



**The Brooker Group Public Company Limited  
and its subsidiaries**

**Good Corporate Governance Policy**

## **PREFACE**

The Board of Directors realizes the importance of “Corporate Good Governance” in operating the Company’s business with transparency, integrity and accountability as well as also recognizes that adherence to ethical practices is important and necessary in implementing good corporate governance policies. Therefore, the Board of Directors will review its compliance to its policies on good corporate governance and Code of Business Ethics at least once annually.

The Board of Directors  
The Brooker Group Public Co Ltd  
Latest Reviewed  
29 February 2024

# CONTENTS

<b>Good Corporate Governance Policy</b>	<b>1</b>
<b>Principles of Good Corporate Governance</b>	<b>3</b>
1. Rights of Shareholders	3
2. Equitable Treatment of Shareholders	4
3. Role of Stakeholders	6
4. Disclosure and Transparency	8
5. Responsibilities of the Board	9
5.1 Structure of the Board of Directors	9
• Independence and Impartiality of Directors	9
• Composition of the Board of Directors	9
• Qualifications of Independent Directors	10
5.2 Committees	11
5.3 Roles and Responsibilities of the Board of Directors	12-15
5.4 Board of Directors' Meetings	15
5.5 Self Assessment by the Directors	16
5.6 Remuneration for Directors	16
5.7 Board, Management and Employee Training	17
5.8 Assessment of Performance of the Chief Executive Officer	17
5.9 Communications with the Management	17
<b>Monitor and review</b>	<b>18</b>

## Statement of Good Corporate Governance

The Board of Directors of The Brooker Group Public Company Limited has the intention of enhancing the Company's operational efficiency and at the same time enhance the efficiency of its management to ensure maximum benefit to its shareholders and all other stakeholders. Emphasis will also be on the protection of the rights of stakeholders and their equitable treatment. The Board aims to encourage this through the increased roles and responsibilities of the Company's directors and improvement in disclosure and transparency of information as follows:

1. The Company's Board of Directors and employees will be determined and will give precedence to the implementation of good corporate governance principles in its operation including:
  - 1.1 **Accountability and Responsibility** in decision-making and performing of duties to fullest capacities.
  - 1.2 **Creation of Long-Term Values** in order to optimize shareholders' value for long-term, sustainable growth.
  - 1.3 **Ethics and Equitable Treatment** in having clear business ethics and in treating all shareholder and other stakeholders with equal fairness
  - 1.4 **Disclosure and Transparency** in providing information to stakeholders and in having transparent systems in operations that can be examined.
2. The Board of Directors shall perform their duties diligently and responsibly, free from outside influences, with the responsibilities of the Chairman of the Board of Directors and those of the President to be clearly separated.
3. The Board of Directors may appoint committees as appropriate to assist in careful study and screening of important tasks.
4. The Board of Directors will ensure that all important information relevant to the Company, both financial and non-financial, are disclosed sufficiently, accurately and on a timely basis.
5. The Board of Directors will safeguard the equitable rights of all stakeholders and will provide adequate channels for all shareholders and stakeholders to communicate with the Company.

In addition, the Company will implement good corporate governance practices for its maximum benefit as follows:

1. Strengthen management efficiency, transparency and standards so as to increase the Company's competitiveness, as well as prevent and eliminate any possible conflict of interests.
2. Create trust and confidence amongst local and foreign investors as a means of adding to the Company's value.
3. Set the framework for the responsibilities of the Board of Directors and management to all stakeholders and to ensure that the management uses their power within the assigned scope.
4. Assess and review the Company's operations so that it may be improved and amended to increase efficiency.

Therefore, the Company has initialized a set of good corporate governance policies in accordance with the Principles of Good Corporate Governance for Listed Companies to use as a guideline in its operations that covers the following:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Responsibilities of the Board

## Principles of Good Corporate Governance

### 1. Rights of Shareholders

The Company places high priority to the rights of all shareholders and undertakes measures that ensures all shareholders of the protection of their basic rights, including the sale, purchase or transfer of shares; receipt of relevant and adequate information on the Company; participate in shareholders' meeting and vote on important matters related to the Company; and receive share in the profit of the Company, as follows:

- (1) The Company will provide shareholders with a notification of the annual general meetings and all supporting documents, sufficiently in advance at least 21 days of each meeting. The notification will contain details of the meeting and map of the venue; details of all agenda items with complete supporting data and opinions of the board of directors; proxy forms as prescribed by the Ministry of Commerce and names of independent directors who the shareholders can appoint as their proxy; rules and procedures, including the voting procedure, governing the company's shareholders meetings; as well as information on documents the shareholders must present at each meeting in order to protect their right to attend the meetings. All information regarding each shareholders' meeting will be posted on the Company's website before the meeting date in advance 30 days so that shareholders can study all information prior to their receiving the notification. The Company also allows shareholders to register for each meeting at least one hour in advance.

