

---

## Corporate Governance Policy

---

Amendment No. 3 (February 2025)

Singha Estate Public Company Limited

Conducted by	Company Secretary
Concurred by	Corporate Governance and Sustainable Development Committee
Approved by	Board of Directors

### Summary of Review / Revision Records

Date	Edition No.	Page No.	Details of Review / Revision	Person seeking a review / revision
6 July 2018	Original	-	-	-
20 January 2020	Original	-	2019 Annual Review	Company Secretary
18 December 2020	Original	-	2020 Annual Review	Company Secretary
7 January 2022	Original	-	2021 Annual Review	Company Secretary
27 January 2023	Amendment No. 1	4 - 11, 13, 20, 22, 25, and 27 - 33	<ol style="list-style-type: none"> <li>1. Meeting facilitation for the general meeting of shareholders</li> <li>2. Guidelines on shareholders engagement</li> <li>3. Structure of the Board of Directors</li> <li>4. Nomination and appointment of the Board of Directors</li> <li>5. Performance evaluation of the Board of Directors and subcommittees</li> <li>6. Remuneration determination and reviewal of succession</li> </ol>	Company Secretary

			plans for Chief Executive Officer  7. Corporate governance on conflict of interest  8. Others corporate governance	
5 January 2024	Amendment No. 1	-	2023 Annual Review	Company Secretary
27 February 2024	Amendment No. 2	9, 17, 35	1. Terms of officer of directors 2. Terms of directorship 3. Policy on security trading 4. Stakeholders (delete "analysts")	Company Secretary
28 February 2025	Amendment No. 3	18, 24 and 34	1. Roles and Responsibilities of the Chairman of the Board of Directors (Amendment to Meeting Notice Period from "7 Days" to "5 Business Days") 2. Meeting of the Board of Directors (Amendment to Meeting Notice Period from "7 Days" to "5 Business Days") 3. Report on the Company's Securities Portfolios	Company Secretary

	Table of Contents	Page
1.	Introduction	1
2.	Objective	1
3.	<a href="#">Scope</a>	1
4.	<a href="#">Glossary</a>	2
5.	<a href="#">Roles</a>	2
6.	<a href="#">Corporate Governance Practices</a>	3
6.1	Principle 1 Rights of Shareholders	3
6.2	Principle 2 Equitable Treatment of Shareholder	6
6.3	<a href="#">Principle 3 Roles of Stakeholders</a>	7
6.4	Principle 4 Disclosure and Transparency	12
6.5	Principle 5 Responsibility of the Board of Directors	14
6.5.1	<a href="#">Structure of the Board of Director</a>	14
6.5.2	<a href="#">Roles and Responsibilities of the Chairman of the Board of Directors</a>	18
6.5.3	<a href="#">Separation of Roles and Responsibilities between the Board of Directors and the Management</a>	19
6.5.4	<a href="#">Roles and Responsibility of the Board of Directors</a>	20
6.5.5	<a href="#">Approval Authority of the Board of Directors</a>	22
6.5.6	<a href="#">Meeting of the Board of Directors</a>	23
6.5.7	<a href="#">Nomination and Appointment of Directors</a>	24
6.5.8	<a href="#">Policy on Directorship in Other Company of the Senior Executives</a>	26
6.5.9	<a href="#">Company Secretary</a>	26
6.5.10	<a href="#">Subcommittees</a>	26
6.5.11	<a href="#">Performance Evaluation of the Board of Directors and Subcommittees</a>	28
6.5.12	<a href="#">Remuneration Determination of Directors and Chief Executive Officer</a>	30
6.5.13	<a href="#">Training and Learning Development of Directors and Executives</a>	30
6.5.14	<a href="#">Performance Evaluation of the Chief Executive Officer</a>	30
6.5.15	<a href="#">Orientation of New Directors</a>	31
6.5.16	<a href="#">Succession Plan for Chief Executive Officer</a>	31
6.5.17	<a href="#">Internal Control and Internal Audit</a>	32

Table of Contents	Page
6.5.18 <a href="#">Corporate Governance on Conflict of Interest</a>	32
6.5.19 <a href="#">Internal Information Usage Control</a>	34
6.5.20 <a href="#">Others Corporate Governance</a>	35
6.5.21 <a href="#">Corporate Governance of the Subsidiaries and Associate Companies</a>	37

## 1. Introduction

The Board of Directors of Singha Estate Public Company Limited (the “**Company**”) is committed to a transparent, fair, and accountable business conduct in strict adherence to the good corporate governance principles which enhances the Company’s competitive capacity and strengthens the confidence of all investors and stakeholders at domestic and international levels. Such practices are key drivers for the Company’s business success, sustainable growth, flexible adaptation under a changing business environment and good relationship with all stakeholders.

