



# Business Ethics Guide

**ATP 30 Public Company Limited**

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## **Preface**

### **Business Ethics**

ATP 30 Public Company Limited (“the Company”) will conduct business and ensure that the management and employees comply with the established business ethics. The Company committed to operating in accordance with good corporate governance by upholding the principles of accountability, transparency, equality and promoting best practice by adhering to the following practices:

1. The Company will operate its business with due regard for efficiency, effectiveness, ethics, integrity and transparency by adhering to responsibility to stakeholders and creating suitable returns for investors including making progress and having stable and sustainable growth
2. The Company will manage the business with integrity and comply with the laws, standards, terms and conditions towards contractual parties and good business practices, accurate accounting records and regular disclosure of financial information.
3. The Company will improve the management of various operational processes to continually improve to increase competitiveness.
4. The Company has social responsibility, environment, and support sustainable development by participating in accordance with the status of the Company.
5. The Company will disclose accurate and complete information about the service, including opening a complaint channel for stakeholders.

## Ethical Principles for Business

1. Comply with laws, rules and regulations
  - Directors, executives and employees must conduct themselves within the framework of the laws, rules and regulations of the locality where the Company is located.
  - Directors, executives and employees must comply with the regulations the Stock Exchange of Thailand and Securities and Exchange Commission.
  - Directors, executives and employees must comply with the Company's rules and regulations.
  - Directors, executives and employees must refrain from doing anything or participate in the knowledge, help, support, cooperate in order to avoid compliance with the law. rules and regulations.
  - Directors, executives and employees are required to cooperate with regulatory agencies and report information about violations or non-compliance with the law, rules, and regulations strictly.
2. Responsibility to the Company
  - 2.1 Responsibility for the Company's assets
    - Executives and employees must use the Company's assets carefully, responsibly and use it for the maximum benefit of the Company For business purposes only.
    - Executives and employees must help each other to maintain and be careful not to let any assets of the Company be depreciated, damaged or lost
    - Executives and employees must not use the Company's assets. when no longer related to the Company
  - 2.2 Responsibility for intellectual Property Information and Information Technology of the Company : The Company attaches great importance to the Company's intellectual property which includes Company names, logos, copyrights, patents, trademarks, trade secrets, innovations, information and information technology, it is defined as follows:
    - Executives and employees must comply with the laws related to intellectual property rights in every country in which the Company invests, including the announcements, orders and regulations set forth by the Company.
    - Executives and employees must maintain and protect the Company's intellectual property; prevent damage, anti lost and overseeing the use of intellectual property for the maximum benefit of the Company.
    - Executives and employees have a duty to maintain trade secrets and information of the Company to ensure the best possible security.
    - Executives and employees must use the Company's information technology to provide for the Company's business only.
    - Management and employees must not disclose the password used to access the Company's information system to others who are not involved.
    - Executives and employees must not publish, copy or use illegal software in the Company .
    - Executives and employees must not use the Company's e-mail or computer systems to transmit vulgar, obscene messages. harass, threaten, defame others including

avoiding websites that are illegal or infringing on good morals according to the section specified in "Computer Crime Act, B.E. 2550"

- Management and employees must respect the intellectual property rights of others, no copyright infringement trademark or using the others' works for the benefit of oneself or the company which may cause damage to the Company.

3. Public information or interviews

- Providing any information about the Company must be based on accuracy be realistic and careful by the person who has been assigned to act on behalf of the Company.
- The Company assigns senior management or managing director to be authorized to provide information or public interviews including shareholders, investors, analysts, media and outsiders and has the power to delegate other executives to provide information.

4. Confidentiality and information within the Company

- Directors and executives or entities that have received inside information are prohibited from using such opportunities to seek benefits. personal or disclose inside information to outsiders or a person who has no relevant duties for the benefit of trading Company's securities.
- Refrain from trading in the Company's securities including providing any information during one month of directors and executives before the financial statements or any other information is released to the public to prevent exploitation of the Company's internal information which has not yet been disclosed to the public and may affect the movement of securities trading prices.
- All directors and executives, as defined by the Capital Market Supervisory Board, acknowledge their duty to report variation the securities holdings of oneself, spouse and minor child to the Stock Exchange of Thailand; and Securities and Exchange Commission According to Section 59 of the Securities and Exchange Act B.E. 2535 , immediately no later than three days after the date of purchase, sale, transfer or acceptance of transfer of the Company's securities.
- Non-disclosure of the Company's business secrets to outsiders even after retiring from being a director, executive and employees of the Company.

## Ethics and Code of Conduct for Directors

This Code of Conduct prepared to achieved the aim of the Company's directors take it as a guideline for conducting oneself to comply with the principles of good corporate governance in accordance with the intent and principles including ethical standards for the benefit of the Company Shareholders, employees, customers and other stakeholders. The Board of Directors determines the organization's management policies and sets corporate governance principles, in order to operate the business efficiently and achieve the objectives of Vision and mission for the Company. To gain confidence in doing business from shareholders, investors and the general public. As a result, the Company's directors Everyone must follow the provisions and the spirit of the law with due diligence and care including acting as a role model for employees.

### Code of Conduct and Responsibilities of the Board of Directors

#### 1. Duties to the Company

- 1.1 Dedicate time to the Company fully in carrying out the mission as a director of the Company in accordance with the good corporate governance guidelines and the Company's business ethics.
- 1.2 Use independent discretion in corporate governance.
- 1.3 Responsibility to shareholders, taking into account the benefits of other stakeholders by adhering to the code of ethics and comply with the law.
- 1.4 Recruit potential high-level executives able to devote themselves to the benefit of the Company.
- 1.5 Supervise the management to report important matters of the company. in order to operate the business efficiently
- 1.6 Notify the Company in written, in the case that a director becomes an advisory director in the Company, organization or any other association, such action must not be contrary to the interests of the Company and direct responsibilities or becoming a shareholder in any business which may have benefits or cause business conflicts with the Company be a shareholder in any business which may have benefits or cause business conflicts with the Company.

#### 2. Duties to shareholders

- 2.1 Supervise to ensure that the Company has proper financial, administrative and management status to generate appropriate returns to shareholders.
- 2.2 Supervise to ensure that the Company discloses information that is essential, complete, accurate, true and in time.
- 2.3 Supervise to ensure that the Company values and respects the rights of all shareholders equally.
- 2.4 Supervise to ensure that the Company provides detailed clarifications on operating results and status of the Company's financial It complies with disclosure rules.
- 2.5 Supervise to ensure that the Company pays attention to recommendations of shareholders and good recommendations into practice for the benefit of the operation.

**3. Duty to employees**

- 3.1 Treat all employees fairly without discrimination against anyone due to differences in race, religion, nationality, gender, age, educational background or personal preference.
- 3.2 Listening to employees' opinions or suggestions and consider using it in a way that is beneficial to the Company.
- 3.3 Not infringing on personal rights and liberties either directly or indirectly.

**4. Duties to other stakeholders**

- 4.1 Supervise to ensure that the Company complies with relevant laws and regulations.
- 4.2 Supervise to ensure that the Company pays attention to the impact that will occur to other stakeholders, community, society and environment.

**Board responsibilities**

- 1. Attend the Board of Directors' meeting every time, in the event that it is necessary to be unable to attend the meeting will inform the Company in advance.
- 2. Find information about the environment that affects the Company's business.
- 3. Study the relevant laws, rules, or regulations that affect the performance of duties as a director of the Company.
- 4. Take sufficient time to carefully consider the information in advance.
- 5. Consider and give opinions independently. In the event that any director disagrees with the resolution of the meeting that director can specify that dissenting opinions should be recorded in the minutes of the Board of Directors' meetings.
- 6. Promote communication between the Board of Directors and the Certified Public Accountant to ensure that Perform the duties of the certified public accountant independently and efficiently with cooperation from the management and Internal Audit Department.
- 7. Perform duties as a director in accordance with the law, rules, regulations, relevant regulations, including Business Standards and Ethics
- 8. In case of any doubt the Board of Directors can request additional information or clarification from the management or the Company's advisor.
- 9. Do not take any action that may charge of honesty and fairness by avoiding both by themselves and family in requesting or agreeing to receive money, things or any other benefits from business related parties of the Company.



## **Ethics and Code of Conduct for Executives and Employees**

### **1. Code of Conduct for Executives**

Executives mean employees who have subordinates. In addition to the management must comply with every code of conduct. As an employee of the Company, executives must have good practice to strengthen the good management as the supervisor of the employees must be a leader and be a model in good behavior for employees in general as well. Therefore, guidelines for management are set as follows:

#### **1.1 Management treats shareholders**

Executives must perform their duties with honesty and carefully and carefully and has a broad vision, avoiding to seek benefits for yourself and others from corporate information that has not yet been disclosed to the public and do not disclose corporate confidential information to outsiders, including not taking any action which may cause conflicts of interest.

#### **1.2 Management treats employees**

Management must treat employees fairly, unbiased management support in building the potential for advancement and increase the efficiency of employees as well as encouraging employees to understand the code of conduct that employees must follow. Provide appropriate welfare for employees and treat employees with good faith, listening to the employee opinions and suggestions rationally.

#### **1.3 Management treats customers**

Management must treat customers in strict accordance with the business ethical practices set forth by the entity.

#### **1.4 Executives to partners**

Management must treat business partners fairly. Avoiding to claim or receive any benefits unfairness from partners and if unable to comply with any of the conditions please notify your business partner in advance to jointly find solutions.

#### **1.5 Executives to competitors**

Management must treat competitors under the framework of good competition rules and not seek confidential information of competitors by dishonest means

#### **1.6 Executives treat society and the environment.**

Executives must act or control to ensure compliance with relevant laws and regulations and be socially responsible, including to cooperate, help, support and volunteer to do activities that are beneficial to the community and society.

### **2. Code of Conduct for Employees**

2.1 Employees should perform their duties with honesty and with perseverance diligent and improve work efficiency for the benefit of oneself and the Company.

2.2 Employees must strictly comply with the rules and regulations of the Company's work.

2.3 Employees should respect and obey their supervisors who give orders in accordance with policies and regulations.

2.4 Employees should have solidarity with each other and support each other. does not cause conflict which will lead to damage to other persons and the Company

- 2.5 Employees should respect the rights and respect each other. Avoid taking other people's information both in matters related to work and personal matters to be disclosed or criticize in a manner that will cause damage to both employees and the Company.
- 2.6 Employees should avoid accepting any gifts that may make themselves feel uncomfortable in performing duties in the future if unavoidable notify the supervisor immediately.
- 2.7 Employees do not use their position or take advantage of their work for personal gain or their party or do business in competition with the Company.
- 2.8 Employees should treat customers partners with honesty and equality.
- 2.9 Employees must strictly maintain the confidentiality of customers, business partners and the organization.
- 2.10 Employees must report the matter that has been known to their supervisors without delay, the known matter may affect the operation or reputation of the Company.
- 2.11 Employees should be treated take care of the benefits and assets of the Company to be in good condition so that they can be fully utilized, economical, not to be wasted, wasted, damaged or deteriorated prematurely.

### **Maintaining the Company's Assets**

Director, management and employee have duties and responsibilities to supervise the use of the Company's assets under the supervision of the Company efficiency by defining the following guidelines:

- 1) Use assets in business operations without using such assets for benefit personal or third party.
- 2) Protect your interests and take care of your assets from being lost, damaged or misused as a wise man should protect his own property eliminating unlawful exploitation whether directly or indirectly.
- 3) Do not use a computer to destroy, infringe, spy, or modify other people's files; or create false evidence which may cause information theft and provide an information technology system security that complies with international standard.
- 4) Use the e-mail and internet provided for the Company's business carefully and does not bring damage to the reputation.
- 5) Keep and do not allow others to use their passwords for accessing various information systems of the Company.
- 6) Company's intellectual property to reproduce, modify or do anything. for personal benefit or the benefit of others without permission from the Company
- 7) Report to supervisor any witnessing an action known that infringes or may lead to an infringement of rights or an action that may cause a dispute about the Company's intellectual property.
- 8) Supervise the storage of important documents of the Company complete in accordance with the law or related regulations and after the expiration of the period of time required to maintain the documents and employees involved must ensure that destruction is carried out in an appropriate manner.

**Penalty**

In the event that the management and employees act in a manner that causes a conflict of interest with the Company to consider according to the organizational structure of the Company, rules and regulations relating to work, provided that each party shall initially consider and summarize the story forwarded to high-level commanders and related business lines to judge both specifying the appropriate penalties. If the conflict of interest is severe and causes a seriously damage may not be in the jurisdiction of the agency then bring the matter to the management of the company to consider and draw conclusions and impose further penalties. Penalty as follows

- 1) Verbal admonition
- 2) Admonish in written
- 3) Pay cut
- 4) Furlough
- 5) Termination of employment without compensation
- 6) Legal action

**Whistleblowing or Complaints**

The Board of Directors provides opportunities for employees and stakeholders to inform clues or complaints when found to be an illegal act Corruption or misconduct of employees in the Company as well as behaviors that may cause problems and cause damage to the Company including receiving complaints in the event that employees and stakeholders are violated or not treated unfairly through the channels and processes specified by the Company. The Company will listen and deal with all complaints equally, transparently and fairly, with systematic and fair measures to protect complainants The complainant will be kept confidential of the Company measures to protect complainants as follows;

- 1) Complainants can choose to remain anonymous. If the disclosure is deemed to cause insecurity or damage
- 2) The Company will keep the relevant information confidential and take into account the safety of the complainant by establishing measures to protect complainants who are employees, including who cooperate in the investigation of facts will be protected from unfair treatment due to the cause of complaints such as interfere with work, change of position, dismissal, etc.

## Ethics and Code of Conduct for Investor Relations

Investor relations are representative of the communication with shareholders, institutional investors individual investor Securities companies, journalists and the general public interested in the Company's securities through a variety of channels and methods. The information or disclosure must be done regularly, complete, accurate, timely, both positive and negative facts. The disclosure of information must be done thoroughly and fairly. and comply with the rules, regulations, regulations of the Stock Exchange of Thailand and the Securities Exchange Commission. Therefore, investor relations must perform their duties in accordance with the Investor Relations Code of Conduct as follows

1. Perform duties with honesty, fairness and responsibility.
2. Disclosure the necessary information is accurate, clear, timely and fair to all parties. by refraining from using words or inappropriate form that may cause misunderstanding of the Company's securities.
3. Provide opportunities for all relevant parties to access and inquire.
4. Do not present information that affects the price of the Company's securities or may affect investment decisions or affect the rights of shareholders before being officially published to the Stock Exchange of Thailand.
5. Do not disclose information that has not yet been concluded or in the process of negotiating which is uncertain or exaggeration.
6. Perform duties based on the interests of shareholders and stakeholders.
7. Building confidence, enhance the image, and good attitude of the company as well as good relationships with all parties.
8. Keep company secrets and avoid any action or exploitation that will bring benefits to oneself by relying on information within the Company.
9. Perform duties with knowledge full ability professional and diligently study for knowledge to improve work efficiency on a regular basis.
10. Follow the guidelines for not accepting investors or analysts' appointments near the announcement of the financial statements, stock trading practices that the company has specified.
11. Do not buy/sell the Company's shares before and after the earnings announcement date.
12. Operate in accordance with the rules, regulations, and relevant laws. including regulators

## **Policies and Principles of Good Corporate Governance**

### **Charter of the Board of Directors**

The Company realizes and attaches great importance to corporate governance. In addition to the Board of Directors must strictly perform duties in accordance with the Company's Articles of Association. According to the Public Company Act in accordance with relevant laws, the Company has established a corporate governance policy to emphasize the roles and duties of the Board of Directors in accordance with the principles of good corporate governance. Defined by the Stock Exchange of Thailand as follows:

#### **Composition of the Board of Directors**

1. The Company's board of directors must consist of not less than seven directors and not less than half of the total number of directors must reside in the Kingdom of Thailand.
2. The Board of Directors consists of executive directors. Non-Executive Director and independent director having at least one - third of independent directors and not less than three people are qualifications of independent directors are as specified by the Stock Exchange of Thailand.
3. The Board of Directors elects one director from non-executive directors to be the chairman of the Board.
4. The committee selects one person to act as the secretary of the Board of Directors. The secretary of the Board of Directors may or may not be a director.