The Company strongly encourages all shareholders including institute shareholders to attend all shareholders' meeting by posting all types of proxy including form A, form B and form C (for foreign shareholders who have custodian in Thailand only) on the Company's web site before the meeting date in advance 30 days.

- (2) Prior to the commencement of each meeting, the Chairman of the meeting will explain to the meeting the voting and vote counting procedures that are clearly detailed in the Company's Articles of Association. The Company will also clearly separate the votes on each agenda so as to protect the rights of the shareholders.
- (3) The Chairman of the meeting will allocate appropriate time and conduct the meetings appropriately and transparently. During the meeting, shareholders will be encouraged to express their opinions and ask questions prior to casting their votes and conclusion of the meeting's resolution for each agenda.
- (4) Shareholders who join a meeting after it has convened will be allowed to cast their votes on the agenda being considered and all subsequent agendas.
- (5) Information will be disseminated to the shareholders on a constant basis through the Company's web site, as well as through the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC).
- (6) Minority shareholders may directly contact the independent directors at the mailing and e-mail addresses provided and request for information, such as the activities of the Board of Directors, corporate governance principles, audit reports, etc They can also directly request for information from the Company Secretary.
- (7) The Company will clearly disclose its investment in subsidiary and related companies (if any) so as to ensure shareholders of the transparency and auditability of the Company's operations.
- (8) The Company will operate with competency in order to maintain sustained growth so that the shareholders will receive appropriate returns.

## 2. Equitable Treatment of Shareholders

The Company has undertaken measures to ensure that all shareholders receive fair and equitable treatment that includes:

- (1) Any shareholder may propose, not less than 60 days in advance of the meeting dates, additional issues for consideration in the shareholders' meetings. The Company has announced this together with the pre-determined criteria on screening the issues proposed by the shareholders through the SET and also through the Company's web site.
- (2) Any shareholder may nominate a candidate for selection as a director. The proposed candidate must have all qualifications as specified in the Company's mandate and must give their consent to being nominated. The nomination form, which is available on the Company's web site, must be duly completed and sent to the Company together with supporting documents on the candidates' educations and qualifications not less than 60 days prior to the Board of Directors' meeting. The Company will specify the last date in each year that shareholders may nominate candidates to the Company so that it may proceed according to the nomination procedures through the Nomination Committee and announce the names of the nominees and various procedures through the SET. For election of the directors at the shareholders' meetings, the Company will utilize a process in which shareholders are able to vote on individual nominees.
- (3) The shareholders' meeting will always proceed according to the agendas specified in the Notification of the Shareholders' Meeting. No new agendas will be added without advance notification to the shareholders so that shareholders will have sufficient time to deliberate on each agenda prior to casting their votes. However, this excludes the inclusion of an additional agenda during the meeting that is proposed by at least one-third of quorum in accordance with Section 105 of the Public Company Limited Act B.E. 2535 (1992).
- (4) The Company encourages the use of proxy forms on which shareholders are able to specify their votes. As an option to shareholders, the Company will also provide a list of independent directors who they may appoint as their proxy.
- (5) The Company encourages the use of voting cards for important agenda items so that the shareholders may cast votes as they deem appropriate. The votes cast during the meeting will be combined with the votes specified in the proxy forms before being announced to the meeting.
- (6) The Minutes of the Shareholders' Meeting, which must be complete and accurate, must be submitted to the SET and SEC within 14 days after the meeting date. The Minutes must also be made available for viewing by all shareholders on the Company's web site.
- (7) In fairness to its shareholders, the Company will have written procedures concerning the use and protection of inside information. These procedures will be communicated to the Company's Board of Directors, employees and all related persons, including spouse, children not of age and nominees, so as to prevent the use of important inside information, which may affect the Company's share price and has not been disclosed, in trading the Company's shares. Directors and executives privy to such insider information are prohibited from trading in the Company's securities prior to the disclosure of information on the Company's performance and financial position or any important news that may cause a change in the Company's share price. According to the Securities and Exchange Act B.E. 2535 (1992), all directors and executives must regularly submit a report on their ownership of the Company's securities within 30 working days after they take office and must report all subsequent sales or purchase of the Company's securities to the SEC within 3 working days from the transaction date.