With the best attempt to include all relevant guidelines and practices issued by the Stock Exchange of Thailand, the Office of Stock Exchange Commission and Thai Institute of Directors, the Board of Directors contributed and formulated the Corporate Governance Policy to set the working standard for directors, executives and employees of the Company at all levels to strictly comply, and scheduled the revision at least once a year.

The Board of Directors encourages the constant communication, monitoring and supervising on the common understandings and compliance to the Corporate Governance Policy with believes and faiths among the directors, executives as well as employees of the Company, to create a good corporate culture that leads to consistent and sustainable growth.

## 2. Objective

To propound striving of the Board of Directors in encouraging the business to be complied with the good corporate principles, the Corporate Governance Policy and Guidelines on Corporate Governance Policy is set to guide the Company’s directors, executives and employees at all level on business management and operation.

## 3. Scope

This policy shall be adopted by all levels of the Company’s and its subsidiaries’ employees, including directors, executives and all stakeholders.

## 4. Glossary

Unless otherwise expressly defined herein, the words or terms defined in this Corporate Governance Policy shall have the following meanings:

Word or Phase	Meaning
Policy	Corporate Governance Policy
SET	Stock Exchange of Thailand
SEC Office	Office of Securities and Exchange Commission
Company	Singha Estate Public Company Limited
Subsidiaries	Limited companies that the Company directly/indirectly holds shares of more than 50 percent or is its controller.
S Group	The Company and its subsidiaries
Directors	Directors of the Company
Executives	Chief Executive Officer, first 4 executives succeeding Chief Executive Officer and every person holding the position equivalent to the fourth rank, including person holding executive position in Accounting or Finance Department whose rank is not lower than departmental manager. (Pursuant to the Definitions of the SEC Office)
Employees	The Company's and its subsidiaries' employees inclusive of full-time employees, special contractual employees and temporary employees

## 5. Roles

### 5.1 The Board of Directors

The Board of Directors understands and is aware of its roles and responsibilities to supervise, revise, and approve the Policy, including encouraging the business operation to be complied with good corporate principles, set communication and monitor directors, executives and employees at all levels as well as all stakeholders to acknowledge and strictly adhere to.

## 5.2 Corporate Governance and Sustainable Development Committee

Corporate Governance and Sustainable Development Committee has its roles and responsibilities to acknowledge and strictly comply with the Policy, to concur the Policy, including guiding, determining and reviewing other guidelines in relation to roles and responsibility under the Charter of the Corporate Governance and Sustainable Development Committee and in accordance with the good corporate governance principles.

## 5.3 Chief Executive Officer and executives

Chief Executive Officer and executives have their roles and responsibilities to acknowledge and comply with the Policy, operate the business under the good corporate governance principles and supervise to prevent and avoid any wrongful occurrences, including actions against corporate governance principles and Business Code of Conduct.

## 5.4 All employees

All employees have their roles and responsibilities to acknowledge and comply with the Policy, including related guidelines as specified in Business Code of Conduct.

# 6. Corporate Governance Practices

To encourage and reinforce knowledge and understanding of all directors, executives and employees of their obligations in performing their duties in compliance with the corporate governance practice. The Board of Directors has, therefore, defined the following guidelines to comply with the Policy:

## 6.1 Principle 1 Rights of Shareholders

The shareholders are entitled as the Company's owners to control it thru an appointment of the Board of Directors with an authority to make decisions on the significant operations of the Company on their behalf. The Company, therefore, shall respect the rights of the shareholders and provide equal treatments and benefits to all shareholders, including promoting the exercising and avoid violating or depriving the rights. The rights of the shareholders as mentioned include but not limited to the followings.

- Rights to purchase, sell or transfer the held shares in a free manner;



- Right of access to news, information, performance and administrative policies accurately, completely, sufficiently and in a timely manner
- Rights to receive profit sharing in the form of dividends;
- Rights to attend shareholders' meeting attendance, inquire, opine, recommendation and cast their votes on matters with significant impacts on the Company;
- Rights to the appointment and removal of directors;
- Rights to the concurrence of the external auditor appointment and audit fee determination; and
- Other rights as stipulated by laws and the Company's Articles of Association.