#### **Qualifications of the Board of Directors**

1. Stipulated in the Public Act B.E. 2535 and the Securities and Exchange Act B.E. Management of publicly held business according to the announcement of the Securities and Exchange Commission.
2. Have knowledge, abilities, skills and work experience that are beneficial to the Company's business and be able to devote full time to performing duties in accordance with their responsibilities, this will consider regardless of gender, race, religion, age and other specific abilities.
3. Possess leadership and can control management's operations with efficiency and effectiveness.

#### **Duties and responsibilities of the Board of Directors**

1. Perform duties responsibly caution honesty and be careful to protect the interests of the Company and in accordance with the law, objectives and regulations of the Company as well as shareholders' resolutions.
2. It is responsible for determining the vision, policy and direction of the Company's operations and to supervise and supervise the management to operate in accordance with the established policies with efficiency and effectiveness in order to increase the maximum economic value for the shareholders and sustainable growth.
3. Be responsible to shareholders on a regular basis Operate in the interests of shareholders, disclosure of material information to investors is accurate and complete, standardized and transparent.

4. Have knowledge, ability and experience that will benefit the business are interested in the Company's business that he is truly a director.
5. Evaluate the performance and consider the remuneration of directors. and senior management as presented by the Nomination and Remuneration Committee to present to shareholders for approval.
6. Responsible for the performance and performance of the management's duties with the intention and caution in the operation.
7. Supervise to be clear and measurable business goals to be used as a guideline for setting operational goals, taking into account the possibility and reasonable.
8. Supervise the business operation and act ethically.
9. Supervise the management to have an appropriate and efficient risk management system.
10. Consider making decisions on important matters such as policies and business plans for large investment projects. The authority to manage the acquisition or disposition of assets and any other items required by law.
11. Determine the authority and level of approval in transactions. and various operations related to the work of the Company to the group or person as appropriate and in accordance with the relevant requirements by preparing a manual on the power of action and require a review in line with strategy and business goals including changing circumstances.
12. Provide reliable accounting, financial reporting and auditing systems as well as to ensure that there is a process for evaluating the suitability of internal control.
13. To approve the proposal to appoint an auditor and consider the annual audit fee to present to the shareholders for consideration and approval of the appointment.
14. Report on the responsibility of the board of directors for the preparation of financial reports. This is shown in conjunction with the auditor's report in the annual report and covering important matters. According to the policy of good practice for directors of listed companies of the Stock Exchange of Thailand.
15. Supervise the performance of various sub-committees. to be in accordance with the prescribed charter.
16. The Board shall self-assess its performance and assess its overall performance.

#### **Appointment of directors and term**

The election of the Company's directors shall be made by the shareholders' meeting, provided that it shall be done in accordance with the following rules:

1. A shareholder has a vote equal to one share per vote
2. In the election of directors, voting may be used to elect each director individually. One person or several people at a time, as the meeting of shareholders deems appropriate. But in each vote Shareholders must vote with the available votes. Therefore, the shareholders cannot divide their votes in the election of directors for any person under section 70 paragraph one of the Public Company Act (NON-CUMULATIVE voting only)
3. In voting for the election of directors, a majority of votes must be used. If there are equal vote, the chairman of the meeting shall have the casting vote.
4. The Board of Directors shall hold office for a term of three years. Directors retiring under this article , may be re-elected to assume office. In addition to the expiration of the agenda The director vacates office when

- Dead
  - Resign
  - Lack of qualifications or having prohibited characteristics under the law governing public companies
  - The meeting resolved to leave
  - The court has issued an order.
5. Any director resigns from his position, may also submit his resignation letter to the Registrar for acknowledgment.

### **Board Meeting**

1. The Board of Directors must hold a meeting to acknowledge the Company's operating results at least every three months and directors should attend every meeting. In addition to force majeure which must be notified to the Secretary of the Board of Directors in advance. The Company must report the number of meetings attended by the Board of Directors in the annual report. In each meeting of the Board of Directors to inform all the Board of Directors in advance. The secretary of the Board of Directors must send a meeting invitation letter to all directors to inform them of the date, time, place and agenda of the meeting. by delivery at least seven days in advance and the person who collects the meeting documents from the directors and management to deliver to the committee in advance; such documents must provide sufficient information to make a decision and use the independent discretion of the Board. The committee secretary must record the issues in the meeting. to prepare meeting minutes which must have complete content and completed within 14 days (fourteen days) from the date of the completion of the meeting to propose to the chairman of the committee to sign and to establish a good filing system Easy to find and keep secrets well.
2. A company director who has an interest in any matter does not have the right to vote on that matter.
3. Voting at the Board of Directors Meeting, the company shall regard the opinion that is the majority vote as important. In the case of equal votes, the chairman of the meeting voted one more vote as the casting vote. that did not pass a resolution to be stated in the minutes of the meeting.

### **Compensation**

Company Directors are entitled to receive remuneration from the Company as determined by the Board of Directors and proposed for approval from the shareholders' meeting holding ordinary shares for the year. The structure and composition of the stipulated remuneration must be appropriate to the duties and responsibilities assigned by each director and at a level that can be motivating. and maintain quality directors or comparable in the same industry.

### **Self-assessment of performance**

The Board of Directors is responsible for evaluating their own performance once a year.

## Audit Committee Charter

The Board of Directors realizes the importance of the good corporate governance system and therefore considers the appointment of the Audit Committee. It consists of independent committees responsible for auditing the Company's business operations. Review the effectiveness of internal controls to ensure that the operations of the various departments to be efficient Legitimate comply with good practice regulations business administration is carried out appropriately, efficiently and with maximum efficiency. The Audit Committee is also responsible for reviewing the Company's financial reports. Work with the auditors to ensure that the Company's financial reports reliable, complete, and accurate disclosure of information. It complies with relevant standards and requirements to build confidence and credibility for investors and stakeholders that there has been a careful examination and supervision of the business, fair and transparent, and conducting business in accordance with the principles of good corporate governance. The Board of Directors therefore deems it appropriate to prescribe the Audit Committee Charter as follows:

### Elements of the Audit Committee

Audit Committee of the Company must contain the following components:

1. The Audit Committee consists of not less than three independent directors.
2. The Audit Committee has appropriate skills and expertise for the assigned tasks, at least one member of the Audit Committee must have knowledge, understanding or experience in accounting or finance.
3. The Board of Directors of the Company shall elect and appoint one of the Audit Committee members to be the Chairman of the Audit Committee.
4. Requires the Audit Committee to appoint the Secretary of the Audit Committee, this may be the head of the internal audit department or a person who the Audit Committee deems appropriate.

### Audit Committee Qualifications

Appointed by the Board of Directors of the Company Qualifications as stipulated in public law Securities and Exchange Law and the regulations of the Stock Exchange as follows:

1. Shareholders not exceeding one percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or a person with control over the Company, including the shareholding of a person related to that independent director.
2. Not being or used to be a director who takes part in the management, an employee, a consultant who receives a regular salary or controlling person of the Company, parent company, subsidiary company, associated company, major shareholder or of the person who has the power to control the company unless the aforementioned characteristics have been terminated for not less than two years prior to the date of filing. Application for permission to the Office of the Securities and Exchange Commission.

However, such prohibited characteristics do not include the case where the independent director used to be a government official or an advisor of a government agency which is a major shareholder or the person who has the power to control the Company.



3. Not a person who has a blood relationship or by legal registration in the form of parents, spouses, siblings and children, including the spouses of children of executives, major shareholders controller or a person who will be nominated as an executive or the person who has the power to control the company or a subsidiary.
4. Does not have or has had a business relationship with the Company Parent, company Subsidiary company, associated company, major shareholder or of the person who has the power to control the Company in a manner that may impede the exercise of one's independent judgment including not being or having been a significant shareholder or controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or of the person who has the power to control the company Unless the foregoing relationship has been terminated for not less than two years prior to the date of filing an application with the Office of the Securities and Exchange Commission.
5. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or of the person who has the power to control the Company and is not a significant shareholder, controlling person or partner of the audit firm which has auditors of the Company, parent company, subsidiary companies, associated companies, major shareholders or of the person who has the power to control the Company affiliated with, unless the foregoing relationship has been terminated for not less than two years prior to the date of submission of an application to the Office of the Securities and Exchange Commission.
6. Not being or having been a professional provider of any kind, including serving as a legal or financial advisor which received service fees in excess of 2,000,000 baht ( two million baht) per year from the Company, parent company, subsidiary company, associated company, major shareholder or of the person who has the power to control the Company and is not a significant shareholder controlling person or a partner of that professional service provider unless the foregoing relationship has been terminated for not less than two years prior to the date of filing an application with the Office of the Securities and Exchange Commission.
7. Not being a director who has been appointed to represent the Company's directors major shareholder or shareholders who are related to major shareholders
8. Do not operate businesses with the same nature and are in significant competition with the Company's business or a subsidiary or not being a significant partner in the partnership or being a director who takes part in the management, an employee, an employee, an advisor who receives a regular salary or holding more than one percent of the total number of shares with voting rights of another company which operates businesses with the same condition and is a significant competition with the Company's business or a subsidiary.
9. There are no other characteristics that prevent us from expressing independent opinions on the Company's operations.
10. Independent Director according to the above qualifications may be assigned by the Board of Directors to make decisions on operations of the Company, parent company, subsidiary, associated company, subsidiary of the same order major shareholder or of the person who has the power to control the Company with the ability to make decisions in the form of Collective Decisions.

### Duties and responsibilities of the Audit Committee

1. Review financial reports to ensure they are accurate and reliable, including adequate disclosure of information by coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports.
2. Review the Company's internal control system and internal audit to be appropriate and effective and consider the independence of the internal audit department as well as to approve the appointment, transfer and dismissal of the internal audit supervisor or any other agency responsible for internal audits and may suggest a review or review of any items it deems necessary and important. The internal audit unit report directly to the Audit Committee and bring suggestions on improvements to the internal control system that are important and necessary to the Board of Directors by reviewing with external auditors and internal audit department manager.
3. Reviewing compliance with securities and stock exchange laws or regulations of the Stock Exchange of Thailand, policies, rules, regulations, regulations and other laws related to the Company's business.
4. To consider selection and propose to appoint an independent person to act as an auditor including considering and proposing the remuneration of the Company's auditors to the Board of Directors including attending the meeting with the auditor without the management attending the meeting at least once a year.
5. Review the Company's internal audit plan according to generally accepted methods and standards.
6. Consider connected transactions or transactions that may have conflicts of interest to comply with the laws and regulations of the Stock Exchange of Thailand as well as the disclosure of the Company's information in such matters to be accurate and complete in order to ensure that such transactions are reasonable and for the best benefit of the Company.
7. Review an appropriate and efficient risk management system for the Company.
8. Report the performance of the Audit Committee to the Board of Directors at least four times a year.
9. Prepare the Audit Committee's report to be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
  - (1) An opinion on the accuracy, completeness and reliability of the Company's financial reports.
  - (2) Opinions on the sufficiency of the Company's internal control system.
  - (3) Comments on compliance with securities and stock exchange laws stock exchange requirements or laws related to the company's business.
  - (4) Opinion on the suitability of the auditor.
  - (5) Opinions on the connected transaction or items that may have conflicts of interest.
  - (6) Number of Audit Committee Meetings and attendance of each Audit Committee.
  - (7) Overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.
  - (8) Other items that shareholders and general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.

10. Performing duties within the scope of duties the Audit Committee has the power to invite the management, executives or employees of the Company to related to comment. Attend meetings or submit documents deemed relevant or necessary.
11. Authorized to hire a consultant or outsiders according to the Company's regulations to give opinions or give advice.
12. The Audit Committee shall assess its performance through self-assessment and report the results of the assessment together with problems , obstacles in the performance that may cause the performance to fail to achieve the objectives of the establishment of the Audit Committee to the Board of Directors by yearly.
13. Consider reviewing and updating the Audit Committee Charter.
14. Perform other tasks as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

### **Appointment of the Audit Committee tenure**

The Audit Committee operates within the scope of duties and responsibilities as instructed by the Board of Directors. The Board of Directors is responsible for the Company's operations directly to shareholders stakeholders and others related person.

The terms of office of the Audit Committee are as follows:

1. The Audit Committee shall hold office for a term of three years and the Audit Committee who vacates office upon the expiration of the term may be reappointed. In addition to the termination of the position according to the above-mentioned terms the Audit Committee member vacates office upon
  - Dead
  - Resign
  - Disqualified to be an Audit Committee according to this charter or according to the rules of the Stock Exchange of Thailand
  - Retired from being a director of the Company
2. Any member of the Audit Committee who wishes to resign from the position must submit a resignation letter to the Chairman of the Board. This should be notified in writing at least one month in advance with reasons and approved by the Board of Directors. The Company will notify the resignation together with a copy of the resignation letter to the Stock Exchange of Thailand. In the event that the Audit Committee vacates office for the whole group the Audit Committee who has vacated office shall remain in office for further proceedings until the new Audit Committee takes office.
3. In the case of the Audit Committee position becomes vacant for reasons other than the expiration of the term, the Committee shall the Company appoints a person with full qualifications to be an audit committee member within ninety days in order for the audit committee to reach the required number of committees as specified by the Board of Directors. The person who replaces the member of the Audit Committee can only hold the position for the remaining term of the Audit Committee member whom he/she replaces.

### Meeting

1. To have an audit committee meeting to consider the financial statements. Internal Audit Report and other matters At least four times a year by convening a meeting or having the Chairman of the Audit Committee call a special meeting to consider other urgent matters.
2. Audit Committee members who have interests in any matter do not have the right to vote on that matter.
3. Voting at the Audit Committee meeting shall be based on the majority vote. In case of equal votes, the Chairman of the meeting shall have one more vote as a casting vote. However, the opinions of other Audit Committee members that did not pass a resolution to be presented as a dissenting opinion to the Audit Committee.
4. The Chairman of the Audit Committee shall report the meeting results to the next Board of Directors meeting every time.
5. The secretary of the Audit Committee or an assigned person shall record the minutes of the meeting.

### Audit Committee Reporting

1. The Audit Committee shall report the performance to the Board of Directors at the Board of Directors' meeting.
2. In the performance of duties of the Audit Committee, if the following items or actions are found or suspected: which may have a material impact on the financial position and operating results of the Company. The Audit Committee shall report to the Board of Directors for improvement within the period as the Audit Committee deems appropriate.
  - (1) Conflict of Interest Report
  - (2) Fraud, or there is something wrong or there is a significant deficit in the internal control system.
  - (3) Violation of any law or requirement of the Stock Exchange of Thailand and other relevant laws
3. If the Audit Committee has reported to the Board of Directors anything that has a material impact on the financial position and results of operations. And there has been discussions with the Board of Directors and the executives that there must be improvements. At the expiration of the jointly stipulated time, if the Audit Committee finds that there is unreasonable neglect to take such remedial action, any member of the Audit Committee may report the findings directly to the Securities and Exchange Commission. or the Stock Exchange of Thailand.

### Reporting of listed companies to the Stock Exchange of Thailand

1. Appointment of the Audit Committee
  - 1.1 Report on the resolutions of the Board of Directors' meeting regarding the appointment of the Audit Committee and submit the form to report the names and scope of the Audit Committee according to the regulations of the Stock Exchange of Thailand.
  - 1.2 Submit the certificate and profile of the Audit Committee together with a report on the resolution of appointing the Audit Committee to the Stock Exchange of Thailand within three days from the date the Board of Directors resolves to appoint the Audit Committee.

2. Changes in Audit Committee Members
  - 2.1 Report on the resolutions of the Board of Directors' meeting regarding the change of members of the Audit Committee to the Stock Exchange of Thailand in accordance with the regulations of the Stock Exchange of Thailand.
  - 2.2 Submit a certificate and profile of the audit committee for the newly appointed Audit Committee and report on the resolution of the appointment of the Audit Committee.
3. Report on the resolutions of the Board of Directors' meeting regarding the change of duties and scope of work of the Audit Committee to the Stock Exchange of Thailand, according to the regulations of the Stock Exchange of Thailand within three days from the date of the Board of Directors' resolution regarding the change.