Moreover, the company has prohibited any directors, employees who have possession of non-public information material to engage in any trading of the Company's securities during 1 month period especially before any earning announcement and should wait for at least twenty-four hours after such announcement.

- (8) The Company has a policy requiring directors and key officers to notify the Company's secretary at least one day before they deal in the company shares.



### **3. Role of Stakeholders**

The Company places importance on the rights of all stakeholders and conducts its business ethically with fair treatment of all stakeholders, within and outside the Company, including the shareholders, clients, employees, creditors, business partners and competitors, regulatory bodies and government agencies, society, and the environment.

- (1) The Company has established criterions for the treatment of each group of stakeholders as follows:

#### Shareholders

Emphasis will be given to the transparent dissemination of important information, both financial and non-financial, to the stakeholders that are accurate, sufficient and timely. Dissemination will be through different channels, such as announcements through the SET's electronic media, the Company's web site, newspapers, press releases, letters, etc.

#### Clients

The Company stresses on customer satisfaction through the enhancement of existing services and development of new services in order to encompass all aspects of the business advisory, financial advisory and investment services. At the same time, the Company ensures ethical treatment of its clients and any complaint or suggestions from clients are put into action immediately.

#### Employees

The Company emphasizes on the ethical treatment of employees who will be appropriately remunerated. All employees are advised through the Company's manual of the Company's policies, benefits and welfare, such as rules and disciplines, leave obligations, group medical insurance scheme, group life insurance plan and provident fund.

The Company is focused on increasing the knowledge, ability and efficiency of employees through training and seminar, both in-house and externally. This will enable employees to perform their tasks capably and are able to cope with dynamic changes in rules, products and technology of various agencies that the Company must uphold, such as the seminar or training on the notifications, rules and regulations of the SET and SEC, seminars on accounting standards of various institutes, seminars on computer systems and programs, etc.

#### Creditors, Business Partners and Competitors

The Company carries out commercial transactions with its contractual parties in a fair and equal manner while being compliant with applicable laws, rules, regulations, and contracts. The Company has a policy to compete fairly with all business competitors under the appropriate legal and regulatory framework.

#### Regulatory and Government Agencies

The Company adheres to the laws, rules and regulations specified by regulatory and related agencies, such as the Department of Business Development of the Ministry of Commerce, the Revenue Department of the Ministry of Finance, the SET, the SEC, etc. The Company also cooperates with private agencies.

#### Society, Community and Environment

The Company gives assistance through donations to various foundations and organizations, such as the donation of tools, equipment and office automation to temples, foundations and other organizations supporting social activities. The

Company will also initiate campaigns on the conservation of energy and use of resources in the office.

(2) The Company has established communication channels (CG Hotline) related to its corporate governance through which complaints, comments and suggestions can be made. The stakeholders can also communicate through these channels their concerns about illegal or unethical practices by persons within the organization, including employees and other interested persons, to ensure that the Company operates under good corporate governance. The five communication channels are:

1. Telephone number 02-168-7100 Automatic lines
2. Facsimile number 02-168-7111-2
3. The Company's web site or E-mail to [cghotline@brookergroup.com](mailto:cghotline@brookergroup.com).
4. Direct submission to the Company Secretary's office or submission by mail.
5. Directly E-mail the Company's three independent directors at:

[surong@brookergroup.com](mailto:surong@brookergroup.com)  
[punnee.w@brookergroup.com](mailto:punnee.w@brookergroup.com)  
[sompong@brookergroup.com](mailto:sompong@brookergroup.com)

To give confidence to any person who communicates such concerns, the Company gives serious importance to keeping such information confidential. The Company has written procedures for acknowledging and investigating such concerns, which will involve only the authorized persons and the persons concerned.