In addition, the Company has no shareholders agreement with significant impacts on itself and other shareholders, while having no policy on treasury stock.

The Company strongly encourages and facilitates the shareholders to exercise their rights to attend the shareholders' meetings by the following means:

1. The Company sets out its policy to encourage and facilitate the shareholders and institutional investors to fully exercise their rights to attend shareholder's meeting in any forms, avoid to hold the meeting close to public holidays, by way of physical meeting, which the venue shall be adequately accessible to public transports to facilitate the shareholders. In addition, the venue map shall be enclosed with the invitation. In holding the meeting via electronic means, the Company shall arrange the meeting in compliance with the relevant laws and ensure its convenient access.
2. The Company shall prepare the invitation to shareholders' meeting in Thai and English, indicating the meeting date, time and venue, including other details, i.e. meeting agenda with explanation of objectives, directors' opinions as well as information required for consideration of each agenda item and explanation of credentials of the rights to attend the shareholders' meeting. All these were mailed to all shareholders in advance pursuant to the laws on public limited companies and related regulations as stipulated by authority agencies and publicized on the Company's website in advance prior to the meeting date so that shareholders may have time to study and acquire sufficient, accurate and complete

information before casting their votes. The Company may announce the invitation on newspaper in Thai and English and/or any other advertisement according to the Company's Articles of Association and/or relevant laws for 3 consecutive days at least 3 days prior to the meeting in regard to announce the calling of the shareholders' meeting in advance.

3. The Company facilitates shareholders who unavailable to attend the meeting in person by appointing proxies or independent directors as proxies to attend the shareholder' meeting on behalf, whereby, the proxy forms shall be enclosed with the invitation to be chosen for casting votes, and shareholders may download Proxy Form A, Proxy Form B and Proxy Form C (foreign shareholder must appoint a custodian in Thailand) on the Company's website.
4. The Company allows institutional investors to pre-register for timesaving in documentation review on the meeting day and shall prepare stamp duty to facilitate shareholders and institutional investors appointing proxies to attend the meeting.
5. For physical shareholder's meeting, a barcode system shall be used to ensure the accuracy and convenience of the registration and vote-counting system. The registration shall be opened 2 hours before the meeting. For electronic shareholders' meeting, the Company shall determine the pre-registration period for shareholders who wish to attend the meeting 7 days in advance prior to the meeting date and shall open the meeting at least 1 hour prior to the commencement time. In addition, both physical and electronic meetings shall be remained open until the vote counting of the last agenda item was completed.
6. The Company shall invite an independent legal advisor to observe the vote counting process on each agenda item to ensure its accuracy and transparency as well as the Company's external auditor shall be invited to attend the meeting to provide answers on the Company's financial statements.
7. The chairman of the meeting shall allocate time and fully gave opportunities for the shareholders to express their opinions and make inquiries for each agenda. The

discussions shall be recorded in the meeting minutes for unattended shareholders for acknowledgement.

8. The Company shall disclose the resolutions of the shareholder's meeting as well as the voting results of all agenda items via the disclosure channel of the SET and on the Company's website within 9:00 a.m. of the next business day.
9. The Company shall complete the minutes of the shareholder's meeting within 14 days after the meeting date under the laws on public limited companies and submit to the SET and the SEC Office within 14 days thereafter the meeting date, including disclose such meeting minutes in Thai and English on the Company's website.

## **6.2 Principle 2 Equitable Treatment to the Shareholders**

It is the Company's policy to treat all shareholders with fairness, regardless of gender, age, skins color, race, nationality, religion, beliefs, or political views without discrimination against any group or individual shareholders. The Company sets its policy on shareholders' meeting convention that shall treat all shareholders equally and set up prevention measure on internal information usage of directors, executives and employees for the benefit of their own or their partisan unlawfully, detailed as follows;

1. The Company encourages all shareholders to propose meeting agenda items, nominate directors to be elected as directors of the Company, and submit queries in advance no less than 3 months before the annual general meeting of shareholders. Criteria and conditions shall be announced on the Company's website.
2. The chairman of the meeting shall conduct the meeting by the agenda and all matters in order outlined in the invitation to the meeting without adding any agenda items.
3. Prior to the commencement of the meeting, the Company shall inform the shareholders about the meeting process and voting procedure. Each shareholder shall have 1 voting right per 1 share. The vote counting result and resolution of each agenda item shall be informed to shareholders respectively.