**Compensation**

The Audit Committee receives remuneration from the Company as determined by the Board of Directors and proposed for approval from the shareholders' meeting holding ordinary shares for the year. The structure and composition of the stipulated remuneration must be appropriate to the duties and responsibilities assigned by each director and at a level that can be motivating, and maintain quality directors or comparable in the same industry.

**Self assessment of performance**

The Audit Committee is responsible for evaluating their own performance once a year.

## **Charter of the Risk Management Committee**

The Board of Directors realizes the importance of controlling the Company's management to comply with the policy, therefore, consider appointing the Risk Management Committee with the authority and duties as follows:

### **Composition of the Risk Management Committee**

1. The Risk Management Committee will be appointed by the Board of Directors. The committee consists of people who understand the business and have direct experience in business at least three persons and must be at least an independent director.
2. The Risk Management Committee consists of directors appointed by the Board of Directors.
3. The Chairman of the Risk Management Committee must not be the same person as the Chairman of the Board of Directors.
4. Requires the Risk Management Committee to appoint a Secretary of the Risk Management Committee. This may be the head of the business support department. or the person the Risk Management Committee deems appropriate.

### **Qualifications of the Risk Management Committee**

1. To have knowledge and understanding of the risks of the entity.
2. The Risk Management Committee is able to devote sufficient time to work as a Risk Management Committee member to achieve the objectives.

### **Duties and Responsibilities of the Risk Management Committee**

1. Formulate and review policies Organize Risk Management Framework.
2. Supervise and support the implementation of corporate risk management in line with strategy and business goals including changing circumstances.
3. Consider reporting the results of corporate risk management and comment on the risks that may arise including guidelines for determining control or mitigation measures and continuous improvement of the organization's risk management system to be effective.
4. Report the results of corporate risk management to the Board for acknowledgment and in the event that there are important factors or events which may affect the company significantly and must be report to the Board of Directors for acknowledgment and consideration as soon as possible.
5. Meeting of the Risk Management Committee at least twice a year.
6. Perform any other duties as assigned by the Board of Directors.

### **Appointment of the Risk Management Committee and Tenure**

1. The Risk Management Committee operates within the scope of duties and responsibilities as instructed by the Board of Directors. The Board of Directors is responsible for the Company's operations directly to shareholders, stakeholders and guests.
2. The Risk Management Committee shall hold office for a term of three years and according to the term of office as a director, which, upon vacating office upon the expiration of the term, may be reappointed In addition to the termination of office by the above-mentioned terms, the Risk Management Committee retiring when

- Dead
- Resign
- Disqualified to be an audit committee according to this charter or according to the rules of the Stock Exchange of Thailand
- Retired from being a director of the Company

In the event that the Risk Management Committee position is vacant due to reasons other than retirement by rotation, the Board of Directors shall appoint a person with full qualifications to be a Risk Management Committee member so that the Risk Management Committee has the required number in these regulations. The person elected to be the Risk Management Committee member will remain in the position for only the remaining term of the Risk Management Committee member he replaces.

### Meeting

1. The Risk Management Committee meeting has to be arranged at least twice a year and the Risk Management Committee may convene additional meetings as deemed appropriate or upon request from the Risk Management Committee or the Chairman of the Board to consider issues that need to be discussed together by inviting the management or executives or employees of the Company related persons or persons deemed appropriate to attend the meeting, give opinions or submit information documents that are deemed relevant or necessary.
2. In the event that the Chairman of the Risk Management Committee is unable to perform the duties of Chairman of the meeting. The Chairman of the Risk Management Committee shall assign any director or the committee members at the meeting elect any member to act as the chairman of the meeting instead.
3. In the event that the directors are unable to attend the meeting, the director shall notify the Secretary of the Risk Management Committee orally or may send a letter of absence from the meeting.
4. The risk management committee who has a stake in any matter does not have the right to vote on that matter.
5. The resolution of the meeting shall be made by a majority of votes as the criteria for the resolution of the Board of Directors to the board one person has one vote and the majority of votes shall be considered as a criterion. In the case of equal votes The chairman of the meeting casts an additional vote (one vote) in order to decide. The secretary of the Risk Management Committee has no right to vote.
6. The Secretary of the Risk Management Committee is responsible for prepare for the meeting, including preparing for the meeting; agenda documents accompanying the meeting including the delivery of the meeting invitation letter agenda and meeting documents to all Risk Management Committee not less than three days before the meeting, except in case of urgent need to maintain the Company's benefits may notify the meeting by other methods and may set an earlier meeting date and is responsible for preparing the minutes of the meeting to send to the Risk Management Committee within fourteen days after the meeting is finished.
7. A resolution of the Risk Management Committee may be made without a meeting and is effective as if a resolution had already been passed by the Risk Management Committee when all members of the Risk Management Committee have signed to certify the resolution.

**Compensation**

Risk Management Committee receive compensation from the Company as determined by the Board of Directors and proposed for approval from the Annual General Meeting of Shareholders. The structure and composition of the stipulated remuneration must be appropriate to the duties and responsibilities assigned by each director and at a level that can motivate and retain qualified directors or comparable in the same industry.

**Self assessment of performance**

Risk Management Committee is responsible for evaluating their own performance once a year.

**Reporting**

The Chairman Risk management is responsible for reporting to the Board of Director for acknowledgment of the risk management results or things that need to be made significant improvements in every meeting of the Board of Directors for acknowledgment to realize the Company's Major Risks including factors that may affect the operations of the organization in the future.



## Charter of the Nomination and Remuneration Committee

The Board of Directors realizes the importance of controlling the Company's management. To comply with the policy, therefore, consider appointing the Nomination and Remuneration Committee to be responsible for considering the criteria and the process of nominating qualified persons to hold positions of directors and top executives of the organization. To select the persons according to the nomination process that has been determined and consider the criteria for paying compensation and the form of remuneration for directors and top executives of the organization. To propose an opinion to the Board of Directors for consideration before proposing it to the shareholders for approval.

### Composition of the Risk Management Committee

1. The Nomination and Remuneration Committee consists of at least three directors and executives, of which more than half of the total number of directors must be independent directors.
2. The Nomination and Remuneration Committee is appointed by the Board of Directors.
3. Independent Director, holding the position of Chairman of the Nomination and Remuneration Committee

### Qualifications of the Nomination and Remuneration Committee

1. Qualified and not qualified under the law governing public limited companies and other relevant laws.
2. Members of the Nomination and Remuneration Committee who are independent directors must Being independent in accordance with the principles of good corporate governance.
3. A person who has the ability and useful experience in performing duties as a member of the Nomination and Remuneration Committee and able devote enough time to perform duties

### Duties and responsibilities of the Nomination and Remuneration Committee

#### 1. Recruitment Operations

- 1.1 Select and nominate a qualified person to act as a director of the Company or directors in various sub-committees including in the event that the position of the Company's director is vacant by using the definition and qualifications of the director as a criterion In considering and giving opinions to the Board of Directors, which will be presented to the shareholders' meeting to appoint the directors.
- 1.2 Consider the suitability of the number, structure and composition of the Board of Directors. Determine the qualifications of the directors taking into account the qualifications of the committee that must consist of persons with knowledge and abilities and experiences in various fields appropriately to be presented to the Board of Directors.
- 1.3 Consider the nomination, selection and nomination of suitable persons for the position. Retired directors and/or vacant positions and/or additional appointed.
- 1.4 Planning and executing the recruitment of successors senior management\* and senior executive vice-presidents\*\* with appropriate qualifications, knowledge, abilities and expertise. including having sufficient leadership skills

*Note : \* Top management means the position of Managing Director.*

*\*\* Senior Executive Vice President means Deputy Managing Director, Director of Operations and Director of Accounting and Finance.*

- 1.5 To perform any other tasks related to recruiting as assigned by the Board of Directors.
- 1.6 Evaluate the performance of the top management of the Company to propose to the Board of Directors' meeting for acknowledgment and approval.

## 2. Compensation

- 2.1 Prepare rules and policies for determining the remuneration of the Board of Directors and sub-committees, and regularly review the appropriateness of the criteria used in considering the remuneration. To be in line with the goals of the company as well as being consistent with the interests of shareholders and present to the Board of Directors for consideration.
- 2.2 Determine necessary and appropriate remuneration, both monetary and non-monetary, of the Board of Directors individually. By determining the remuneration of the Board of Directors, consider the appropriateness of the duties and responsibilities. Responsibilities, performance, and comparison with companies in similar businesses and expected benefits from directors to propose to the Board of Directors for consideration and to propose to the shareholders' meeting for approval. taking into account three factors as follows:

- Practices that companies in the same industry use to pay compensation
- Operating results and business size of the company
- Responsibilities, knowledge, abilities and experiences of directors

- 2.3 Consider payment of compensation or other benefits. of the Board of Directors and senior management \* and senior executive vice-presidents \*\* as appropriate

*Note : \* Top management means the position of Managing Director.*

*\*\* Senior Executive Vice President means Deputy Managing Director, Director of Operations and Director of Accounting and Finance.*

- 2.4 Disclosure policies regarding compensation and disclosure of compensation in various forms including the preparation of compensation reports and the opinion of the Nomination Committee according to the regulations of the stock exchange of Thailand in the annual report.
- 2.5 Prepare Corporate Governance Report/ Performance of the Board of Directors Nomination and Remuneration to the Board of Directors which is disclosed in the Company's annual report and signed by the chairman Nomination and Remuneration.
- 2.6 Perform any other tasks related to the determination of remuneration as assigned by the Board of Directors by the management and various departments must report or present relevant information and documents to the Nomination and Remuneration Committee to support the performance of the Nomination and Remuneration Committee to achieve its assigned duties.

## Appointment of directors Nomination and Remuneration and term of office

The Nomination and Remuneration Committee shall hold office for a term of three years and according to the term of office as a director, which upon vacating office upon the expiration of the term, may be reappointed In addition to the termination of office by the above-mentioned terms, the Nomination and Remuneration Committee retiring when

- Dead
- Resign
- Disqualified to be a member of the Nomination and Remuneration Committee according to this charter or according to the rules of the Stock Exchange of Thailand
- Retired from being a director of the Company

In the event that the position of the Nomination and Remuneration Committee is vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a qualified person to be a member of the Nomination and Remuneration Committee, in order for the Nomination and Remuneration Committee to complete the amount as prescribed in these regulations. The person elected to be the Nomination and Remuneration Committee shall remain in office for the remaining term of the Nomination and Remuneration Committee he replaces.

### Meeting

1. Nomination and Remuneration Committee Meeting must be arranged at least one a year and may call additional meetings as deemed appropriate or upon request from the Nomination and Remuneration Committee or the Chairman of the Nomination and Remuneration Committee to consider issues that need to be discussed.
2. In the event that the chairman of the Nomination and Remuneration Committee is unable to perform the duties of chairman of the meeting, the Chairman of the Nomination and Remuneration Committee shall assign any director or the committee members at the meeting elect any member to act as the chairman of the meeting instead.
3. In the event that the directors are unable to attend the meeting, the committee shall notify the secretary of the Nomination and Remuneration Committee orally or may send a notice of meeting leave.
4. The Nomination and Remuneration Committee who has a stake in any matter shall not have the right to vote on that matter.
5. The resolution of the meeting shall be made by a majority of votes as the criteria for the resolution of the Board of Directors to the board Each person has one vote and the majority of votes shall be considered as a criterion. In the case of equal votes The chairman of the meeting casts an additional vote (one vote) in order to decide. The secretary of the Nomination and Remuneration Committee has no right to vote.
6. The secretary of the Nomination and Remuneration Committee is responsible for the preparation of meetings, including meeting preparation. Agenda Documents accompanying the meeting including the delivery of the meeting invitation letter agenda and meeting documents to all the Nomination and Remuneration Committee not less than three days before the meeting, except in case of urgency in order to maintain the benefits of the Company, the meeting may be called by other methods and the meeting date may be set earlier and is responsible for preparing the minutes of the meeting to send to the Nominate and determine remuneration within fourteen days after the meeting is over.
7. A resolution of the Nomination and Remuneration Committee may be made without a meeting and shall be valid as if the resolution had already been passed upon the signature of all members of the Nomination and Remuneration Committee endorsed in that resolution.

**Compensation**

The Nomination and Remuneration Committee receives remuneration from the Company. As determined by the Board of Directors and proposed for approval from the Annual General Meeting of Shareholders. The structure and composition of the stipulated remuneration must be appropriate to the duties and responsibilities assigned by each director and at a level that can motivate and retain qualified directors. or comparable in the same industry.

**Self assessment of performance**

The Nomination and Remuneration Committee is responsible for evaluating their own performance once a year.

**Reporting**

The Chairman of the Nomination and Remuneration Committee is responsible for reporting the results or any other reports to the Board of Directors should know.

## **Board Charter Corporate Governance Committee**

The Board of Directors has established a corporate governance policy. Anti-Corruption Policy for the Company's Business Operations be transparent, fair to all stakeholders and demonstrate social responsibility to build public confidence as well as to allow the Company. There is management for the organization to create and improve create sustainable value for all stakeholder groups. The Board of Directors therefore resolved to appoint the Corporate Governance Committee as well as to establish a charter of the Corporate Governance Committee, in order to be able to perform duties as assigned by the Board of Directors in an effective and efficient manner according to international standards.

Components of the Corporate Governance Committee

1. Corporate Governance Committee Consists of at least three people directors and executives.
2. The Corporate Governance Committee is appointed by the Board of Directors.
3. Independent Director, holding the position of Chairman of the Corporate Governance Committee

### **Qualifications of the Corporate Governance Committee**

1. Qualified and not qualified under the law governing public limited companies and other relevant laws.
2. Members of the Corporate Governance Committee who are independent directors must being independent according to the principles of good corporate governance.
3. A person who has the ability and useful experience in performing duties as a member of the Corporate Governance Committee and able to devote enough time to perform duties

### **Duties and responsibilities of the Corporate Governance Committee**

1. Prepare corporate governance policy, business ethics, and code of conduct of Anti-Corruption Policy Sustainability Policy in accordance with the law and regulations of government agencies and organizations that govern the Company, such as the Stock Exchange of Thailand. The Office of the Securities and Exchange Commission is ready to present to the Board of Directors for consideration and approval.
2. Determine policies and guidelines for conducting business with social and environmental responsibility and sustainable development planning.
3. Propose guidelines on corporate governance practices related to anti-corruption and sustainability management to the Board of Directors along with giving advice as well as make recommendations to the Board of Directors on matters related to corporate governance and practices. related to anti-corruption and sustainability management.
4. Supervise the operation of the executives in accordance with the corporate governance policy, anti-corruption policy, sustainability policy. Including reviewing and evaluating compliance with corporate governance policy and sustainability policy with directors and management and give suggestions on the implementation of the policy.
5. Review the Corporate Governance Policy Business ethics and work practices anti-corruption policy , sustainability policy and relevant practices to be continually up-to-date at least once a year with reference to international guidelines, laws and regulations of government agencies and corporate governance bodies such as: Stock Exchange of Thailand Office of the Securities

- and Exchange Commission and to propose to the Board of Directors for consideration and approval of improvements.
6. Coordinate with sub-committees and various working groups in considering matters related to corporate governance, anti-corruption, Social and Environmental Responsibility and sustainability management and give advice.
  7. Promote the Company such communication to directors, executives, employees at all levels and related parties. Realize and understand the policies and practices of corporate governance. Business Ethics and Code of Conduct Work on anti-corruption policy Sustainability policies and related practices are sufficient and continuous.
  8. Comply with the anti-corruption policy as well as practices related to anti-corruption.
  9. Approve the sustainability report before public disclosure.
  10. Perform any other acts as the Board of Directors deems appropriate and assign

#### **Appointment of the Corporate Governance Committee and their term of office**

1. The Corporate Governance Committee has a term of office of three years and according to the term of office as a director. who, upon retirement from office upon the expiration of the term, may be reappointed as necessary and appropriate In addition to the termination of the position according to the above-mentioned terms Member of the Corporate Governance Committee retiring when
  - Dead
  - Resign
  - Disqualified to be a member of the Corporate Governance Committee under this Charter or according to the rules of the Stock Exchange of Thailand
  - Retired from being a director of the Company
2. In the event that the position of Corporate Governance Committee is vacant due to reasons other than retirement by rotation, the Board of Directors shall appoint a person with full qualifications to be a member of the Corporate Governance Committee, in order for the Corporate Governance Committee to complete the number as specified in these regulations. The person elected to be a member of the Corporate Governance Committee shall remain in the position for the remainder of the term of the Corporate Governance Committee he replaced.

