Board of Directors on a regular basis. The Board of Directors and management will work together to find a solution if there are signs of financial liquidity and debt repayment problem.
 - 7.2.2 Approve any transaction or propose opinion to the shareholders' meeting for approval. The Board of Directors will ensure that such transactions will not affect the continuity of operation, financial liquidity or debt repayment capacity.
- 7.3 In case that the Company is facing financial difficulty or is likely to face difficulty. The Board of Directors must ensure that the Company has a plan to solve the problem or has another mechanism to solve the financial problem in order to take into account the rights of stakeholders.
 - 7.3.1 In case the business is likely to be unable to pay debts or has financial problems. The Board of Directors must closely monitor and supervise business operation with caution and comply with the requirements regarding information disclosure.
 - 7.3.2 The Board of Directors shall supervise the establishment of a plan to resolve financial problems. Taking into account fairness to stakeholders, including creditors, as well as monitoring the resolution of problems by having the management report on the status regularly.
 - 7.3.3 The Board of Directors must ensure that any decision to resolve the Company's financial problems by any means must be reasonable.

Examples of indication include:

 - (1) Ongoing loss

- (2) Low cash flow
- (3) Incomplete financial information
- (4) Lack of proper accounting system
- (5) Lack of assessment of cash flow and budget.
- (6) No business plan
- (7) The increase in liability exceeded the asset segment
- (8) Difficulty in draining inventory and debt collection

7.4 The Board of Directors will consider preparing a sustainability report as appropriate.

7.4.1 The Board of Directors will consider the appropriateness of disclosing information on compliance with the law, Compliance with Business Practice and Business Ethics, Anti-Corruption Policy, Treatment of employees and stakeholders including fair treatment and respect for human right as well as social and environmental responsibilities. Such information may be disclosed in the Annual Report or may be prepared in a separate volume as appropriate for the business.

7.4.2 The Board of Directors will ensure that the information disclosed is important and reflects practice that will lead to sustainable value creation for the business.

7.5 The Board of Directors must ensure that the management establishes a unit or is responsible for investor relations that is responsible for communicating with shareholders and other stakeholders such as investors and analysts in an appropriate, equitable and timely manner.

7.5.1 The Board of Directors will establish a Communication Policy and a Disclosure Policy in order to ensure that communication and disclosure of information to third parties is appropriate, equitable, and timely. Use the right channel. Protect confidential information and information that affects the price of securities as well as communicate to the entire organization in compliance with the policy.

7.5.2 The Board of Directors will appoint a person who is responsible for providing information to third parties. They must be suitable for performing their duties, understand the Company's business including its objective and main goal as well as be able to communicate well with the capital market such as the Chief Executive Officer/President, Chief Accounting and Finance Officer/Executive Vice President and Investor Relations Manager, etc.

7.5.3 The Board of Directors will supervise the management to set the direction and support the work of investor relations such as providing information guidelines, the policy on managing information affecting securities price including clearly defining the duty and responsibility of investor relation in order to ensure effective communication and disclosure of information.

7.6 The Board of Directors should encourage the use of information technology in disseminating information.

7.6.1 In addition to disseminating information in accordance with the specified criteria and through the SET's channels, the Board of Directors will also consider the disclosure of information in both Thai and English through other channels such as the Company's website.

- (1) Vision and Value of the Company

- (2) Nature of the Company's business
- (3) List of the Board of Directors and Executives
- (4) Financial statement and report on the financial position and operating result of both the current and previous year.
- (5) 56-1 One Report form and Annual Report which can be downloaded
- (6) Any other information or document presented by the Company to analysts, fund manager or other media
- (7) Direct and indirect shareholding structure.
- (8) Structure of the Group including subsidiaries and associates, Joint Venture and Special Purpose Enterprises/ Vehicles (SPEs/SPVs)
- (9) Major shareholders, both direct and indirect, who hold 5% or more of the total outstanding shares and have voting rights.
- (10) Direct and indirect shareholding of directors, Major Shareholders, Senior Executives
- (11) Invitation to the Annual General Meeting and Extraordinary General Meeting of Shareholders
- (12) Articles of Association Memorandum of Association
- (13) The Company's Good Corporate Governance Policy, Anti-Corruption Policy, Risk management policy including various risk management method.
- (14) Charter or responsible duty, qualification and term of office of the Board of Directors including matters requiring approval from the Board of Directors, Charter, or responsible duty, qualification, and term of office of the Audit Committee; Executive Committee Nomination and Remuneration Committee
- (15) Business Conduct and Business Ethic for Employees and Directors of the Company including the Code of Conduct for Investor Relation
- (16) Contact information of the agency or complaint or the person in charge of investor relation and company secretary such as the name of the person who can provide information, phone number, email

Principle 8: Ensure Engagement and Communication with Shareholders

8.1 The Board of Directors will ensure that shareholders participate in making decision on important matter of the Company.

8.1.1 The Board of Directors will ensure that important matter both those specified in the law and issues that may affect the direction of the business are considered and/or approved by the shareholders.

8.1.2 The Board of Directors will support the participation of shareholders such as

- (1) The establishment of criteria allowing minority shareholders to propose additional agenda in advance of the shareholders' meeting. The Board of Directors will consider including the matters proposed by shareholders in the meeting agenda. In cases where the Board of

Directors declines to include the proposed agenda item, they will inform the shareholders' meeting of the reasons for the rejection.