4. The Company shall provide particular voting ballots on each of the agenda items. For agenda item with respect to election of directors, the vote casting shall be made on an individual basis to ensure transparency and auditability.
5. Directors and executives shall disclose their vast interest and their related persons to prevent conflict of interest that may occurred in the company's transaction, such director must refrain from participating in the agenda consideration.
6. Directors, executives and staff must neither use nor disclose unpublished internal information, or any essential information that may affect the securities price, for their own or related persons' benefit. In this regard, they shall abide the Securities Trading Policy on the Company's Directors, Executives and Employees.

### 6.3 Principle 3 Roles of Stakeholders

The Company prioritizes and respects the rights of all stakeholders concerning the Company's operation, namely shareholders (inclusive of investors), customers, employees, suppliers, business competitors, creditors, communities and societies, and environment. The Company prioritizes and respects the rights of all stakeholders concerning the Company's operation, namely shareholders (inclusive of investors), customers, employees, suppliers, business competitors, creditors, communities and societies, and environment. The Company has the key mission to strengthen the confidence and understanding among all stakeholders throughout its value chain which will lead the Company to sustainable development. To achieve such mission, the Board of Directors has emplaced policy on stakeholder engagement to set communication guidelines, including hearing and considering stakeholder's expectation via various channels under the following framework:

#### 1) Stakeholders under policy on stakeholder engagement

The Company classifies stakeholders as follows:

<b>Internal stakeholders</b>	1) Shareholders
	2) Employees
<b>External stakeholders</b>	3) Customers

	4) Suppliers
	5) Competitors
	6) Creditors
	7) Communities and societies
	8) Environment
	9) Government agencies

## 2) Guidelines on Stakeholder Engagement

### 2.1) Identification and Prioritization of the Stakeholders

The Company determines priority of stakeholders in each group by considering the degree of impact which the stakeholders are affected from the Company's operations and intensity of the dependency on such stakeholders.

### 2.2) Methods to Be Used for Engaging Stakeholders

The Company recognizes the priority of building engagement with each group of the Company's stakeholders, whereby the communication between the Company and each group of stakeholders has been set up on a regular basis to accurately and thoroughly acknowledge the needs, expectation and occurred issues. The Company forms a two-way communication with each group of stakeholders that is appropriate and accessible to all stakeholders and in an efficient way, i.e. meeting convention, communication via medias, independent survey and so on. In this respect, the Company adheres to be acceptive to all opinions from all groups of the Company's stakeholders without bias, as a result, the Company will be able to receive the complete information analyzable to further develop the Company's operational potential.

### 2.3) Identification and Classification of Material Topics

After receiving the information through its communication with stakeholders, the Company conveys findings from the said communication to form, analyze and indicate problem to classify the material topics by considering matters prioritized by the stakeholders, the Company's operational context, including condition and degree of impact such problem towards economy,

environment and society. The Company shall arrange a review of material topics on an annual basis to keep abreast of current circumstances.

#### **2.4) Development of Stakeholder Engagement**

The Company drives to continually develop the stakeholder engagement to enhance potential of activities between the Company and all stakeholders, in which the Company prioritizes on reviewing and examining activities and channels of stakeholder engagement, including material topics on an annual basis to drive each activity and communication channel to appropriately perform and generate the utmost benefits.

#### **2.5) Risk Management that may Occur from the Stakeholder Engagement**

Given that the stakeholder engagement may encounter discrepancy in some procedures resulted in misinterpretation of the information and disagreement, therefore, the Company places an importance on being widely acceptive to all opinions without bias and conducts a review for regular process development on shareholder engagement. The Company shall clarify the scope and objectives of each activity regarding stakeholder engagement, including straightening out the results and disclosing information in connection with such findings received from the communication between the Company and stakeholders by striving to create well understanding between the Company and stakeholders and all issues have fully been resolved and clarified.

In this respect, to facilitate the communication between the Company and stakeholders to perform to its highest potential, the Company discloses information throughout varies channels to suitably approach each group of the stakeholders.

### **3) Guidelines on Approaches towards Each Group of Stakeholders**

#### Shareholders

The Company shall treat all shareholders and investors with equality. The Board of Directors, executives, and all employees commit to working with integrity, transparency and fairness by taking into account the utmost benefit to the shareholders. They shall not engage in conflicts of interest, utilize inside information for the benefit of their own or their partisan, and shall not disclose confidential information to outsiders.