In order to prevent unnecessary investigations into matters not related to or not beneficial for the Company's operations and its management and that will be unproductive use of the Company's resources, the Company Secretary together with the Audit Committee will only investigate complaints or queries that will be beneficial to the Company's operations and management or related to the protection of the rights of its shareholders and stakeholders as follows:

- (a) Complaint or information that may be beneficial to the investigation on fraud or the illegal practices of the Company or its directors or executives or employees that may cause damage or loss to the Company.
- (b) Laws, rules and regulations with which the Company must comply.
- (c) The Company's operating and accounting policies already prescribed.
- (d) Transactions that are conflict of interests or are connected as specified by the SET and SEC Notifications.
- (e) The Company's financial statements and financial information.
- (f) The Company's operational results and its operations.
- (g) Other additional items as specified by the Board of Directors or the Audit Committee.

#### **4. Disclosure and Transparency**

The Company emphasizes on the accuracy, sufficiency, timeliness and impartiality in disclosing information to the SET, its shareholders and related agencies as follows:

- (1) The Company must disclose important information, both financial and non-financial. In disclosing financial information, especially the financial statements, the Company must ensure that they are correct, in accordance with generally accepted accounting principles and standards, and have been audited/reviewed by an independent external auditor. The financial statements must also be approved by the Audit Committee and the Board of Directors before they are disclosed to the SET, the shareholders, investors and related agencies.
- (2) Information disclosed on the Company's web site, in both Thai and English, includes financial statements, annual statements (Form 56-1), annual reports (Form 56-2), etc.
- (3) Information on the roles and responsibilities of the Board of Directors and those of its committees, the number of meetings and attendance of each director, and the directors' and executives' remuneration policies are disclosed under the Management section of the Company's annual statements (Form 56-1) and annual reports (Form 56-2).
- (4) The Board of Directors' statement of its responsibilities concerning the Company's financial reports is presented along side the auditor report in the Company's annual report (Form 56-2).
- (5) Information on a securities holding report showing the number of securities held by each member of the Board of Directors are disclosed on the Board of Directors Meetings.
- (6) Outside Directorship Report in listed companies and others by each member of the Board of Directors are disclosed on the Board of Directors Meetings.
- (7) Initial Report of Interest of Directors, Executives and Related Persons follow as Notification of the Capital Market Supervisory Board No. TorChor. 2/2552 dated on 26 January 2009 had been submitted to the Company Secretary on 31 July 2009. Amendments to the report of interest will be submitted within 3 working days to the Company Secretary.
- (8) Information disclosed on the Company's web site, in both Thai and English regarding profile of Directors and Executive officers including Investor Relation's information.
- (9) Provide meeting between the Company executive management and analysts/interested investors/reporters as appropriate.

## 5. Responsibilities of the Board

### 5.1 Structure of the Board of Directors

- (1) The Board of Directors can be divided into 2 groups by characteristics as follows:

Group 1 characterized by their executive management roles:

- Directors with executive management roles.
- Directors without executive management roles.

Group 2 characterized by independency:

- Directors who are independent.
- Directors who are representatives of shareholders groups.

- (2) The board of directors, with approval from shareholder meeting, which comprise at least five members and no more than 11 members. The Directors shall serve a term of office of three years and not limited times of their term of office.

- (3) At least one-third, but not less than 3 members, of the Company's Board of Directors must be independent directors.

Persons to be appointed independent directors must have qualifications as required by SET and SEC.

The independent directors should make up more than 50% of the Board where :

- (a) the Chairman of the Board (the "Chairman") and the chief executive officer (or equivalent) (the "CEO") is the same person;
- (b) the Chairman and the CEO are immediate family members;
- (c) the Chairman is part of the management team; or
- (d) the Chairman is not an independent director.

- (4) Independent Directors shall serve a term of office not more than nine years and the board of directors shall propose the rational reason to the shareholders meeting to consider and approve independent directors who serve that position more than 9 years to be re-elect.

- (5) The Chairman must be an independent director and must not be an executive management or President. The Chairman will be elected by the Board of Directors while the President will be nominated by the Nomination Committee.

- (6) The board of directors has set a limit of five board seats in publicly-listed companies that an individual director can hold simultaneously. The company secretary shall disclose the information about board membership positions of individual directors to the board of directors every quarter

- (7) The Company's directors and executives can hold directorship or executive positions in the Company's subsidiary or other companies but must be in accordance with the guidelines of the SEC, SET and other concerned agencies and must be disclosed to in the Board of Directors' meeting.

- (8) A Company Secretary has been appointed by the Board of Directors to provide legal advice to the board, take care of the board's activities, and monitor compliance to the board's resolutions, as well as communicating with the shareholders, SEC, SET and other concerned regulatory agencies.