- (2) The establishment of criteria for minority shareholders to nominate individuals to serve as directors. The Board of Directors will ensure that such criteria are disclosed to shareholders in advance
- 8.1.3 The Board of Directors will ensure that the Invitation to the Shareholders' Meeting contains accurate information, completeness and sufficient for the exercise of shareholders' right.
- 8.1.4 The Board of Directors will ensure that the invitation to the shareholders' meeting is sent together with relevant document. The Company must publish the notice on the Company's website and send the invitation letter to the shareholders at least 28 days in advance of the date of the meeting or within the period prescribed by relevant law or regulation.
- 8.1.5 The Board of Directors will provide an opportunity for shareholders to submit question in advance of the meeting date. The criteria for submitting questions in advance are also published on the Company's website.
- 8.1.6 The Notice of the Shareholders' Meeting and related document will be prepared in English and published together with the Thai version.
 - (1) Date, time and place of the shareholders' meeting
 - (2) The agenda of the meeting which is stated as an agenda for acknowledgment or approval as well as a clear division of matters such as in the agenda related to directors. The election of directors has been separated and approval of directors' remuneration for each agenda.
 - (3) Objective, reason and opinion of the Board of Directors on each proposed agenda, including
 - A. Dividend Payment Approval Agenda – Dividend Payment Policy, proposed dividend payment rate with reasons and supporting information. In case of proposing to refrain from paying dividends, the reason and supporting information will also be given.
 - B. Appointment of Directors – Specify the name, age, education and work history, number of listed companies and general companies holding the position of directors, criteria and procedure for recruitment. The type of directors proposed and in the case of the name of the former director to take office again. It needs to specify the information on attendance at the meeting in the past year and the date of appointment as a director of the Company.
 - C. Approval of Remuneration of Directors – Policy and criteria for determining the remuneration of each director and all form of remuneration for directors in both monetary and other benefits.
 - D. Appointment of the auditor – name of the auditor, affiliated company, work experience, independence of the auditor, audit fees and other service fees.
 - (4) Letter of proxy in the form prescribed by the Ministry of Commerce

- (5) Other meeting information such as voting procedure, counting and notification of votes, the right of each type of stock to vote, information of independent directors proposed by the Company as proxies from shareholders document that shareholders must present before attending the meeting, supporting document for proxy and map of the meeting venue, etc.

8.2 The Board of Directors will ensure that the shareholders' meeting is neat, transparent, and efficient as well as facilitate shareholders to exercise their rights.

- 8.2.1 The Board of Directors will determine the date, time and place of the meeting, taking into account the convenience of the shareholders to attend the meeting such as the appropriate and sufficient meeting time for discussion, meeting venues that are convenient for transportation, etc.
- 8.2.2 The Board of Directors will ensure that no action is taken that restrict the opportunity to attend the meeting or create an undue burden on the shareholders such as not requiring the shareholders or proxies to bring more documents or proof of identity than prescribed in the guideline of the relevant regulatory authority.
- 8.2.3 The Board of Directors will promote the use of technology in the shareholders' meeting, Shareholders vote counting and display so that the meeting can be conducted quickly and accurately.
- 8.2.4 The Chairman of the Board of Directors will chair the shareholders' meeting. The Company is responsible for ensuring that the meeting complies with relevant law and regulation and the Company's Articles of Association, allocating appropriate time for each agenda item specified in the invitation letter and providing opportunity for shareholders to express their opinions and ask question to the meeting on matter related to the Company.
- 8.2.5 To ensure shareholders participate in important decision, Directors as attendees and shareholders will not add unnecessarily unannounced agendas. In particular, it is important for shareholders to take time to study information before making a decision.
- 8.2.6 All directors and relevant executives will attend the meeting so that shareholders can ask questions on related issues.
- 8.2.7 Prior to the start of the Meeting, the Shareholders will be informed of the number and proportion of the shareholders who attend the meeting in person and of the shareholders who have delegated proxies, how to meet, votes and count votes.
- 8.2.8 In case that there are multiple items in any agenda. The chairman of the meeting will arrange a separate vote on each item such as Shareholders exercise the right to appoint directors individually in the term of appointment of directors.
- 8.2.9 The Board of Directors will encourage the use of ballot for important agenda and encourage an independent person to count or verify the votes at the meeting and disclose the result of the votes in favor, disagreed and abstained from voting on each agenda item to the meeting and recorded it in the minutes of the meeting.

8.3 The Board of Directors will ensure that the disclosure of the resolution of the meeting and the preparation of the minutes of the shareholders' meeting are accurate and complete.

8.3.1 The Board of Directors will supervise the Company, disclosure of the resolution of the shareholders' meeting and the result of the vote within the next business day through the news system of the SET and on the Company's website.

8.3.2 The Board of Directors will ensure that a copy of the minutes of the shareholders' meeting is sent to the SET within 14 days from the date of the shareholders' meeting.

8.3.3 The Board of Directors will ensure that the minutes of the shareholders' meeting are recorded at least as following

- (1) List of directors and executives attending the meeting and proportion of directors attending the meeting
- (2) The voting method and vote counting, the resolutions of the meeting, and the voting results (approval, disapproval, and abstention) for each agenda item
- (3) Question and answer at the meeting including the name and surname of the respondents

This Good Corporate Governance Policy was approved by the Board of Directors' Meeting No. 2/2024 on February 27th, 2024 and be effective from February 27th, 2024 onwards.

Promulgated on 27th February 2024

(Mr. Vallop Rungkijvorasathien)

Chairman of the Board of Directors

Stecon Group Public Company Limited