#### **Meeting of the Corporate Governance Committee**

1. Set up a meeting of the Corporate Governance Committee at least once a year and may call additional meetings as deemed appropriate or upon request from the Corporate Governance Committee or Chairman of the Corporate Governance Committee to consider issues that need to be discussed together.
2. In the event that the Chairman of the Corporate Governance Committee is unable to perform the duties of chairman of the meeting. The Chairman of the Corporate Governance Committee shall assign any director or the committee members at the meeting elect any member to act as the chairman of the meeting instead.
3. In the event that the directors are unable to attend the meeting The directors shall notify the secretary of the Corporate Governance Committee oral or may send a letter of leave of absence from the meeting.

4. Any member of the Corporate Governance Committee who has a stake in any matter has no right to vote on that matter.
5. The resolution of the meeting shall be made by a majority of votes as the criteria for the resolution of the Board of Directors to the board. Each person has one vote and the majority of votes shall be considered as a criterion. In the case of equal votes, the chairman of the meeting casts an additional vote (one vote) in order to decide. Secretary of the Corporate Governance Committee who does not have the right to vote.
6. The secretary of the Corporate Governance Committee is responsible for the preparation of meetings, including meeting preparation. Agenda Documents accompanying the meeting including the delivery of the meeting invitation letter agenda and meeting documents to all Corporate Governance Committees not less than three days before the meeting, except in case of urgent need to maintain the Company's benefits may notify the meeting by other methods and may set an earlier meeting date and is responsible for preparing the minutes of the meeting to send to all the Corporate Governance Committee within fourteen days after the meeting is finished.
7. Resolution of the Corporate Governance Committee may be done without a meeting and shall be effective as if a resolution had already been passed when all members of the Corporate Governance Committee have signed to certify such resolution.

### **Compensation**

The Corporate Governance Committee is entitled to receive remuneration from the Company as determined by the Board of Directors and proposed for approval from the annual general meeting of shareholders. The structure and composition of the stipulated remuneration must be appropriate to the duties and responsibilities assigned by each director and at a level that can be motivating and maintain quality directors or comparable in the same industry.

### **Self-assessment of performance**

The Corporate Governance Committee is responsible for evaluating their own performance once a year.

### **Reporting**

The Corporate Governance Committee reporting the performance to the Board of Directors at least once a year and prepare a report of the Corporate Governance Committee for disclosure in the Corporate Governance Committee in the Company's annual report and signed by the Chairman of the Corporate Governance Committee.

## Executive Committee Charter

The Board of Directors realizes the importance of controlling the Company's management. In accordance with the policy, it was considered to appoint the Executive Committee with the following powers and duties:

The composition of the Executive Committee

1. Appointed by the Board of Directors
2. Three directors are executives and employees in management level together as the Executive Committee.
3. The Board of Directors will elect one Executive Director to be the Executive Chairman.
4. The Executive Chairman may be the same person as the senior management or managing director.
5. High-level executives or managing directors hold the positions of secretary to the Executive Committee.

### Executive Board Qualifications

1. Being a director or executive of the Company.
2. Has qualifications and does not have any prohibited qualifications under the law governing public limited companies and the law governing with Securities and Exchange Commission of Thailand and Stock Exchange of Thailand and other relevant laws Including must not have characteristics that indicate a lack of suitability to be trusted to manage a publicly held company. Be a shareholder as specified by the Securities and Exchange Commission of Thailand
3. Being a person with knowledge, ability and experience that is beneficial to the Company's business, honesty, integrity, and ethical business conduct and able to devote enough time to perform duties.

### Duties and responsibilities of the Executive Committee

1. Set goals, policies, business plans, and business strategies, and the Company's annual budget including business expansion financial, planning Human Resources Management Policy as well as consider and screen the management's proposals for submission to the Board of Directors for approval.
2. The meeting of the Executive Committee must be attended by not less than half of the Executive Committee members. As for the resolution of the Executive Committee, the majority of votes must be obtained from the meeting and such votes counted at least half of the votes of the entire Executive Committee.
3. Consider improving the business plan accordingly for the benefit of the Company.
4. Consider various contracts which is binding on the Company according to the authority in the manual.
5. Responsible for having sufficient important information of the Company for decision-making by the Board of Directors and shareholders, including preparing reliable financial reports. It meets good standards and is transparent.
6. Consider the Company's profits and losses and propose interim dividends and/or annual dividend to the Board of Directors



7. Consider implement a new business or selecting and expanding a business to propose to the Board of Directors.
8. Consider and scrutinize all types of work that must be presented to the Board of Directors' meeting. Unless the work is under the authority, responsibility and/or the authority of other sub-committees of the Company to be considered and screened for submission to the Board of Directors directly.
9. Take any action in support of the above. or according to the opinion of the Board of Directors or as authorized by the Board of Directors.
10. Proposing to the Executive Committee Meeting on any matter which has been resolved and/or approved by the Executive Committee meeting and report to the Board of Directors in the next Board of Directors meeting.  
However, the Executive Committee is unable to approve the transactions in which it or persons who may have conflicts of interest or may have conflicts of interest. Other Conflicts of Interest with the Company or a subsidiary

#### **Appointment of Executive Directors and term of office**

1. The Executive Committee is appointed by the Board of Directors. The term of office is three years, with the term of office being according to the terms of the directorship which, upon vacating office upon the expiration of the term, may be reappointed. In addition to the termination of office by the above-mentioned terms, the Risk Management Committee retiring when
  - Dead
  - Resign
  - Disqualified to be an audit committee according to this charter or according to the rules of the Stock Exchange of Thailand
  - Retired from being a director of the Company
2. Any executive director who wishes to resign from the position must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.
3. In the event that an executive director's position is vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a person who has all the qualifications to be an Executive Director so that the Executive Committee has a full number as prescribed in these Articles of Association. The person elected to be the Executive Director shall remain in office for the remaining term of the Executive Committee member he replaces.

#### **Meeting**

1. The Executive Committee meeting may be held or convened as it deems appropriate. The chairman of the executive committee or the secretary of the executive committee as the person assigned by the chairman of the executive committee shall convene a meeting of the executive committee. or upon request from senior management or the chairman of the board when there is an agenda that needs to be discussed together

2. in summoning the Executive Committee meeting The notice of the meeting shall be sent to the Executive Committee in advance. not less than 3 days (three days) before the meeting date except in case of urgent need The invitation letter must specify the date. time, place and agenda
3. Executive Board Meeting At least half of the total number of executive directors must be present. All Executive Directors therefore constitute a quorum. In the event that the Executive Chairman is not present at the meeting or unable to perform the duties, the Executive Directors present at the meeting shall elect one Executive Director to chair the meeting.
4. Executive directors who have stakes in any matter do not have the right to vote on that matter.
5. Executive Board Meeting shall be based on the majority vote. In case of equal votes, the chairman of the meeting shall have one more vote as a casting vote.
6. The secretary of the Executive Committee or an assigned person shall record the minutes of the meeting.

**Reporting**

1. The Chairman of the Executive Committee has the duty to report the results of the meetings or any other reports that the Board of Directors should be aware of in making decision at the next meeting of the Board of Directors The Board of Directors should know in the next Board of Directors meeting.
2. The Chairman of the Executive Committee has the duty to report the results of the previous year's performance to shareholders in the annual report.
3. The Executive Committee Secretary is responsible for preparing the minutes of the Executive Board meetings.

## Managing Director's Charter

### Nomination of Managing Director

“Managing Director” is appointed by considering and approving the appointment of the Company's directors by the Nomination Committee Conducting the recruitment of qualified persons for the position

### Qualifications of the Managing Director

#### 1. General features

- 1.1 Thai nationality
- 1.2 Able to work full time for the Company.
- 1.3 Not being a person of unsound mind or mental infirmity.
- 1.4 Not being a bankruptcy or has never been a dishonest bankrupt.
- 1.5 Never sentenced to a final sentence of imprisonment whether or not he has actually been sentenced to imprisonment, except for an offense committed through negligence or a petty offence or lapse of punishment or the expiration of the suspension period.
- 1.6 Never been fired, laid off or fired from a job because of dishonesty

#### 2. Specific properties

- 2.1 Graduated not lower than a bachelor's degree, having knowledge, expertise and experience in organizational management.
- 2.2 Have a vision of management in the transportation business and business related to transportation business
- 2.3 Have morals and ethics in administration and good corporate governance, personality, leadership and good human relations.
- 2.4 Able to communicate and coordinate well both internally and externally
- 2.5 Having knowledge and expertise in organizational management to be able to meet the needs and good services

### Duties and responsibilities of the Managing Director

The Managing Director has duties and responsibilities as follows:

1. To control of business operations Strategic planning for operations and daily management of the Company.
2. To decide on important matters of the company Set missions, objectives, guidelines, policies of the company. including control of management in various fields.
3. Has the authority to command, contact, give orders, as well as to sign any contract, document, order, notice as set forth in the Operator's Manual
4. Authorize to hire, appoint, or transfer any person as deemed appropriate as well as determine the appropriate scope of authority and compensation and have the power to dismiss to be issued according to the appropriateness of employees at different levels as set forth in the Action Authority Manual.
5. Has the power to set trade terms for the benefit of the Company.
6. To consider investing in a new business. or business termination to present to the Executive Committee and/or director of the Company.
7. To perform any act as assigned by the Executive Committee and/or the Company's Directors.

The aforementioned delegation of powers, duties and responsibilities of the Managing Director shall not include powers and/or sub-authorizations in approving any items that he or his/her sub-assignee, or persons who may have conflicts (as defined in the Notification of the Capital Market Supervisory Board) having interests or interests in any other manner contrary to the Company which is an approval of such transaction must be proposed to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider such items according to the Company's regulations or the relevant laws.

**Compensation**

The determination of the Managing Director's remuneration shall be considered by the Nomination and Remuneration Committee by following to the Company's policy. In determining the remuneration of the Managing Director, both short-term and long-term, consist of annual salary and bonuses including any other compensation to consider from the operating results of the Company and performance.

## Charter of the Company Secretary

The Board of Directors realizes the importance of roles, duties and responsibilities of the Company Secretary. Therefore, it was considered to appoint a company secretary to act in support of various activities of the Board of Directors and to assist the Board of Directors and the Company itself to perform their duties in accordance with the legal framework and in accordance with the principles of good corporate governance set by the Stock Exchange of Thailand The Board of Directors therefore deems it appropriate to prescribe the charter of the Company Secretary as follows:

### Qualifications of Company Secretary

The Board of Directors selects a person to be a company secretary. The Company's secretary may be the same person as the Board of Directors' secretary.

### Duties and Responsibilities of Company Secretary

The company secretary must perform duties responsibly as caution and honesty According to the Securities and Exchange Act (No. 4 ) B.E. 2551 (2008), which specifically defines the roles, duties and responsibilities for the Company Secretary as follows:

1. Provide basic advice to the Board of Directors and executives regarding the laws, rules and regulations of the Company that the Company must comply with as well as to ensure the smooth operation of the Board of Directors and effective in accordance with the law and other relevant requirements.
2. Responsible for arranging the shareholders' meeting and meeting of the Board of Directors in accordance with the law and the Company's Articles of Association.
3. Record the minutes of the shareholders' meeting and Board of Directors meeting as well as follow up to ensure compliance with the resolutions of the shareholders' meeting and the Board of Directors' meeting.
4. Prepare and maintain the following documents:
  - Director registration
  - Board of Directors' meeting notice board meeting minutes and the Company's annual report
  - Notice of the shareholders' meeting and the minutes of the shareholders' meeting
5. Prepare and maintain a register of directors Company's annual report Notice of meeting of shareholders, notice of meeting of the Board of Directors Minutes of the shareholders' meeting and the minutes of the Board of Directors' meeting.
6. Keeping stakeholders' reports and reported by company directors or executives together with sending a copy of the report of conflict of interest to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven days from the date the Company receives the report.
7. Other actions as announced by the Capital Market Supervisory Board
8. Other actions as assigned by the Board of Directors

**Principles of the company secretary**

The company secretary must perform duties responsibly as caution and honesty as well as to comply with the law, objectives, and regulations of the Company Board resolution as well as shareholders' resolutions by

1. Decisions must be made on the basis of what in good faith believes to be sufficient.
2. The decision was made without any interest whether directly or indirectly in the matter of that decision.
3. Acting in good faith for the best interest of the Company is important.
4. Act with a legitimate and appropriate purpose and does not act that is contrary to or inconsistent with the interests of the company significantly.
5. Do not seek benefit from the use of the Company's information that has been known, unless it is information that has already been disclosed to the public or uses the Company's assets or business opportunities in a manner that violates the rules or general practice as prescribed in the notification of the Capital Market Supervisory Board;
6. Not enter into any agreement or contract which may cause conflicts of interest with the Company or its employees or customers, it is also contrary to the treatment of their duties.

**In the event that the company secretary vacates office or is unable to perform duties**

Guidelines in case of company secretary vacating office or unable to perform duties set out as follows;

1. The Board of Directors shall appoint a new company secretary within ninety days from the date the former company secretary vacates office or is unable to perform duties.
2. The Board of Directors has the power to assign any director. To perform duties on behalf of the company secretary during the retirement of the company or unable to perform duties.
3. The chairman of the board notifies the name of the company secretary to the Securities and Exchange Commission within fourteen days from the date of appointing a person responsible for such position.
4. Proceed to notify the Securities and Exchange Commission of Thailand of the location of document storage under Clauses 1 . and 2 .

## Good Corporate Governance Policy

The Board of Directors' meeting has set a policy on corporate governance in accordance with the guidelines of the Stock Exchange of Thailand. In order for the board of directors, executives and all employees of the organization to adhere to it as a guideline to promote the Company Efficient in business be transparent and can check The Board of Directors is committed to the management based on corporate governance principles. Good Practices for Directors of Listed Companies, Rules, Regulations, and Guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission with a determination to develop to enhance the corporate governance of the Company towards international best practices which creates confidence for shareholders, investors and all related parties and is committed to supervising the administration to ensure efficient work The essence of corporate governance is divided into 5 categories as follows:

### Section 1: Rights of Shareholders

The Company values the rights of all shareholders equally. The rights of such shareholders cover basic rights such as trading in securities held, share in the profits of the business obtaining sufficient information and information of the Company Attending the meeting to vote at the shareholders' meeting to appoint or remove directors, appoint an auditor and matters that affect the Company, such as the allocation of dividends Determination or amendment of regulations and memorandum of association and capital reduction or capital increase, etc., in addition to the aforementioned basic rights, the Company requires various actions To promote and facilitate the exercise of shareholders' rights as follows:

1. The Company will disseminate information on the agenda of the shareholders' meeting in advance on the Company's website. before sending documents by the Company send the invitation letter to the shareholders' meeting and supporting documents not less than seven days prior to the meeting date, specifying the date, time, location, agenda of the meeting. As well as complete meeting information documents including informing various rules used in the meeting and the rights of shareholders to attend the meeting and vote.
2. In the event that the shareholders are unable to attend the meeting in person, the Company will give the shareholders an opportunity to appoint independent directors or any person to attend the meeting instead by using any one of the proxy forms that the Company Sent along with the meeting invitation letter.
3. Provide opportunities for shareholders to express their opinions, suggestions and questions prior to the date of the shareholders' meeting. Including in the meeting, the Company will allocate appropriate time to allow shareholders to ask questions, comments and suggestions by independently. The Company will provide sufficient information on the matter to the shareholders.
4. All directors will attend the meeting unless there is a necessity so that shareholders can ask questions on related matters.
5. After the meeting is finished, the Company will prepare the minutes of the meeting to show accurate and complete information for the shareholders to be able to examine.