Moreover, the Company recognizes and respects the rights of all shareholders and investors, in having regular access to the complete and essential information regarding the Company's performance. Moreover, the Company recognizes and respects the rights of all shareholders and investors, in having regular access to the complete and essential information regarding the Company's performance. The Company shall publicize its operating results and essential information through various activities, such as quarterly investor meetings at the opportunity day event arranged by the SET, the investor relations webpage and overseas roadshow.

#### Customers

Apart from insisting on conditions, offers, and commitments given to its customers, the Company strives to maximize customer satisfaction by adhering to provide its customers with quality products and services to raise their standard of living. The Company shall also focus on details and creation of the "Best-in-Class" standard, differentiating from competitors by its distinctive design and superior services. It is determined to foster good and lasting relations with customers, ensuring the complete, accurate, and truthful communication of information and marketing with ethics, in order to prevent customers or the general public from misunderstanding the quality, prices, or conditions of sales or provision of services that are beyond reality. Additionally, the Company strictly stresses importance on retention of confidentiality and personal data protection in compliance with laws on personal data protection.

#### Employees

Employees are considered the most valuable resources of the Company. In this regard, the Company strictly complies with laws on labor protection and social welfare. It is committed to ensuring that all employees have a healthy work attitude, awareness of duties and responsibilities, pride and confidence in the organization as well as focusing on teamwork. The Company's core value and organization culture to be instilled in all employees is "PRIDE". The Company also encourages employees to take various trainings relevant and useful to work, including paying attention to employees' health by arranging annual physical check-ups for all employees, promoting safety and good work environment, and providing sufficient and suitable remuneration and welfare. In this regard, the Company shall determine the consideration of employees'

remuneration mainly based on the assessment of their performances, with linkage to the Company's short-term and long-term operating results, comparable to their industry peers.

#### Business Partners

The Company shall treat its suppliers with equality. The process for selecting suppliers and the procurement process shall be fair, transparent and environmentally sustainable, while systematically and effectively conducted under regulations and uprightness without demand, acceptance from, or payment of any benefits to suppliers. The Company shall focus on enhancing and maintaining healthy and sustainable relationships with suppliers, take account to common benefit and mutual trust, and strictly comply with business contracts, agreements, and other trade conditions. It shall maintain suppliers' confidentiality and does not exploit such information for personal or others' benefit unless there is consent given by the suppliers.

#### Business Competitors

The Company, under the Company's policy framework, commits to operating business in compliance with laws and regulations based on fairness and transparency; abstaining from seeking business competitors' confidentiality through dishonest and unlawful means; slandering business competitors; engaging in any false and unfair acts; and violating others' intellectual property rights.

#### Creditors

The Company strictly complies with loan covenants and agreements, including loan and guarantee conditions with creditors. It repays principles and interests on time and manages loans in compliance with its objectives, not abusing loans which may lead to negative impact to the Company. It is committed to loans management with maximum efficiency to assure creditors of its financial status and its positive repayment capability. In case the Company fails to comply with any given contractual condition, the Company shall urgently inform its creditors to jointly find a solution.

#### Society and Communities



The Company is well aware of the responsibility in society and communities, therefore, its business is conducted under the concept of collaborative value-creation between private sector and communities to ensure the Company's operation would not cause a negative impact towards the quality of lives within society and communities, including conserving the historical landmark and folk cultures committing to build quality society of the communities brings together with S Group pursuant to "Social Policy" under the Sustainable Development Policy.

#### Environment

The Company places emphasis on natural resources and environmental conservation considering the negative impact on the environment defiled by the business operation whether from land-based, water-based and air-based activities and encouraging conservation and restoration, including optimization of resources for the most benefits.

#### Government Sector

The Company attaches great important to public sector liaison on various matters related and necessary to S Group's business operations in efficiently achieving it objectives, therefore, S Group pays attention to accuracy and completeness of the information disclosed or proposed to competent government agencies along with emphasizes S Group's coordinator to laisse with the government agencies with transparency and corruption-free.