(9) Independent Directors must possess all the qualifications stipulated by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), including:

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;

7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
9. not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operations.  
After being appointed as independent director with the qualifications under (1) to (9) of the first paragraph, the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

## 5.2 Committees

- (1) The Board of Directors can set committees to assist in the study and screening of special tasks on behalf of the board. The qualifications and scope of work of each committee will be clearly defined. Committees established included:
  - An Executive Committee to assist in setting corporate policies and in making important corporate decisions.
  - An Audit Committee to review all financial reporting of the Company to ensure that they conform to generally accepted accounting standards. The Audit Committee also reviews the suitability and adequacy of the internal control system, ensures the transparency of the Company's operations and that it complies with all applicable laws, rules and regulations.
  - A Compensation Committee to consider the compensation for directors and executives, contracts for top executives, and all salary increases.
  - A Nomination Committee to assist in identifying qualified individuals to be nominated as a Director for approval by the Company's Board of Directors or the General Meeting of Shareholders, whichever is appropriate.
  - A Risk Management Committee to evaluate risks to the Company's business operation.
  - An Investment Committee to ensure that the Company's investments are concise, discreet and auditable so as to spread risks and maintain maximum benefits for the Company.
- (2) The chairman of the Compensation Committee and the Nomination Committee must be independent directors and at least 1 member of each committee must also be an independent director.
- (3) The Chairman of the Board of Directors must not serve as chairman or member of any committee.

### **5.3 Roles and Responsibilities of the Board of Directors**

#### **1: Establish Clear Leadership Role and Responsibilities of the Board**

- 1.1 The board should demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the company, and strengthen good governance, including:
  - (1) defining objectives;
  - (2) determining means to attain the objectives; and
  - (3) monitoring, evaluating, and reporting on performance.
- 1.2 To achieve sustainable value creation, the board should exercise its leadership role and pursue the following governance outcomes:
  - (1) competitiveness and performance with long-term perspective;
  - (2) ethical and responsible business;
  - (3) good corporate citizenship; and
  - (4) corporate resilience.
- 1.3 The board should ensure that all directors and executives perform their responsibilities in compliance with their fiduciary duties, and that the company operates in accordance with applicable law and standards.
- 1.4 The board should demonstrate a thorough understanding of the division of board and management responsibilities. The board should clearly define the roles and responsibilities of management and monitor management's proper performance of its duties.

#### **2: Define Objectives that Promote Sustainable Value Creation**

- 2.1 The board should define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the company.
- 2.2 The board should ensure that the company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilising innovation and technology effectively.

#### **3: Strengthen Board Effectiveness**

- 3.1 The board should be responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the company's objectives.
- 3.2 The board should select an appropriate person as the chairman and ensure that the board composition serves the best interest of the company, enabling the board to make its decisions as a result of exercising independent judgement on corporate affairs.
- 3.3 The board should ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the board.
- 3.4 When proposing director remuneration to the shareholders' meeting for approval, the board should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and

company performance, and provide incentives for the board to lead the company in meeting its objectives, both in the short and long term.

- 3.5 The board should ensure that all directors are properly accountable for their duties, responsibilities and (in-) actions, and allocate sufficient time to discharge their duties and responsibilities effectively.
- 3.6 The board should ensure that the company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.
- 3.7 The board should conduct a formal annual performance evaluation of the board, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the board.
- 3.8 The board should ensure that the board and each individual director understand their roles and responsibilities, the nature of the business, the company's operations, relevant law and standards, and other applicable obligations. The board should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the board and board committees.
- 3.9 The board should ensure that it can perform its duties effectively and have access to accurate, relevant and timely information. The board should appoint a company secretary with necessary qualifications, knowledge, skills and experience to support the board in performing its duties

#### 4: Ensure Effective CEO and People Management

- 4.1 The board should ensure that a proper mechanism is in place for the nomination and development of the chief executive officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the company to achieve its objectives
- 4.2 The board should ensure that an appropriate compensation structure and performance evaluation are in place.
- 4.3 The board should consider its responsibilities in the context of the company's shareholder structure and relationships, which may impact the management and operation of the company.
- 4.4 The board should ensure the company has effective human resources management and development programmes to ensure that the company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

#### 5: Nurture Innovation and Responsible Business

- 5.1 The board should prioritise and promote innovation that creates value for the company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the company.
- 5.2 The board should encourage management to adopt responsible operations, and incorporate them into the company's operations plan. This is to ensure that every department and function in the company adopts the company's objectives, goals,



and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the company.