## **Section 2:      Equitable Treatment of Shareholders**

The Company has guidelines for treating shareholders in every transaction both executive shareholders and non-executive shareholders of the Company Major shareholders or minority shareholders fairly and equitably. In order to build confidence to shareholders that the Board of Directors and the management of the Company will take care and use the shareholders' money appropriately It has established guidelines for shareholders to treat and protect their fundamental rights equally. In organizing the shareholders' meeting, the Company will give shareholders an opportunity to nominate a person to be a director in advance on an appropriate date and time. including giving opportunities to shareholders who are unable to attend the meeting in person can exercise the right to vote by authorizing an independent director or other person to attend the meeting and vote on his/her behalf However, the proceedings of the meeting will be in accordance with the Company's regulations and according to the agenda of the meeting, the company will prepare documents for consideration on each agenda clearly and sufficiently. Also, the agenda will not be added without unnecessary notice in advance especially important agenda that shareholders need time to consider the information before making a decision.

The Company has established preventive measures in cases where directors, executives, employees and employees use inside information to benefit themselves or others in a wrong way by defining written guidelines and has informed the guidelines for everyone in the organization to follow. The policy and method for monitoring the use of inside information for personal benefit has been assigned to the Board of Directors, being a caretaker and adjudicating the guilt In the case of directors and/or management uses inside information for personal gain and assign the top executive to consider the offense according to the prescribed sanctions. In addition, the company also informed the directors and executives of their duty to report the Company's holdings of securities for themselves, their spouses and underage children as well as reporting changes in securities holdings to the Office of the Securities and Exchange Commission in accordance with Section 59 and penalties under the Securities and Exchange Act B.E. 2535.

## **Section 3:      Roles of Stakeholders (Roles of Stakeholders)**

The Company attaches importance to the supervision of all groups of stakeholders such as customers, employees, trading partners, shareholders or investors, creditors and communities where the Company is located, etc. Stakeholders will be taken care of by the Company, according to the rights under the relevant laws. The Company will not take any action that violates the rights of stakeholders under the law or in accordance with the agreement, the Company has considered to have a process to promote the participation of stakeholders in accordance with the roles and duties that are involved in enhancing the Company's performance. In order to operate the Company's business as well as to create sustainable stability for the business and create fair benefits to all parties. In addition, the Company also provides channels for stakeholders to communicate, suggest or provide information to the Board of Directors through the independent directors or the Audit Committee of the Company.

The Company has considered a process to promote cooperation between the Company. with stakeholders in Creation of financial wealth and sustainability of the business as follows:



1. Give importance to employees at all levels of the Company by treating them equally, fairly and providing compensation that is appropriate to the knowledge and abilities of each employee. Along with continually focusing on the development of potential and knowledge Including the importance of taking care of the working environment. Taking into account the safety of work and the quality of life of employees is important.
2. The purchase of goods and services from customers is subject to commercial terms by strictly complying with the contracts made together to create a relationship that will bring long-term benefits to both parties.
3. Compliance with the loan terms in accordance with the existing agreements.
4. Customer care and responsibility to customers in terms of service quality and providing good and standard service Customer Confidentiality and an emphasis on fair and equitable pricing. under the available pricing policy.
5. Compliance with the rules good competition including avoiding dishonest methods to destroy trade competitors.
6. Giving importance and responsibility to nearby/ around communities and societies about the environment as well as to support activities that benefit the community as well as to develop the environment of the community and society for a better life by considering as appropriate.

#### **Section 4: Disclosure and Transparency**

The Company attaches great importance to the disclosure of information by the Board of Directors to ensure that the Company Disclosure of information related to the company Both financial and non-financial information is accurate, complete, timely and transparent by disclosing through various channels with easy access to information; equal and reliable, according to the channels prescribed by law The important information that the Company will disclose are financial reports and various non-financial information that may affect the price of the Company's securities. This is in accordance with the requirements of the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand.

The Company ensure that the quality of financial reports is accurate. It complies with generally accepted accounting standards and has been audited by independent auditors which has been certified by the Securities and Exchange Commission and the Stock Exchange of Thailand In addition, the Company will disclose the following information to show transparency in its business operations: Disclosure of the duties of the Board of Directors and the Audit Committee such as the number of meetings and the number of times each director attends the meeting of the previous year. Disclosure of remuneration payment policy for directors and senior management including the form and nature of the compensation and report on corporate governance policy and performance according to the policy. The above information, in addition to disclosure to the public through the Securities and Exchange Commission or the Stock Exchange of Thailand, will also be disclosed through the Company's website.

## Section 5: Board Responsibilities

The Board of Directors consists of qualified persons with knowledge/ skills and diverse experiences which can use their experiences to develop and formulate policies that will benefit the Company's business operations by the Board of Directors of the Company have independence in making decisions for the best interest of the business and its shareholders as a whole and has an important role in formulating company policies including supervision, monitoring and auditing of operations and evaluating the performance of the business compared to the work plan, which the Company has determined to have a committee of not less than seven members, comprising of not less than two directors from the management and non-executive directors not less than four, with three independent qualified directors person who is more than one third of the total number of directors In addition, the Company has appointed three Audit Committee comprising Independent Director and has a term of office of three years, with the scope and authorize of such committees clearly set out in the Audit Committee Charter.

The Company has a clear and transparent process for determining remuneration by presenting for approval from the shareholders' meeting which will consider the appropriateness in determining the directors' remuneration according to the scope of duties and responsibilities of each director to be the similar level that can motivate and retain directors who have knowledge and ability to perform their duties with the Company, including the prescribed remuneration rates that are comparable to the remuneration of directors in the same industry or similar.

All Company Directors understand their responsibilities as Company Directors and ready to express their opinions independently and keep themselves regularly up-to-date, including performing duties with honesty, integrity, carefulness and prudence, taking into account the best interests of the Company and fair to all shareholders. In addition, all directors devote their time to fully and adequately perform their duties according to their responsibilities, including adherence to the Board of Directors meeting except in case of necessity.

In addition, the Board of Directors also attaches great importance to the disclosure of sufficient information to shareholders. Investors and all related parties Information disclosed must be accurate, complete, transparent, thorough and timely, including financial reports. Performance and other related information that affects the price of the Company's securities according to the principles of good corporate governance by disseminating various information for shareholders, investors and related parties to use in making investment decisions through various channels both delivery of documents by post media of the Stock Exchange of Thailand and the Securities & Exchange Commission of Thailand, including the Company's website after listing the ordinary shares in the Stock Exchange of Thailand.

## **Policy on compliance with business ethics**

### **Policy and Guidelines for Directros and Executives**

#### **Policy on Qualifications and Nomination of Company Directors**

The Board of Directors has assigned the Nomination and Remuneration Committee (“Nomination Committee”) to nominate qualified persons to be directors to replace those who retired by rotation or in other cases, propose to the Board of Directors and/or the shareholders' meeting to consider the election by the Nomination Committee selected from experts with backgrounds and expertise from various occupations, leadership, vision far and wide, being a person with morals and ethics Have a transparent and unblemished work history as well as having the ability expressing opinions independently which should take into account the following main components

##### **Desired qualities in a director**

Nomination Committee should consider and determine the personal characteristics of the person who will be selected to be nominated as a director in the following areas :

- Integrity and Responsibility
- Make decisions based on informed and rationale.
- Maturity and stability, be a good listener and dare to express different and independent opinions.
- Adhere to work with professional principles and standards.
- Other Features that Nomination Committee deems important.

##### **Knowledge and Expertise requirement**

Nomination Committee should consider determining the components of knowledge and expertise necessary for the Board of Directors and prepare the Board Skill Matrix to support the selection and nomination of candidates, who suitable for being a director knowledge and expertise in such areas to encourage the Board of Directors to be able to formulate strategies and policies as well as supervise to ensure compliance with effective strategies such as

- Accounting and Financial knowledge
- Organization Management and HR management
- Risk Management
- Crisis Management
- Knowledge about the Company's business (Industry Knowledge)
- Vision and Strategic Planning
- Knowledge and expertise in other areas that the Nominating Committee deemed necessary to the Company.

##### **Director Nomination and Selection Process**

The nomination of qualified persons to be considered for election as new directors should be considered from the following sources:

**2.1 Nomination of new directors by company directors**

Chairman of the Nomination and Remuneration Committee proposed in the Board of Directors' meeting to ask the directors to nominate qualified persons according to the Board Skill Matrix and in accordance with the strategy. To conduct business within the specified time.

**2.2 Nomination of new directors by shareholders**

To have a process that allows minority shareholders to be able to participate in the selection and appointment of directors. And to ensure that minority shareholders can elect independent directors to take care of their interests on their behalf, the Company will give an opportunity for at least 1 month. Allow every shareholder to nominate a person to be considered for election as a new director in accordance with the specified criteria and procedures. by the Nomination Committee will consider and propose to the Board of Directors' meeting to approve the time period that is appropriate and sufficient for the consideration of selection and proposing for election in the next step which the secretary The company will notify the SET. Know the time and details including publishing on the company's website

**2.3 Nomination for the appointment of the former director**

In the event that the Nominating Committee Nominate the former director to be the Company's director for another term. Nomination Committee Should also take into account the performance of the said director.

**Selection**

Nomination and Remuneration Committee Meeting (excluding interested directors) will consider appropriate in the qualifications of directors from the list of suitable persons to be new directors in line with the Company's director qualification and nomination policy, by taking into account the diversity of the structure of the Board of Directors and selecting persons with Knowledge, expertise or experience that will provide useful advice in formulating strategies and business policies in accordance with sustainable development guidelines for submission to the Board of Directors' meeting for consideration.

**Election****Election of Directors to Replace Directors Retiring by Rotation**

Board of Directors (excluding interested directors) will consider the qualifications of nominees according to the Nominating Committee Offered individually, thoroughly, carefully. to nominate suitable persons to the Annual General Meeting of Shareholders for consideration and election of directors However, the Board of Directors' meeting may assign senior management or managing director and/or appropriate directors contact and approach persons who have been approved by the Board of Directors to be elected as directors and report to the Board of Directors/ consideration. Then, the Company Secretary will notify the Stock Exchange of Thailand on the matter to be approved at the annual general meeting of shareholders. as well as disseminating the notice of the Annual General Meeting of Shareholders on the website of the Stock Exchange of Thailand and of the Company.

**Election of Directors to Replace Interim Directors**

Proceed with the same process as the election of directors to replace those who are due to retire by rotation. But the Board of Directors' meeting considers the election of directors. without having to propose to the shareholders' meeting for consideration and election

In addition, in the event that the resigned director's term of office is less than 2 months, the law requires that the shareholders' meeting elect a director to replace the resigned director.

## Qualifications of Independent Directors of the Company

1. A shareholder not exceeding 1 (one) percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, including the shareholding of related persons of such independent director as well
2. Not being or having been an executive director, employee, staff, advisor who receives regular salary Or a controlling person of the company, parent company, subsidiary company, associated company, major shareholder or of those who have control over the Company Unless he has retired from such a position for not less than 2 years (two years) before the date of filing. Application for approval from the Securities and Exchange Commission  
However, such prohibited characteristics do not include the case where the independent director used to be a civil servant or advisor to a government agency which is a major shareholder. or a person who has control over the company
3. Not being a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder controller or a person who will be nominated as an executive or a controlling person of the Company or its subsidiaries
4. Not having or used to have a business relationship with the Company Parent Company Subsidiaries Associated Companies Major Shareholders or of those who have control over the Company in a manner that may obstruct the exercise of independent judgment Including not being or having been a significant shareholder or controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or of those who have control over the Company Unless he or she has retired from such a position for not less than 2 years (two years) prior to the date of filing an application for approval with the Office of the Securities and Exchange Commission.
5. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or of those who have control over the Company and not being a significant shareholder Controlling person or partner of the audit firm which has auditors of the Company, parent company, subsidiaries, associated companies, major shareholders or of those who have control over the Company being affiliated with, unless the foregoing status has ended for not less than 2 years (two years) prior to the date of filing an application for approval with the Office of the Securities and Exchange Commission.
6. Not being or used to be a professional service provider which includes providing services as legal advisors or financial advisors which receive service fees in excess of 2,000,000 baht (two million baht) per year from the Company, parent company, subsidiary company , associated company, major shareholder or of those who have control over the Company and not being a significant shareholder controlling person or partner of that professional service provider Unless he or she has retired from such a position for not less than 2 years (two years) prior to the date of filing an application for approval with the Office of the Securities and Exchange Commission.
7. Not being a director who has been appointed as a representative of the Company's directors. major shareholder or shareholders who are related to major shareholders

8. Do not operate any business that has the same nature and is in significant competition with the business of the Company. or its subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, consultant who receives regular salary or holding more than 1 (one) percent of the total number of shares with voting rights of any other company which operates a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries
9. Does not have any other characteristics that effected to express independent opinions on the operations of the Company.
10. The above qualifications may be assigned by the Board of Directors to make operational decisions of the Company, parent company, subsidiary, associated company, same-level subsidiary major shareholder or of those who have control over the Company  
The decision can be made in the form of a collective decision .
11. Able to protect the interests of all shareholders equally
12. Able to prevent conflicts of interest

## Knowledge Development Policy for Directors

The Board of Directors has assigned the Nomination and Remuneration Committee to supervise and prepare a development plan for every set of directors according to the Skill Matrix for the Board of Directors, senior management. Including the company secretary to participate in developing relevant skills, knowledge, and abilities all the time, and every change in the law, rules, regulations, regulations related to business operations by focusing on the performance of the committee's duties to achieve the objectives, goals and the maximum benefit to the organization.

Guidelines

### Board of Directors

The Board of Directors and sub-committees should attend trainings seminars /, courses that are beneficial to their performance of duties. Both in terms of laws, regulations or requirements organized by the Thai Institute of Directors Association Office of the Securities and Exchange Commission of Thailand Capital Market Supervisory Board Thai Institute of Directors Association or any other institution on topics related to the performance of duties on a regular basis.

### New Director

The newly appointed directors will receive an orientation according to the director development plan. to receive important information about the Company's business operations duty and responsibility as well as creating an understanding of the objectives, goals, visions, missions and values of the organization as well as providing advice on laws, regulations, announcements, requirements, relevant laws various conditions of being a director of a listed company on the Stock Exchange of Thailand including the Company's Articles of Association from the Board of Directors sufficiently before performing duties according to the orientation of new directors of the Stock Exchange of Thailand. In addition, the Board of Directors encourages and encourages new directors to attend training, seminars in courses related to the performance of duties, including courses of the Thai Institute of Directors Associate (IOD), especially the Director Certification Program (DCP), Director Accreditation Program (DAP) , and the Securities and Exchange Commission, Stock Exchange of Thailand or other agencies related to develop knowledge, ability and increase skills that are useful for performing duties.

### Orientation for new Directors

The Board of Directors realizes the importance of organizing an orientation for new directors so that new directors can know and understand the history business structure Nature of business operations, financial status and operating results of the Company as well as the scope of duties and responsibilities of the Board of Directors and sub-committees by having the company secretary present the documents and information useful for the performance of the new director's duties, such as the Director's Manual listed company, Good Corporate Governance Manual, Articles of Association, investment structure, shareholder structure, performance related laws, and regulations and director training courses including providing various information related matters such as annual reports, etc., in order to enhance knowledge and understanding of the Company's business and operations for directors who take office for the first time.

### Director Development



The Board of Directors encourages, supports and facilitates those involved in the corporate governance of the Company such as directors, sub-committees, executives, etc., to attend training courses and seminars or participate in various activities. Organized by the Thai Institute of Directors Association (IOD) , Office of the Securities and Exchange Commission (SEC) The Stock Exchange of Thailand (SET) Association of Thai Listed Companies Thai Investors Association or independent organizations consistently and continuously to enhance knowledge improve operations which will be beneficial for performing duties more efficiently.

## Policy on Succession Plans

The Company attaches great importance to the selection of personnel for the succession of positions at all important levels in a transparent manner and fairness to ensure that Company's business operations. There will be continuity in management able to support the expansion of business base and customer groups in a timely manner which the Nomination Committee will supervise and push for the preparation and review of the succession plan for the board of directors and the position that is the main position (Key Job), which is important to the Company's business operations, such as the Chief Executive or Managing Director, Positions that are important in the management structure Specialized skilled positions offer in-depth expertise and are difficult to replace.