### **6.4 Principle 4 Disclosure and Transparency**

The Board of Directors recognizes the important of information disclosure including news, data and other medias of the Company, both financial and non-financial, to the shareholders, investors, analysts, mass media, and stakeholders in an equal manner with accuracy, adequacy and in accordance with the related laws, roles and regulation. Respecting the right of equal access for all parties, the Company has therefore prepared regular disclosure of information in Thai and English through various communication channels, i.e., system for disclosure of news and information of the SET, annual report (Form 56-1 One Report), meeting with investors and analysis through events, the Company's website and etc.

The Company shall strictly follow regulations on disclosure issued by the SET, the SEC Office and/or any other relevant competent agencies. The information disclosed to the public shall consist the followings:

- (1) Financial statements and operating performance;
- (2) A report on the Board of Directors' responsibility for financial statements and the auditor's report disclosed in the Company's annual reports;
- (3) A securities holding report / report on changes in shares holding of the Company;
- (4) The roles and duties of the Board of Directors and subcommittees, the number of their meetings, and individual directors' meeting attendance records;
- (5) Directors' remuneration policy, including the form and amount of remuneration received by individual directors;
- (6) Corporate Governance Policy and charters of the Board of Directors and subcommittees;
- (7) Other relevant information, including the Company's vision, mission, risk factors, shareholding structure, nature of business, internal control, connected transactions and legal disputes; and
- (8) Information about the acquisition/disposal of assets and connected transactions, and others.

The Board of Directors shall lay down the rule on the Report of Interest made by the Company's directors and executives, including their connected persons, which it must be files on a yearly basis and upon changes or quarterly basis, to the Company. However, the Report of Interest shall be kept as an internal information.

To prevent conflicts of interest, the Board of Directors has defined the criteria for the reports on directors' and executives' vested interests to be annually conducted along with quarterly reports of subsequent changes, the information of which shall be kept for internal use only. Strictly adhering to Policy on Information Disclosure and good corporate governance principles of the Company, the Company assigns Investor Relations Department to represent the Company in communicating and providing accurate information as well as exchanging opinions with,

shareholders, institutional investors, securities analysts, and various stakeholders, whereby the communication and disclosure of such information shall be in accordance with the Company's Policy on Information Disclosure and the corporate governance practices.

## **6.5 Principle 5 Responsibility of the Board of Directors**

The Board of Directors is considered to protect the best benefit of the Company for the shareholders and to act independently from the management. The directors shall bear the fiduciary duty, honesty on their contribution, and conduct the Company's business in compliance with laws, objectives, goals, the Articles of Association, the Board of Directors' and shareholders' resolutions.

The Board of Directors shall be considered as the shareholders' representative to supervise the business for the utmost benefits of the Company and independent from management, and shall perform its duties with responsibilities, carefulness, royalty and in accordance with the laws, the Company's objectives, goals and Articles of Association, including the Board of Directors' and shareholders' resolutions.

### **6.5.1 Structure of the Board of Directors**

#### **1) Composition of the Board of Directors**

- The Board of Directors comprises of at least 5 directors, at least one-third of the total directors but no less than 3 persons must possess full qualifications of the independent director, and not less than half of the total directors shall reside in the Kingdom of Thailand;
- The Board of Directors comprises of diversified structure (Board Diversity) considering knowledges, competencies, experiences that will be benefits to the Company regardless of gender, age, religion, race, ethnic or birth place;
- The Board of Directors shall nominate any director to preside as a chairman and may elect other directors to be a vice chairman or other position in the Board of Directors as deemed appropriate. The vice chairman shall perform its roles pursuant to the Company's Articles of Association and chairman's assignment.

- Chairman of the Board of Directors shall neither be entitled the chairman of the Executive Committee nor Chief Executive Officer for an explicit roles and responsibilities of each position, separation of powers with checks and balances.
- Chief Executive Officer shall be appointed as director in the Company's Board of Director ex officio.

## 2) **Qualifications of Directors**

- Must be properly qualified and without forbidden characteristics specified in laws on public limited companies including laws on securities and exchange, and must not have characteristics indicating a lack of appropriateness of trustworthiness in managing business whose shares are held by public shareholders under the announcement of the Securities and Exchange Commission;
- Must be knowledgeable, competent, skillful and experienced in fields useful to the Company's business, including able to fully devote their time to their duties regardless of gender, nationality, religion, age and other fields of expertise; and
- Have leadership and be capable of efficiently and effectively supervising the management's operation.