5.3 The board should ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the company to meet its objectives.

5.4 The board should establish a framework for governance of enterprise IT that is aligned with the company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the company's objectives.

## 6: Strengthen Effective Risk Management and Internal Control

6.1 The board should ensure that the company has effective and appropriate risk management and internal control systems that are aligned with the company's objectives, goals and strategies, and comply with applicable law and standards.

6.2 The board shall establish an audit committee that can act effectively and independently.

6.3 The board should manage and monitor conflicts of interest that might occur between the company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

6.4 The board should establish a clear anti-corruption policy and practices (including communication and staff training), and strive to extend its anti-corruption efforts to stakeholders.

6.5 The board should establish a mechanism for handling complaints and whistleblowing.

## 7: Ensure Disclosure and Financial Integrity

7.1 The board must ensure the integrity of the company's financial reporting system and that timely and accurate disclosure of all material information regarding the company is made consistent with applicable requirements.

7.2 The board should monitor the company's financial liquidity and solvency.

7.3 The board should ensure that risks to the financial position of the company or financial difficulties are promptly identified, managed and mitigated, and that the company's governance framework provides for the consideration of stakeholder rights.

7.4 The board should ensure sustainability reporting, as appropriate.

7.5 The board should ensure the establishment of a dedicated Investor Relations function responsible for regular, effective and fair communication with shareholders and other stakeholders (such as analysts and potential investors).

7.6 The board should ensure the effective use by the company of information technology in disseminating information.

## 8: Ensure Engagement and Communication with Shareholders

- 8.1 The board should ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.
  - 8.2 The board should ensure that the shareholders' meetings are held as scheduled, and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.
  - 8.3 The board should ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.
9. To set up the Company's vision and mission as well as review and monitor such vision and mission annually.
  10. The Directors will review the Company's compliance with its policies on good corporate governance at least once annually.
  11. A Code of Business Ethics will be prepared and disseminated so that all directors, executives and employees understand the ethical standards of the Company.

### **Authorities and Duties of the Chairman**

- (1) Oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the company's objectives.
- (2) Ensure that all directors contribute to the company's ethical culture and good corporate governance.
- (3) Set the board meeting agenda by discussing with the chief executive officer which important matters should be included.
- (4) Allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgement in the best interest of the company.
- (5) Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the board and management.

### **5.4 Board of Directors' Meetings**

- (1) The Board of Directors will be scheduled in advance each year with at least 4 meetings to be held per year. The agenda for each meeting will be clearly defined, such as the acknowledgement of the reviewed or audited financial statements, etc. The Chairman, President, and Directors will jointly consider the importance and necessity for inclusion of the other agendas. In case where the Board of Directors' meetings are not held every month, the Company will prepare a monthly report of its performance, which will be provided to every Director so that they can continuously monitor and control the performance of the management.
- (2) The Executive Committee will meet approximately once every month to review the Company's performance and management.
- (3) The various committees can hold meetings to approve on matters, within the power vested on them by the Board of Directors, with the Company Secretary acting as the coordinator.

- (4) Details of the meeting and supporting documents will be sent to each director in advance of the meeting date at least 5 working days. The documents will be concise, except where details of the agenda cannot be disclosed in writing, the confidential issue will be brought up for discussion during the meeting.
- (5) Non-executive directors can meet among themselves without the presence of the management team. The Company Secretary will act as the coordinator. The executive directors will be notified of the outcome of the meeting.
- (6) Directors can access additional information, under a prearranged condition, via the President, the Company Secretary or the Executive designated as a contact person.
- (7) At every meeting, top executives of the Company and other related persons, will be able to attend the board meetings to present information and details to support accurate and timely decision-making.
- (5) Minimum quorum for the board of directors resolution in a agenda should be two third of the total number of the board of directors
- (6) Directors should have attendance record at least 75% of the total meetings per year

#### **5.5 Self Assessment by the Directors**

The Board of Directors promotes assessment of the Board as a whole at least once a year so that its performance can be improved upon accordingly. Assessment will be made with clearly defined purposes and are divided into 2 parts as follows:

- (a) Assessment of how is each Board member carrying out his responsibilities; and
- (b) Assessment of how are the Board members carrying out their responsibilities so that the results could be discussed and plans can be adopted for continuous improvement.