### Guidelines

1. Assessing the situation in business.
2. Readiness of personnel according to the Company's strategy both short term and long term.
3. Develop a plan for recruiting and selecting qualified personnel with knowledge, ability and expertise. including having sufficient leadership skills.
4. Prepare and develop in all relevant areas, this is in accordance with the human resource development plan (potential) according to the position.
5. Assess the potential in a timely manner to see that it can actually perform its duties as expected. Leads to drive the organization to achieve the organization's objectives.
6. Propose to the Board of Directors for further consideration, approval, approval and/or acknowledgment. Including reporting the results of operations to the Board of Directors at least once a year .

### Principles of action when senior management positions are vacant

In case of the position of senior management or managing director is vacant or those in the position unable to perform their duties or a deputy to be in charge of the position until there is a selection and selection of a person who has the qualifications according to the criteria set by the Company and must be a visionary, knowledge and experience is appropriate to the corporate culture, have the aforementioned qualifications have been nominated and considered suitability by the Nomination Committee to propose to the Board of Directors for consideration and approval to appoint suitable persons to replace them.

### Basic features of senior management or Managing Director as follows:

1. Graduated not lower than a bachelor's degree with knowledge, expertise and experience in organizational management.
2. Has a management vision in transportation business and business related to transportation business.
3. Have morals and ethics in good corporate governance, personality, leadership and good human relations.
4. Able to communicate well both internally and externally.
5. Have knowledge and expertise in organizational management to be able to meet the needs and good services.

## Annual Performance Assessment of the Board of Directors

### Self-assessment of performance by directors

The Board of Directors arranges a Board Self-Assessment for both the group and the individual every year to be used as a framework for reviewing the performance of duties of the Board of Directors including reviewing Collecting opinions on various issues related to the Company's operations and the performance of duties of the Board of Directors during the past year by sending it to the company secretary to summarize and present the assessment results to the Board of Directors' meeting in order to be able to modify and increase work efficiency by dividing the assessment topic into two parts.

1. **Board of Directors Self-Assessment (Participants)**
  - 1.1 Structure and Qualifications of the Board of Directors
  - 1.2 Roles, duties and responsibilities of directors
  - 1.3 Board Meeting
  - 1.4 Performance of duties of directors
  - 1.5 Relationship with management
  - 1.6 Board self-improvement
2. **Board of Directors Self-Assessment (Individual)**
  - 2.1 Board structure and qualifications
  - 2.2 Roles, duties and responsibilities of directors
  - 2.3 Board Meeting

### Performance appraisal of sub-committees

The Board of Directors requires that there be self-assessment of all sub-committees. Including the Audit Committee, Risk Management Committee, The Nomination and Remuneration Committee shall report to the Board of Directors annually. To review the performance of duties of the sub-committees including reviewing Collecting opinions on various issues related to the performance of duties of the sub-committees during the past year in order to be able to modify and increase work efficiency by the self-assessment form of the Board of Directors Prepared according to the scope of powers and responsibilities according to the charter of each sub-committee. In the assessment form of the Audit Committee The Best Practice Guidelines for Audit Committee has been assessed by the Stock Exchange of Thailand, Thai Institute of Directors Association (IOD) by specifying the assessment topics as follows:

1. Board structure and qualifications
2. Board Meeting
3. Roles, duties and responsibilities
  - 3.1 Audit Committee
  - 3.2 Risk Management Committee
  - 3.3 Nomination and Remuneration Committee

### Performance Appraisal Criteria

The performance appraisal of the Board of Directors uses an assessment form prepared in accordance with the Stock Exchange of Thailand guidelines, which are adapted to suit the nature and structure of the Board of Directors. The results of the assessment will be an important part in the development of the duties and operations of the Board of Directors to be more efficient and effective. The self-assessment of the entire Board of Directors consists of 6 topics:

- (1) Board structure and qualifications
- (2) Roles, Duties and Responsibilities of the Board of Directors
- (3) board meeting
- (4) Director's duties
- (5) Relationship with management
- (6) Director's self-development and executive development

Board of Directors Self-Assessment The sub-committees are both faculty and individual, consisting of 3 topics:

- (1) Structure and Qualifications of the Company's Directors
- (2) Meeting of the Board of Directors
- (3) Roles, duties and responsibilities of the Company's directors

Scoring is based on the method of specifying the opinions of each judge.

Check ( / ) in only one score box from 0 – 4 in the assessment form. or have a rating ranging from strongly disagree or no action in that regard to agree very much or has done excellent in that regard. Then take all the scores obtained for evaluation. by percentage of the full score which is defined as the following criteria

- equal to or greater than 90% = excellent
- equal to or greater than 80% = very good
- equal to or greater than 70% = good
- 60 % = Fair
- Below 60 % = need to improve

### Assessment process

The company secretary will send the performance appraisal form to all company directors for self-assessment every year-end. After each director has completed the evaluation The performance appraisal form will be sent back to the company secretary to collect assessment scores and report the results to the Board of Directors' meeting in order to determine measures to improve the performance of the Board of Directors.

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## **Annual performance appraisal of senior management or Managing Director**

Nomination and Remuneration Committee presents information “annual performance” appraisal of senior management or Managing Director to the Board of Directors to assess the performance of the senior management or the Managing Director on an annual basis by establishing a performance management system using performance indicators (KPIs) , setting goals and assessment criteria that are linked to the Company's strategic plans and annual work plans by considering the results of operations. The Company's business operations are carried out in accordance with the policies received from the Board of Directors. together with the overall economic and social situation

The Board of Directors will use the information obtained in determining the appropriate remuneration and incentive measures of the senior management or the Managing Director.

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## Remuneration Policy of Director and Senior Management or Managing Director

The Board of Directors has assigned the Nomination Committee to will consider determining the directors' remuneration from the Company performance, business size and responsibilities of the Board of Directors Compared to companies listed on the Stock Exchange of Thailand with market capitalization of the same size as the Company. and other companies in the same industry as the Company and proposed to the general meeting of shareholders for consideration and approval annually.

Nomination Committee will determine the amount and form of remuneration of the senior management or the Managing Director by using various indicators as an indicator in terms of benefits; salary and bonus rates will be adjusted annually. This will be in line with the economic situation and the Company's operating results.

### Guidelines

Remuneration of senior management or Managing Director and f the position of executive deputy managing director will be considered annually, in accordance with the principle and policies that the Nomination Committee which various compensation will be at the level that motivates by considering the appropriateness and in accordance with the scope of duties, responsibilities, obligations according to the performance of the senior management or the Managing Director as well as operating results, the company's profit growth and the overall economic condition of the Company according to the strategic objectives and main goals of the organization consistent with the long-term benefits of the business Including reference comparisons from companies in the same industry at a similar level and presented to the Board of Directors for consideration and approval.

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## Employee Compensation and Welfare Policy

The policy to pay compensation to employees is taking into account the appropriated, fairness based on knowledge, abilities, and performance of each employee and is consistent with the same industry average. Both short-term and long-term employee compensation must be suitable for business expansion and the growth of the Company.

### Guidelines

1. Employee compensation must be appropriate for business expansion and the growth of the Company by taking into account the ability to pay such remuneration of the Company, for example from the annual performance appraisal planned evaluation of the Company's strategy in the past three to five years, etc.
2. Compensation that employees receive in monetary terms include salary, other income, bonuses, provident funds.
3. Establish a provident fund (fund) on behalf of the Company for all employees. Employees are able to select to pay contributions at the rate of four percent of their salary since the start. The Company will pay contributions to the fund. at the rate of four percent of the employee's salary.
4. The Company provides various welfare to employees as required by law.
5. The Company provides various welfare, such as forms and equipment , PPE , group life and accident insurance and annual health check.

## Securities Trading Policy of Directors and Executives

The Company is committed to treating all shareholders with transparency and fairness in accordance with the principles of good corporate governance to achieve. The Board of Directors has formulated and adopted the securities trading policy of directors, executives and employees as a guideline for further practice.

### Guidelines

1. Training and reviewing knowledge for directors, executives, and persons holding departmental manager positions or higher or equivalent in accounting or finance. In terms of trading terms or holding of the Company's securities including reporting according to the Securities Act. stipulates.
2. Training the employees to adhere to prevention, maintain confidentiality of information related to activities in business and forbidden to seek benefits for oneself or those involved by using any information of the Company which has not yet been disclosed to the public or take any action in a manner that may cause conflicts of interest to the organization.
3. In the event that a third party is involved in ad hoc work related to information that has not been released to the public and is in the process of negotiating. It is in the scope of keeping inside information that may affect the change of the Company's stock price. Those third parties must enter into a Confidential Agreement / Non- Disclosure Agreement with the Company until the information is disclosed to the Office of the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand.
4. The Company attaches great importance to information security in information systems as per control system and/or preventing access to the Company's information from outsiders and set the right to access the Company's information to employees at various levels according to their powers, duties and responsibilities
5. Supervision of the use of inside information to prevent damage that may occur from the exploitation of confidential information which is important and affects the price of such securities. There will be a meeting and notification of the audit committee's approval to the Stock Exchange of Thailand immediately on the next business day to prevent the confidential inside information for personal gain.

### Prohibition of Insider Trading

Directors, executives, auditors and all employees must comply with the prohibition on insider trading as set out in Section 241 of Securities and Exchange Act B.E. 2535 "No person shall analyse or forecast the financial condition, the business operation, the price of securities or any other information related to a securities issuing company by using information known to be false or incomplete which may mislead materially the making of such analysis or forecast, or omit to consider the accuracy of such information, or by distorting the information used in the making of the analysis or the forecast, and disclosing or giving an opinion on the analysis or the forecast to the public in such a manner that is likely to have an effect on the price of securities or decision making on securities investment."



### Blackout Period

1. Person designated by the Company prohibit of the Company's securities trading is scheduled for a period of thirty days prior to the disclosure "Quarterly and annual financial statements" and other periods that the Company will be prescribed from each event.
2. In an unusual situation person designated by the Company may trade the securities of the Company during the prohibition period, such as severe financial hardship. or have to comply with legal requirements or fall under a court order by having to prepare a memorandum specifying reasons for requesting further approval
  - ( 1 ) Chairman (In case the seller is a Director or company secretary)
  - ( 2 ) Chairman of the Audit Committee (In case the seller is the Chairman)
  - ( 3 ) Chief Executive Officer (In case the seller is a person designated by the Company who is not a director and company secretary). In this regard, a copy of such memorandum shall be delivered to the company secretary as well.
  - (4) The company secretary will notify the prohibition period for securities trading to the person designated by the Company in advance.

### Securities holding report

#### Initiative:

Directors, executives and auditors of the Company have a duty to prepare a report on securities holding of oneself, spouse, and minor children according to Form 59 - 1 of the Office of the Securities and Exchange Commission and submit it to the Office of the Securities and Exchange Commission within thirty days from the date of appointment as a director, executive or auditor of the Company or the closing date for offering securities to the public under the Securities and Exchange Act, Section 59

#### Variance report:

Directors, the first four executive of the Company and the Company's auditor have a duty to prepare a variance report of holding of securities in accordance with Form 59 - 2 of the Office of the Securities and Exchange Commission and submit to the Office of the Securities and Exchange Commission within three days from the date of trading, transfer, or accepting the transfer of securities under the Securities and Exchange Act, Section 59.

*Exception : Change of securities holding in the following cases, no need to prepare a variance report of holding of securities according to Form 59 - 2*

- *Offering of shares to existing shareholders in proportion to their shareholding ( Rights Offering )*
- *Exercise of rights under convertible securities*
- *Offer for sale or exercise of rights under warrants to purchase shares or convertible debentures ( Warrants ) newly issued to directors or employees of the Company (Employee Stock Option Program " ESOP ") or receiving securities from the Employee Joint Investment Program " EJIP ")*
- *Inheritance*
- *Transfer or accept transfer of securities from placing as collateral for futures contracts*

### Trading in securities that do not fall under this policy

This policy does not apply in the event of an acquisition of securities or acceptance of a tender offer.

**Penalties in case of violation**

Penalties in the event that directors, executives and auditors violate Section 275 of Securities and Exchange Act B.E. 2535 states that “Any person who has the duty to prepare and disclose the reports under Section 59 contravenes or fails to comply with Section 59 or the rules or procedures as prescribed thereunder shall be liable to a fine not exceeding five hundred thousand baht and a further fine not exceeding ten thousand baht for every day during which the contravention continues”

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## Related Transaction Policy

### Measures and procedures for approval of related party transactions

In the event that there is a connected transaction of the Company with related persons who may have conflicts of interest have stake or there may be a conflict of interest in the future, which is a commercial agreement in the same way that a sensible person would do with a general counterparty in the same situation with the bargaining power of trade without the influence of being a director, executive or related person with normal trading conditions or market prices under reasonable conditions can check and does not cause the transfer of benefits Management of the company Able to operate normally under the principle that the Board of Directors has approved and prepared a summary report to report to the Audit Committee on a quarterly basis.

In this event the connected transaction is not a normal commercial transaction, the Company will provide an opinion by the Audit Committee on the necessity and appropriateness of the transaction. In the event that the Audit Committee does not have expertise in considering related transactions that may occur, the Company will consider the independent appraiser. Independent experts or auditors are to give opinions on such related transactions to the Audit Committee to make decisions and giving opinions to the Board of Directors or shareholders, as the case may be approved such transactions before entering. The Company will disclose related transactions in the notes to the financial statements that has been audited by the Company's auditor and if the Company's ordinary shares has been listed on the Market for Alternative Investment ( mai ) and the Company will disclose the said connected transaction in the Company's annual report in accordance with the rules and laws on securities and exchange must comply with the law on securities and exchange and regulations, announcements or regulations of the Stock Exchange of Thailand. Those who may have conflicts or have interests in related transactions will not have the right to vote on such related transactions.

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## **Policy or trend of future related party transactions**

In the future, if the Company has a necessity to make related transactions with persons who may have conflicts of interest. The Company will determine various conditions to be in accordance with normal trading operations and is a market price which can be referenced and compared with conditions or prices incurred with the same type of business, the Company will allow the Audit Committee to give opinions on the price, compensation rate including the necessity and appropriateness of the aforementioned connected transactions. In the event that the Audit Committee does not have expertise in considering related transactions that may occur the Company will consider to an independent appraiser. Independent experts or auditors are to give opinions on such related transactions to the Audit Committee to make decisions and giving opinions to the Board of Directors or shareholders, as the case may be, to approve such transactions before entering. The Company will disclose related transactions in the notes to the financial statements that has been audited by the Company's auditor and if the Company's ordinary shares has been listed on the Market for Alternative Investment ( mai ) and the Company will disclose the said connected transaction in the Company's annual report. according to the rules and laws on securities and exchange. However, considering and approving the said connected transactions must comply with the law on securities and exchange and regulations, announcements or regulations of the Stock Exchange of Thailand.

Related transactions that may occur in the future Directors must comply with various regulations that has been established and directors must not approve any transaction that oneself or a person who may have conflicts of interest in any other manner with the Company and must disclose such transactions to the Board of Directors In order for the Board of Directors to consider, the Company must comply with the Securities and Exchange Act and regulations, notifications, orders or requirements of the Stock Exchange of Thailand. including complying with the requirements relating to disclosure of connected transactions and the acquisition or disposition of assets of the Company and strictly according to the accounting standards set by the Association of Accountants. In addition, the Company will not do any related transactions with the Company related matters that are not the normal business operations.

## Insider information management policy that affects stock prices

In operating the business of the Company, directors, executives, employees of the Company and related persons must consider and acknowledge any information that may affect the price of securities and cannot yet be disclosed to shareholders, investors or the public. therefore, the use of inside information of the Company It is therefore important that it be properly managed. in order not to leak information may be exploited in the wrong way and taking advantage of others In addition to being an offense against the law, it also affects the reputation of the company. The Board of Directors therefore agrees that the principles and practices in this regard should be compiled and prepared into a written policy for managing insider information that affects securities prices. by giving directors, executives and employees Every company has practiced and communicated correctly.