## 3) **Qualifications of independent directors**

The independent directors must possess qualifications required by the Capital Market Supervisory Board and must be able to protect the benefits of all shareholders equally in order to avoid conflicts of interest. Moreover, they must also be able to independently express their opinions at the Board of Directors' meetings. The Company has set out the qualifications of independent directors, as follows:

- (1) Holding no more than 0.5 percent of the total voting shares of the Company, parent companies, subsidiaries, associate companies, major shareholders, or its controllers; for this purpose, shares held by related persons of such independent directors are to be included;

- (2) Neither being nor not having been an executive director, employee, staff, salaried consultant, or controlling persons of the Company, parent companies, subsidiaries, associate companies, same-level subsidiaries, major shareholders, or the Company's controlling persons, unless foregoing status has ended for not less than 2 years;
- (3) Not being a blood-related person or legal registration as father, mother, spouse, sibling, or child, including the spouses of the children of the directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives, or controlling persons of the Company or its subsidiaries;
- (4) Not having business relationship with the Company, parent companies, subsidiaries, associate companies, major shareholders, or the Company's controlling persons in a manner which may interfere with his/her independent judgment; neither being nor have been a strategic shareholder, or controlling person of any person having business relationship with the Company, parent companies, subsidiaries, associate companies, major shareholders, or controlling persons, unless foregoing status has ended for not less than 2 years.

Subject to business relationship specified in the first paragraph, including any normal business transaction, leasing or being leased of property, asset-related or service-related transactions, or financial assistance provided or received through receiving or extending loans, guarantee or provision of assets as loan collateral or any actions in the same manner resulting in obligations to the Company or relevant parties, one against another, to be responsible to at least 3 percent of its net tangible assets or THB20 million upwards (whichever is lower). The calculation of such debts is to follow the method of calculating the value of connected transactions pursuant to the notifications of the Capital Market Supervisory Board on the criteria for engaging in connected transactions mutatis mutandis. However, in the consideration of such debts, they are incorporated debts incurred during the year before the business relationship date with the same person;

- (5) Neither being nor having been an auditor of the Company, parent companies, subsidiaries, associate companies, major shareholders, or controlling persons of the Company, and not

being a strategic shareholder, controlling person, or partners of an auditing firm of which the auditor of the Company, parent companies, subsidiaries, associate company, major shareholder, or controlling person of the Company, is a member, unless foregoing status has ended for not less than 2 years;

- (6) Not being nor having been any professional advisor, including legal advisor or financial advisor who receives service fees exceeding to THB2 million per annum from the Company, parent companies, subsidiaries, associate companies, major shareholders or controlling persons, and not being a strategic shareholder, controlling person, or partners of such professional advisors, unless foregoing status has ended for not less than 2 years;
- (7) Not being a director appointed as a representative of the Company's directors, major shareholders, or shareholders related to the Company's major shareholders;
- (8) Not engaging a business having the same nature and significantly competitive with businesses of the Company and its subsidiaries; nor being key partner in partnership; nor being executive director, employee, staff, salaried consultant, nor holding shares exceeding 1 percent of total voting shares of other companies which engages in the business in the same nature and competitive with business of the Company and its subsidiaries; and
- (9) Not possessing any characteristics disabling the expression of independent opinions with respect to the Company's business operation

#### 4) **Terms of officer of directors**

- The Company's directors shall serve the office no longer than 3 years each term and may be re-elected as the Company's directors for another term;
- At every annual general meeting of shareholders, at least one-third of the directors, or the number nearest to one-third if the number is not a multiple of three, shall retire from office;
- A director who are due to retire by rotation in the first year and the second year after the registration of the Company shall be determined by drawing lots. In subsequent years, any

directors who have remained in office for the longest term shall retire. A retiring director may be eligible for re-election for another term; and

- Independent directors of the Company shall serve up to 9 consecutive years, unless the Board of Directors (through endorsement and consideration of the Nomination and Remuneration Committee) deems that the knowledge, experience and competency of such independent directors are necessary and beneficial to the Company's business operation, as well as being able to perform duties and opine in an independent manner.