#### **5.6 Self-Assessment of Sub-Committee**

The Board of Directors promotes assessment of the Sub-Committee as a whole at least once a year so that its performance can be improved upon accordingly. Assessment will be made with clearly defined purposes and are divided into 2 parts as follows:

- (a) Assessment of how is each Sub-Committee member carrying out his responsibilities; and
- (b) Assessment of how are the Sub-Committee members carrying out their responsibilities so that the results could be discussed and plans can be adopted for continuous improvement.

#### **5.7 Remuneration for Directors**

- (1) The Company provides appropriate compensation for the directors based on their scope of work and responsibilities in each committee. The Board of Directors will consider and approve the remuneration as appropriate.
- (2) Remuneration for the President and Executive Directors will be in accordance with the policy approved by the shareholders' meeting, including compensation in money term, bonus and other incentives.

- (3) The Compensation Committee will determine the remuneration and evaluate the performance of the President and Executive Directors, which will be proposed to the Board of Directors and shareholders for their consideration.
- (4) The President will determine the remuneration for the management and employees, which will be reviewed at least once annually. The proposed remunerations that are determined based on the Company's performance, employee's performance, years of employment, employee's capability, etc, will be submitted to the compensation committee, executive committee and Board of Directors for consideration.

## **5.8 Board, Management and Employee Training**

- (1) The Company encourages the Directors, executives and Company Secretary to attend seminars and training programs hosted by the Thai Institute of Directors, SET, SEC and the National Corporate Governance Committee as the knowledge gained can be put to beneficial use and will enable them to continuously improve their performances. The Directors must attend all development programs as required by the SET and SEC.
- (2) The Company will provide new directors with all documents and information useful for them in performing their duties, such as the Director's Handbook, annual statements (Form 56-1), annual reports (Form 56-2), minutes to the Board of Directors' and shareholders' meetings, the Company's good corporate governance policies, etc.
- (3) The Company will arrange for executives and employees to rotate their tasks as appropriate, based on their abilities, work assignment and timing. The President will determine the durations and judge the performances for use as the basis in preparation of the development and succession plans. This will increase the capabilities of the executives and employees and enables them take over each others' position when required.
- (4) The Company Board of Directors shall prescribe the requirement to avail the Executive Potential Development Plan in order to make the plan on the position Succession consisting of Chief Executive Officer, Executive Vice President and Senior Vice President by assigning the management do the plan and report to the board of directors annually.

## **5.9 Assessment of Performance of the Chief Executive Officer**

The Nominating Committee and the Compensation Committee shall recommend to the Board the criteria for assessing the annual performance of the Chief Executive Officer. The criteria are to reflect the Company's short – and long-term goals.

## **5.10 Communications with the Management**

The Board of Directors shall invite senior executives to attend its meetings to present information in relation to the agenda covering areas which such executives are responsible for. The objective is to allow the Board of Directors to be informed directly by the responsible executives of their views and opinions towards a particular subject. In addition, the executives will also have a chance to understand the Board of Directors' point of view.

The Board of Directors shall encourage meetings and exchange of ideas between itself and the senior executives on other occasions aside from the Board of Directors' meetings to foster better relationship and mutual understanding.

Directors may directly communicate with individual executives without intruding or interfering with the management's operation. However, the CEO should be notified in advance of such contracts.

## **Monitor and review**

### **Monitoring of Compliance**

All personnel of the Company including directors and executive management shall acknowledge and get to understand good corporate governance policy and this code of business ethics for use as guidelines in their work performance. The employees who ignore following this CG policy and code shall be investigated and get disciplinary punishment as appropriate, which may be to the extent of termination of employment and even legal action in case of illegal conduct.

This CG policy and code may not be prescribed to cover all possible cases. Therefore, if employee has any problem in making decision or conducting in the way that is not stated in this CG policy and code, he/she should first answer the following questions to himself/herself:

- Is the conduct rightful or not?
- Is it acceptable and able to be disclosed to the public or not?
- Will it impair the integrity or reputation of the Company or the employee himself/herself or not?

In case where the employee is still not sure if the conduct is rightful or cannot make decision, he/she may consult or enquire with supervisor of any level whom he/she trusts, or Senior Operating Officer of Human Resource and Administration Department or the Company Secretary or Directors, as the case may be.

### **Reviewing**

The Board of Directors and the Audit Committee will review its compliance to its policies on good corporate governance at least once annually.