### Policy

1. The company is committed to complying with laws related to trading of securities by using inside information that affects The price of the company's securities
2. Directors, executives who know or possess inside information of the Company must
  - 2.1 Keep inside information of the company with caution and safety to prevent information within the company leaked outside
  - 2.2 Do not disclose inside information to other people who are not involved in the operation. in order to prevent inside information may be used either for the benefit of oneself or others as it may affect the price or value of the Company's securities or may affect investment decisions
3. Directors, executives who know or possess inside information of the Company Must not buy or sell securities that involve inside information that has not yet been disclosed to the public. The company must have a measure to prohibit the trading of securities before and after the disclosure of inside information. To prevent the risk of wrongful use of inside information
4. The company must put in place an inside information management system that ensures that inside information will not be leaked. and used for the benefit of buying or selling securities whether for oneself or others
5. Failure to comply with this policy is considered an act that violates the Company's business ethics.

## Conflict of Interest Prevention Policy

Board of Directors has established a policy on the prevention of conflicts of interest based on the principle “Any decision in business activities must be made in the best interests of the Company and its shareholders only and should avoid acts that causing conflicts of interest ” by requiring directors, executives and employees are involved or has interest in the considered transaction, must inform the Company of their relationship or interest in the said transaction and must not participate in the consideration including the approval authority in that transaction with the following important

### Policies:

1. The Company requires compliance with the rules, procedures and disclosure of connected transactions. as strictly required by law or regulatory authority and in accordance with the Company's good corporate governance policy.
2. The Company has established a clear and transparent business structure and procedures in order to avoid any conflict of interest to any party.
3. The Company stipulates that directors and all executives must report their interests in the management of the Company 's business, the performance of duties both for themselves and those related that may cause conflicts of interest in business with the Company, for example:
  - Joint shareholding in the Company's competitors
  - Joint investment or having benefits with traders who do business with the Company or customers of the Company.
  - Holding any position or even being an advisor to a merchant who does business with the Company or customers.
  - Trading in goods or providing services directly with the company or through others, etc.In addition, directors and executives must report to the chairman of the board through the company secretary in accordance with the reporting of interests of directors and executives specified by the Company.
4. Directors, executives and employees must refrain from making transactions related to themselves or related persons or juristic persons that may cause a conflict of interest with the Company in the event that it is necessary to make a connected transaction, such transactions must be in accordance with the Company's regulations or approved by the Board of Directors with transparency and fairness like doing transactions with outsiders and taking into account the best interests of the Company.
5. Directors, executives and employees must not seek benefits for themselves or others by relying on the Company's confidential information such as plans, income, benefits, meeting resolutions, business predictions auction including important information of the Company for personal benefit whether it caused the Company to be damaged or not and must strictly comply with the Company's internal information usage policy .
6. The company stipulates that directors and executives with significant interests in a manner that may prevent such directors or executives from expressing their opinions independently and has no part in considering items that have conflicts of interest in that agenda

7. The Company requires directors, executives and all employees to comply with the rules and ethics of the Company's business operations, which is an important matter that must be strictly. In order for the Company to be credible and trustworthy of all stakeholders and provide information dissemination for understanding and compliance.

## **Compliance Policy on treatment of stakeholders**

### **Employee treatment policy**

The Company realizes that employees are the key factor for success in achieving the goals of the Company valuable. Therefore the Company's policy to provide fair treatment in terms of opportunities, rewards, appointments, transfers, and potential development In order to comply with this policy, the Company adheres to the following guidelines:

1. Treat employees with politeness and respect for the individuality and human dignity.
2. Provide fair compensation to employees.
3. Maintaining the working environment to ensure safety and properties of employees at all times.
4. Appointment, transfer, including awarding and punishing employees such act in good faith and based on knowledge, ability and suitability of that employee.
5. Give importance to knowledge development employee competence by providing thorough and consistent opportunities.
6. Receive opinions and suggestions based on the professional knowledge of employees.
7. Comply with laws and regulations strictly related to employees.
8. Avoid any action unfair may affect the stability and advancement in the work of employees or threaten and put pressure on the mental state of employees.
9. The Company provides channels for whistleblowing, dishonest acts or complaints. including complaints in the event that employees are not treated fairly according to the system and has a complaint response process Complainant Protection, including informing the results of the action to the complainants fairly.

### **Customer treatment policy**

The Company realizes the importance of creating customer satisfaction for the success of the company's business. Therefore, it is determined to respond to the needs of customers with greater efficiency and effectiveness by defining policies and practices as follows:

1. Deliver quality service Meets or exceeds customer expectations at a reasonable price.
2. Provide accurate information sufficient and timely to customers to know about the service without exaggeration which causes the customer to misunderstand about the quality, quantity or any condition of that service.
3. To comply with the terms and conditions of the contract strictly with customers In the event that any conditions and contracts cannot be complied with, the customer must be informed immediately to jointly consider a solution to the problem.
4. Persons responsible for all departments communicate with customers politely effective and be trusted by customers.
5. The company provides channels Systems and processes in which customers complain about the quality of service, including the speed of responding or taking the best possible actions for customers a quick response including notifying the results of operations to customers.
6. Maintain customer confidentiality and not to use it for the benefit of oneself or those involved in wrongful ways.



7. Give advice about the Company's services to be effective It is in the best interests of customers.

**Policy on dealing with partners**

The Company has a policy to treat business partners and/or creditors regularly and fairly taking into account the maximum benefit of the company and is based on fair returns including avoiding situations that cause conflicts of interest including complying with the contractual obligations provide truthful information accurate report, negotiating solutions and finding solutions based on business relationships with the following guidelines:

1. Not demanding or not accepting or paying any benefits dishonest in trading with trading partners and/or creditors.
2. In case of any information that is involved in calling or receiving or payment of any benefits in which dishonest acts occur, details must be disclosed to business partners and/or creditors and jointly solve problems fair and quick.
3. Comply with the terms and conditions of the contract strictly agreed In the event that any conditions and contracts cannot be complied with, the trade partner must be promptly notified and/or creditors notified in advance to jointly consider a solution to the problem.

**Policy on treatment of shareholders**

The company is committed to doing business. by realizing sustainable growth Create good and stable performance including providing fair returns according to the company's dividend payment policy There is disclosure of operating information, financial information. and non-financial information that is accurate, clear, transparent and can be checked so that all groups of shareholders receive the most equal and fair benefits

**Guidelines**

1. The company regularly informs the progress of its operations. including accurate reporting of financial and non-financial information. Both direct notification through the channels of the Stock Exchange of Thailand as well as announcements on the Company's website ( [www.atp30.com](http://www.atp30.com)) .
2. The Company complies with the requirements concerning shareholders. both the company's requirements Stock Exchange of Thailand Securities and Exchange Commission and other laws related
3. The Company gave an opportunity to shareholders to ask questions. comment offer suggestions and other information in the shareholders' meeting fully in accordance with the principles of good corporate governance of the Company
4. The Company supervises that directors, executives and employees do not seek benefits for themselves and their related parties by using any information of the Company which has not yet been disclosed to the public and/or disclosing confidential information of the Company. to third parties and/or take any action in a manner that may cause a conflict of interest with the Company
5. The Company provides channels for whistleblowing, dishonest acts or complaints. This includes the website, post and fax, and has a complaint response process. Complainant Protection Including informing the results of the action to the complainant fairly.

6. The company is committed to doing business, taking into account sustainable growth. Create good profits with continuous and stable profits causing reasonable returns to shareholders.
7. The Company provides information that is true, transparent, clear and can be examined, to all groups of shareholders equally and fairly for the maximum benefit of the shareholders as a whole.

**Competitor treatment policy**

The Company has a policy to treat competitors in accordance with international principles, under the framework of the law on the principles of trade competition. Not infringing on the confidentiality or knowing the trade secrets of competitors by fraudulent means. The guidelines are as follows:

1. behave within the framework of good competition rules
2. Do not seek confidential information of competitors by dishonest means, or inappropriate
3. Do not damage the reputation of competitors by making malicious accusations.

## **Important Policies and Monitor Practices**

The Company has set up an internal audit unit is responsible for auditing operations and important financial activities by coordinating with the Audit Committee and the authorized auditors that the Company has hired to audit to control the work according to the law. rules and procedures as specified

### **Internal Control and Internal Audit Policy**

The Company has established a systematic internal audit from 2013 – 2017 by using the services of the External Audit Office and the Company established an Internal Audit Department in 2018 to supervise the work in various fields and report directly to the Audit Committee It is responsible for consulting, auditing and evaluating internal controls in the risk management system to ensure that The internal control system and the risk management system and the corporate governance process of the Company have been sufficiently arranged effective for the intended purpose.

### **Information Disclosure Policy**

The Company has determined that the Board of Directors has a duty to disclose information both financial information and others in a complete and adequate, reliable and timely manner for the shareholders of the Company receive information equally. It must be carefully prepared, clear, concise, easy to understand and transparent and must disclose information regularly, both positive and negative, be careful not to confuse the facts as well as having a unit to publicize information that is beneficial to shareholders, investors and those related to the Company.

### **Policy for preventing of insider information of the Company**

The Company recognizes and recognizes the importance of supervising the use of inside information in accordance with the principles of good corporate governance by adhering to the principles of good governance integrity, morality and ethics in business operations and to ensure that Investors in the Company's securities receive reliable, equal and timely information the key points can be summarized as follows:

1. Directors, executives and employees at all levels must not use inside information of the Company which is material to the change in the price of securities that have not been disclosed to the public or the Stock Exchange of Thailand for trading in the Company's securities which brings benefits to themselves and others. Directors, executives must refrain from trading in the Company's securities during thirty days before the disclosure of the financial statements to the public.
2. The Company has a duty to disclose information about important operations of the Company to the public immediately and thoroughly through the media and methods that the Stock Exchange of Thailand and the Company's information disclosure policy determined to ensure that information is available to all investors in a timely and equitable manner.
3. Directors and executives are obliged to report their holdings of securities issued by their companies, their spouses and minor children to the Office of the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535.

4. The Company requires all employees to adhere to the protection of confidentiality of information about various activities in business and prohibits seeking benefits for oneself and others by using any information of the Company which has not yet been disclosed to the public or taking any action in a manner that may cause conflicts of interest to the organization.
5. Supervision of the use of inside information
  - 5.1 The Company has a policy and method to take care of employees, executives and directors of the Company in using the Company's inside information for personal benefit and disclosing it to other people, including for securities trading and also complying with the rules of the Securities and Exchange Commission regarding the reporting of securities trading of directors and executives
  - 5.2 The Company communicates the use of inside information to remind all employees by including important details in orientation for new employees to notify all employees realise the important details are "Consider the interests of the Company as a priority and promise not to rely on the position. Duties and responsibilities assigned to seek any benefit which causes the Company to be damaged and must not bring the secrets of the Company and/or of customers to disclose to competitors or third parties is strictly prohibited."

#### **Accounting and Financial Policy**

The Company attaches great importance to the preparation of financial accounting reports which must be correct and complete according to reality timely, reasonable to propose to the executives, shareholders, government agencies and other related persons, therefore personnel at all levels are required to follow various procedures. related to accounting, finance and internal control systems including the company's accounting and financial requirements and strictly generally accepted accounting principles as follows:

1. **The accuracy of the recording**

Recording all business transactions of the Company must be complete and correct and can check without limitations or exceptions to the actual recording according to accepted accounting standards and in accordance with the relevant laws Have complete and appropriate documentary evidence supporting business transactions.

2. **Accounting and Financial Items**

All types of accounting and financial transactions of the Company must be clear accuracy, have sufficient material information including the disclosure of important information appropriately according to generally accepted standards and in accordance with the Company's accounting and financial regulations. All employees must be aware of the accuracy of the Company's accounting and financial transactions. It is the shared responsibility of the Board of Directors, executives and employees who are responsible for all business transactions.

#### **Taxation Operations Policy**

The Company is aware of the roles and responsibilities to be a good tax payer, so to have a strong tax management, promote - create value and the highest value for stakeholders. Taxes are properly filed as required by law as well as having guidelines for tax planning and operations in the same direction with transparency and fairness by realizing risks related to taxes, both directly and indirectly, the Company therefore sets a policy on tax practice as follows:

**Tax planning and practice**

1. Carry out tax planning management and paying taxes in accordance with the requirements regulations and related tax laws for the maximum benefit to the company and stakeholders.
2. Process tax remittances or tax refunds accurately, appropriately and within the time period required by applicable laws or regulations. including adhering to the roles and duties of being a good citizen by complying with tax laws to reflect transparency in tax operations.
3. Tax effects are studied and considered when there are new investment projects or transactions, including any new tax law or policy to be consistent with the activities business strategy legitimacy are implement to cover the benefits of the stakeholder groups.

**Legal Compliance Policy**

Personnel at all levels must comply with regulations and relevant legal requirements both domestically and/or abroad and before performing any work that may be stipulated by law Care must be taken in careful review. It is checked by the person in charge. that it has complied with the relevant laws.

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## Risk Management Policy

The Risk Management Committee (RMC) has given importance to the Company's risk management, to be clear and cover the management of the organization to have an overview of efficiency and effectiveness. Including other management systems systematically throughout the organization Taking into account the achievement of goals according to the vision and strategy of the organization, the Risk management policy as follows:

1. The Company has established risk management systems and processes throughout the organization in accordance with its strategy and business goals, and the Company provides the necessary resources to support in various fields in order for the risk management to be able to control or reduce the risk to a reasonably acceptable level.
2. Risk Management Committee has the authority to formulate policies, recommend risk management guidelines, set standard frameworks and risk management processes related to the Company's business operations. This includes oversight to cover the company's core strategies and changing circumstances as well as consider monitoring and evaluating appropriate and effective risk management results.
3. Directors appointed for various operations of the Company have the powers and duties to manage the Company's risks according to the scope of duties and responsibilities defined.
4. Executives are assigned the responsibility of managing risks at each level in the organization has a duty to manage and manage risks with employees at all levels to support risk management. Executives are assigned the duty to monitor and report on risk management results in accordance with the guidelines set by the Risk Management Committee.
5. Employees are responsible for complying with the risk management system prescribed by the Company, including incorporating the risk management process into the operation to create an organizational culture that all executives and employees.

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## Environmental Policy

The Company is committed and determined to comply with various standards and laws strictly related to the environment by giving importance to the rules set forth as a guideline for the benefit of society and the environment of both the public and private sectors, especially in all activities related to business operations. Including the guidelines of international standards and also includes the disposal of waste that has been used in business operations and scraps left over from the service in order not to be a burden and danger to society and the environment.

1. Operate by cooperating with all relevant departments to comply with the law.
2. Established the Occupational Safety, Health and Environment Committee to be responsible for overseeing the safety, occupational health and working environment of employees at all levels in order to comply with the Company's policy and Occupational Safety, Health and Environment rules which is determined by the employer
3. Provide documents such work instruction, technical information to prevent damage that may occur to personal and environmental.
4. Encourage employees to have knowledge of safety and familiarize with work instruction, policies and regulations on safety by organizing a meeting on safety training and regular and continuous advice to employees.

### Guidelines

1. Focus on reducing environmental impact due to pollution related to business operations by assessing the environmental impact before launching the new process.
2. Find out to reduce energy consumption, reduce pollution levels and the amount of waste.
3. Endeavor to continually develop the environmental management system and enhance good knowledge and understanding for all employees in order to achieve the most effective environmental practices and management.
4. Recognizing the importance of communicating with the local community publish environmental policy environmental management system and the progress of the project implementation for employees and related persons to be informed.

## Sustainable Development Policy

The Company realizes and attaches importance to sustainable business operations according to the vision “We will be the leader in providing shuttle services to various industrial plants by striving to develop services to create satisfaction and create service standards until it is accepted internationally” by operating the business with good governance along with social responsibility, conserving natural resources and taking care of the environment. In order to build trust among stakeholders through transparent and verifiable processes, the Company has developed this Sustainability Policy as a framework for sustainable development management of the Company. The organization has a set of operational guidelines as follows:

### Good Corporate Governance

Operate the business in accordance with the principles of good corporate governance, transparency, accountability, and good governance in accordance with the organization's guidelines in the Corporate Governance and Business Ethics Manual, protection of personal information, risk management that covers the organization's value chain to ensure continuity of business operations by creating shared values and taking care of the benefits of all stakeholders in a balanced and equitable manner.

### Corporate social responsibility as “Create shared value”

Efficient and fair human resource management, develop the knowledge and skills necessary according to the employee development plan, promote creativity in work and supporting a good occupational, health and safety management system, encourage management and employees to respect and comply with international human rights principles by adhering to the principle of equality and non-discrimination including supporting the participation of the Company with communities and related stakeholders to create satisfaction for employees stakeholder and communities around the Company's located by building a relationship create understanding and strong cooperation to reduce conflicts that may arise in the future.

### Occupational Safety, Health and Environment

Under the Sustainable Development Policy, the Company balances increasing business competitiveness and creating value for all stakeholders as follows:

1. Respecting the human rights of employees without discrimination due to differences in origin, ethnicity gender, age, skin color, religion, belief or culture Providing fair compensation to employees while closing the opportunity to learn and develop to their full potential.
2. Adherence to Corporate Governance Principles compliance with the law various requirements related including international operating standards by covers partners, contractors and business partners.
3. Caring for the health of employees, business partners, contractors and business partners and without refraining from complying with applicable rules, regulations, environmental protection and mitigation standards. Focusing on integration in order to reduce resource usage or use resources for maximum benefit. Protection against impacts at the source and environmental management in the project to control in accordance with the law.



4. Creating benefits for communities and societies in the Company's main business areas with a participatory process to understand the real needs recognized by all relevant sectors and lead to sustainable development.
5. Establishing a database and setting clear operational goals, regular disclosure of management processes and results to stakeholders through appropriate channels such as Sustainable Development Reports.

## Information Technology Policy

The Company has a policy to allow employees and related workers to use the information technology system (IT) which consists of a data communication network circuit software systems used to operate and process computer data along with peripheral devices, files, and the Company data efficiently not contrary to the relevant laws or statutes with adequate safety standards for the benefit and effectiveness of the Company's business, required to comply with the following practices:

### Governance of Enterprise IT

IT Governance, the aim is to make sure that the Company able to achieve the goals by using IT as a tool to support and can effectively manage risks that may arise from the use of IT, good IT management requires a link between IT management processes and powerful resources and information to support appropriate policies, strategies, organizational goals and risk management, including reporting and monitoring of operations to ensure that used the technology can support strategies and achieve business objectives and build competitiveness as well as adding value to the Company by considering at least the following actions:

### IT Security

1. Implement IT systems in all aspects of the work along with the development of the Company's personnel to have up-to-date knowledge.
2. Employees must bring IT systems to promote the Company's business, must not act for personal benefit or violates ethics or good morals.
3. Information recorded through and disseminated through IT systems is the responsibility of the owner of that information to take care not to cause illegal or infringe upon a third party.
4. Use legal and standard software.
5. Implementation of IT systems, must be approved and comply with the established regulations.
6. The owner of the information must protect the IT system and their own business sensitive data from outside access or theft and undermining to ensure that the Company's business will continue.
7. Person responsible for the overall information system that has been assigned by the Company has a duty to determine measures to control and protect the IT system to be stable and safe. Including the need to monitor for all personnel to strictly comply with the requirements.

### IT Security Policy

1. Provide a duty to supervise the formulation of a written information technology security policy.
2. Communicate such policies in order to understand them and be able to follow them properly especially the IT departments and other departments of the Company in order to have coordination and be able to operate the business according to the goals.
3. Review of the IT security policy at least once a year or when there is a change that affects the Company's IT security.

### Guidelines

1. Do not use resources and computer networks to act illegally and against the good morals of society, such as creating a website for trading or disseminate anything illegal or contrary to good morals, etc.
2. Do not access computer network or computer with another user's account name both allowed and without permission from the owner of the user account name.
3. Do not access computer systems and protected data from others' access to edit, delete, add, or copy.
4. Do not publish other people's information or the agency information without permission.
5. Company's resources and computer network, for example: computer virus transmission, entering a program that causes the computer or denial of Service, etc.
6. Do not steal any information from the Company's computer network and the others who are receiving and sending information in the Company's computer network.
7. Viruses must be checked by an antivirus program every time before using any portable media or open a file attached to an electronic mail or files downloaded from the Internet.
8. Users must not allow others to use their account and password to access the computer.

### IT Risk Management Policy

IT Risk Management Policy has to be consistent with the corporate risk management policy and cover the following matters:

1. Determination of duties and responsibilities in IT risk management and IT managers are responsible for study to provide IT methods or approaches to mitigate or manage existing risks then proposed to the management for consideration of IT system risk.
2. Information Technology Related Risk
  - 2.1 Physical and environmental risks include the Data Center Room , which is the host computer ServerNetwork equipment and other devices must have access control and use the system monitoring such as room temperature, fire alarm system, etc.
  - 2.2 The risk of using computer programs on the Company's computer in order to prevent the use of unsafe or malicious installations such as downloading programs from outside to install which may contain malware or computer virus or has a vulnerability to connect to an external network attacks that is in use or another machine on the same network, etc.
  - 2.3 The risks associated with the use of the Company's computer network system must be monitored of the internal network and the Internet system. There is a system to prevent access and external attacks for the host computer (Server) and the client computer (Client) that the operator uses, such as a protection system for accessing through the Internet. Installing computer antivirus, email filtering, etc.
  - 2.4 Personal risk must have a license to access the computer system; various network devices and data in accordance with the rights they have to prevent access to, amendment or change of information.
3. Comprehensive risk assessment of the likelihood of exposure and the impact that will occur to prioritize risk management, consist to 4 types of risk defined as follows:

- 3.1 Technical risks may occur from computers and devices being compromised.
- 3.2 Operator risk arising from improper rights management cause access to information beyond duty and may cause damage to information.
- 3.3 Risks from disasters and emergency situations arising from disasters or nature including other situations such as power outages protests, etc.
- 3.4 Management risk arising out of the active policy guidelines may not be consistent with the potential risks.
- 4. Determining methods or tools for managing and managing risks to an acceptable level of the Company such prepare a table of Description of Risk with the heading risk name type of risk; nature risk, risk factors and risk impacts, etc. Determine the level of an incident and the severity of the risk impact, and including Risk Map.
- 5. Set up indicators for IT Risk Indicator, as well as arrange to monitor and report the indicators to those responsible, in order to be able to manage and manage risks appropriately and in a timely manner.

## Personal Data Protection Policy

The Company respects the right to privacy and attaches great importance to the protection of personal information related to or transacting with the Company, therefore, this Privacy Policy has been established the rules, mechanisms, and regulatory measures and the management of personal information clearly and appropriately, as follows:

### Scope of application

This Privacy Policy is applicable to the performance of all employees which means full-time employees, employment contract, employee specifying the expiration date of the contract temporary worker and contractor including personal data processors on behalf of the Company.

### Definition

Personal Information	mean	Information about an individual by which an individual is identified whether directly or indirectly but does not include information of the deceased in particular
Sensitive personal data	mean	Information that is a person's inherent privacy but it is sensitive and may risk unfair discrimination, such as race, ethnicity, political opinions. cult religion or philosophy sexual behavior Criminal records, health information, disability, union information Genetic information, biological information or any other information which affects the owner of personal data in line with announced by the Personal Data Protection Committee
Processing	mean	Actions relating to the collection, use, disclosure, deletion or destruction of personal data
Personal data subject	mean	A natural person who is the owner of the personal data whose personal data can identify that person whether directly or indirectly
Personal Data Controller	mean	An individual or entity having the authority to make decisions about the collection, use or disclosure of personal data.
Personal data processor	mean	juristic persons who carry out the collection, use or disclosure of personal information on the order or on behalf of the Company which do so is not a controller of personal data

### Collection of personal information

1. The Company will collect personal information for the purpose, scope and use lawful and fair methods. The collection will be done only to the extent necessary to operate under the objectives of the Company only .
2. The Company will proceed to inform the owner of the information. give consent according to the company's method In the case of storing sensitive personal data of the data subject, the Company will explicitly request consent from the data subject prior to collection. Unless the collection of personal data and sensitive personal data is subject to exceptions as specified by the Personal Data Protection Act B.E. 2562 or other laws.

**Purposes for collecting or using personal data**

1. The Company will collect, collect or use the personal information of the data subject for the benefit of the Company 's operations or to improve the quality of the work to be more efficient and/or to comply with laws or regulations related to the Company 's operations, whereby the Company will store and use such information only for the period necessary for the purposes for which the data owner has been informed or as required by law.
2. The Company will not take any action. different from those stated in the purpose of collection, unless
  - (1) Notifying the new purpose to the data subject and obtaining the consent of the data subject;
  - (2) In compliance with the Personal Data Protection Act or other relevant laws.

**Disclosure of personal information**

1. The Company will not disclose the personal information of the data subject to any person without consent and will disclose it according to the stated purpose.
2. The Company may have a need to disclose personal information of the data subject to related persons or juristic persons for the benefit of the Company 's operations and providing services to the owner of the information in disclosing personal information to such persons, the Company will ensure that those persons keep their personal information confidential and not use it for any purpose other than the scope specified by the Company.
3. The Company may disclose personal information of the information subject under the rules prescribed by law, such as disclosing personal information to government agencies, government agency, regulators including in the event of a request to disclose information by virtue of law.

**Security of personal information**

1. The Company will provide measures to maintain the security of personal data appropriately and in accordance with the law, policies, regulations, requirements and practices on personal data protection for the Company's employees and other related parties.
2. The Company supports and encourages employees to be knowledgeable and aware of their duties and responsibilities in collecting The storage, use and disclosure of the data subject's personal data in order for the Company to properly comply with personal data protection policies and laws effective.

**Rights of the personal data subject**

1. The right to request access and obtain a copy of personal data relating to oneself or requesting to disclose the acquisition of such non-consent personal information.
2. The right to object to the collection, use or disclosure of personal information.
3. Right to request removal or destruction or make personal information non-identifiable information who owns personal information.
4. Right to request to suspend the use of personal data.
5. The right to withdraw consent to the processing of personal data for which consent has been given. The revocation of consent shall not affect the collection, use or disclosure of personal data. who have already given consent.

6. Right to correct personal data.
7. Right to transfer personal data.
8. Review and Change of Personal Data Protection Policy

The Company may update or amend this policy from time to time to comply with legal requirements, changes in the Company 's operations, including suggestions and opinions from various departments, the Company will clearly announce the changes.

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## Policies and guidelines for procurement and selection of business partners of the Company

To ensure that the Company will select Choose partners/business partners systematically, fairly, transparently and support partners who conduct business ethically. Have social and environmental responsibility and will not enter into a transaction with persons or juristic persons who commit illegal acts, dishonesty, or behaviors that imply corruption.

Definition:

Procurement	means	procurement, outsourcing, service contracting, transport contracting, rental and leasing
Partner	means	a supplier, a contractor, a service provider, a lessor or a hire purchaser that delivers the goods or service for the Company
List of business partners	means	business partners with transactions and is listed in the Company's system
List of registered business partners	means	rating partners or business partners listed in the list of business partners of the Company which has through the selecting and evaluating process specified by the company.

### Procurement and selection of business partners of the Company

The company will systematically procure according to the regulations and methods of procurement of the company. with tight control Taking into account the needs in terms of quality, price, quantity, time of service, delivery, after-sales service, warranty and other conditions. By not conducting transactions with individuals or juristic persons that violate laws, dishonest or corrupt behaviors, the company will select business partners systematically, fairly, transparently and support partners who conduct business with ethics. Have social and environmental responsibility

### Qualifications of the Company's partners

1. is a manufacturer, entrepreneur, distributor, dealer service provider or contractor which has a place of business that can be inspected
2. Personnel, machinery and equipment, products, services, warehouse, financial status and a history of reliable business operations
3. Agree to comply with the Company's business partner policy.
4. Be a person with satisfactory performance, whereby the company will evaluate the performance based on the quality of products and services. including delivery After-sales service, warranty or other conditions in the transaction
5. Not being a trade partner with a history of prohibited trade due to fraud



## Anti-Bribery and Corruption Policy

The Company has a policy against bribery and corruption completely (Zero-Tolerance Policy) and comply with all laws related to anti-bribery and corruption in Thailand. The Company will not engage in bribery and corruption, directly or indirectly. and is committed to implementing effective systems against bribery and corruption.

Directors, executives and all employees of the Company must not engage in corruption, giving/receiving bribes to/from government and private officials such as individuals of various companies. with transactions with the Company both directly and indirectly to obtain or maintain a business or competitive advantages. This Anti-Bribery and Corruption Policy is set out by the the guidelines and guidelines covering the following matters:

1. Directors, executives and employees of the Company are prohibited. Take action or accept or support any form of corruption both directly and indirectly including other contractors or subcontractors related and requires regular reviews of the implementation of this Anti-Corruption Policy as well as reviewing the practice guidelines to be consistent with the policy Rules, regulations, regulations, announcements and business changes.
2. Anti-Corruption Standards are part of business operations and are the duties and responsibilities of the Company's Board of Directors, executives, supervisors, all employees at all levels, suppliers or sub-contractors who will be involved in expressing opinions on practices in order to achieve anti-corruption operations in accordance with the established policies.
3. The Company has developed anti-corruption measures in accordance with relevant laws and moral codes by providing a risk assessment in activities related to corruption and using it as a guideline for practice for those involved.
4. The Company does not commit or encourage bribery in any form. All activities under supervision including control charity donation donations to political parties giving business gifts and supporting activities are transparent and does not intend to convince government or private officials to act inappropriately.
5. The Company provides appropriate internal controls regularly to prevent employee mistreatment especially sales, marketing, purchasing.
6. The Company provides anti-corruption knowledge to the Board of Directors, executives and employees to promote honesty. and responsible for the performance of duties and responsibilities Including the media to show the commitment of the Company.
7. The Company provides a mechanism for reporting financial status that is transparent and accurate.

The Company encourages communication through various channels so that employees and stakeholders can report suspicious clues. by ensuring that whistleblowers are protected without being punished Unfair transfer or harassment in any way including appointing a person to monitor every clue that has been notified via

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## Human Rights Respect Policy and Fair to the employee

The Company recognizes and recognizes the importance of respecting human rights with equality and equality, taking into account human dignity and the freedom of the person and does not discriminate on origin, race, nationality, skin color, sex, age, language, religion, culture, class, disability, marital status physical status and health status of a person socioeconomic status social beliefs, education, or political opinions, etc., in accordance with the fundamental principles of international human rights law which must strictly comply with the policy.

### Guidelines

1. Give opportunities to directors, executives and all employees equally working under the rules, regulations, work regulations, announcements and orders of the Company that are in accordance with the same law.
2. Focus on labor by treating employees according to labor laws and regulations related to fair labor.
3. Treat employees equally in all employment processes since recruiting compensation working hours and holidays assignment performance appraisal training, development, etc. without discrimination.
4. Do not take any action that is an infringement or threat whether verbal or by acting against another person does not discriminate or discriminate against any person.
5. Encourage all personnel to have awareness of their rights, duties and responsibilities towards other people and society.
6. The Company does not use forced labor or unlawful child labor This includes penalties for intimidation, harassment, or any form of violence against the body or mind of all personnel.
7. Providing compensation and benefits according to their abilities fair and equal.
8. Create a good working environment including the provision of necessary equipment for good hygiene and safety.
9. Promote and support employees to receive training both internally and externally on a regular basis to learn and enhance professional expertise to increase the potential and efficiency, including comprehensive and adequate customer service in every process.
10. Provide safety systems and equipment according to the requirements and laws for employees, customers and all parties involved. To prevent potential hazards arising from operations or that may affect the lives, property, environment and reputation of customers.
11. Provide opportunities and channels for employees to file complaints or suggest various matters arising from the operation via

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## **Monitoring to practice**

The Company defines the duties and responsibilities of directors, executives and all employees to be informed, understand and strictly abide by the policies and procedures set out in this manual. Executives at all levels in the organization must be responsible for overseeing and it is important to notify the employees under their command and strictly comply with the Company's Code of Conduct. If any director, executive and employee violates the corporate governance principles as specified will be punished with both disciplinary and if there is an action that is believed to be illegal the rules and regulations, the Company will send the matter to government officials to proceed further.

If the employee sees an illegal act and/or corporate governance principles as set out in this manual to report complaints or allegations to the Chairman of the Board of Directors, Chairman of the Audit Committee, Chief Executive or Executive Director of the Company, moreover the Company will conduct an audit without disclosing the name of the whistleblower to protect the potential impact on the complainant, please contact :

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