#### 5) Limiting number of listed companies to serve as directors

To ensure their full dedication of time for efficient duties to optimize the Company's utmost benefit, the Charter of the Board of Directors requires that directors are limited to hold directorship in no more than 5 listed companies, where the directorship in the Company is included

#### 6.5.2 Roles and Responsibilities of the Chairman of the Board of Directors

The Board of Directors shall elect a director among themselves to act as the Chairman and leader of the Board of Directors. The Chairman of the Board of Directors shall not be the same person with the Chairman of the Executive Committee to undertake the following roles:

- To preside over and call the Board of Directors' meetings by assigning the Company Secretary to issue invitation to the said meeting with no less than 5 business days prior to each meeting so that the directors may have sufficient time to study, deliberate, and make proper decisions at each meeting;
- To set meeting agenda on consultation with Chief Executive Officer;
- To efficiently control meetings, and to ensure sufficient time for the management to present supporting information for decision-making; in addition, to encourage and allow directors to make inquiries and express opinions and free discretion, including controlling issued to be discussed and summarizing resolutions of the meetings;
- To encourage the directors to attend the shareholders' meetings;
- To play a key role in encouraging and promoting directors' efficient performance and conformance to corporate governance and undertake any matters under their duties and

responsibilities required by applicable laws, including promoting good relationship among the Board of Directors and the management; and

- To communicate crucial information with the Board of Directors.

### **6.5.3 Separation of Roles and Responsibilities between the Board of Directors and the Management**

The Company has clearly segregated the roles, duties and responsibilities of the Board of Directors and the management for an explicit performance of each position, checks and balances, and cross-checking of their performances together with efficient and transparent management practices. Details are as follows:

**The Board of Directors** plays a key role in defining directions, policies, and business strategies for maximum returns of investment and the utmost benefit of shareholders. The Board of Directors is also responsible for supervising and monitoring the performance of the management to ensure conformity with such policies and strategies, including complying with laws, corporate objectives, the Company's Articles of Association and resolutions of shareholders' meeting.

**The management** is responsible for managing the Company's businesses to achieve goals and be in line with the business directions, policies, and strategies defined by the Board of Directors; and managing routine works and businesses to ensure smooth operations.

**The Chairman of the Board of Directors**, as the leader of the Board of Directors, takes important roles in supervising and promoting the director performance to be complied with laws, the corporate governance principles and etc.

**The Chairman of the Executive Committee** is authorized to supervise the operation to be conformed to policies defined by the Executive Committee, and in compliance with laws, corporate objectives and the Company's Articles of Association, including resolutions of the Board of Directors' and shareholders' meetings.

**Chief Executive Officer (CEO)**, as the head and leader of the Company's executives, is assigned by the Board of Directors to perform day-to-day business duties for the Company by strictly and honestly administering tasks with integrity under the business plans and budgets approved by the



Board of Directors for the utmost benefits of the Company and its shareholders. Chief Executive Officer shall not engage in vested interests or conflicts of interest with the Company and its subsidiaries.

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

The Board of Directors has its roles and is responsibilities as follows;

- (1) To perform duties within the scope of laws, the Company's objectives and regulations, and resolutions of the Board of Directors' and shareholders' meetings with a duty of loyalty, duty of care, accountability, and ethics with due regard for the interests of shareholders in an equitable way;
- (2) To determine the Company's corporate objectives, goals, vision, and strategies annually, including setting various business plans and annual budgets of the Company as well as review and approve the Company vision, mission or corporate strategies in an annual basis;
- (3) To follow up on operations of the Company to ensure that operations are effectively and efficiently performed in line with the Company's policies and strategies including business obstacles and problems that may occur are tackled in a timely fashion as well as supervise the sufficiency of financial liquidity and debt paying ability;
- (4) To define and amend the Company's authorized signatory pursuant to the Company's Articles of Association and relevant laws;
- (5) To consider and approve significant matters according to scope of duties and responsibilities of the Board of Directors and in accordance with the applicable laws and the Company's Articles of Association, including investments with the value of exceeding THB1,000 million;
- (6) To consider and appoint chairman and members of the subcommittees, including the chairman of the Executive Committee to support the works under the responsibility of the Board of Director as deemed appropriate and necessary, whereby the Board of Directors

- has a duty to monitor the performance of the subcommittees and the Executive Committee on a regular basis;
- (7) To consider and appoint a qualified person to serve as Chief Executive Officer to fill the vacancy;
  - (8) Independent directors shall freely exercise their discretion in defining strategies, execution, resource consumption, director appointment, and setting of business standards. They must be encouraged to object any actions by the management or other directors if they disagree with matters affecting the equitability of all shareholders;
  - (9) To arrange for information disclosure to shareholders and all stakeholders in an accurate, complete, transparent, credible, timely, and equitable manner;
  - (10) To ensure implementation of credible accounting, financial reporting, and audit systems and to ensure efficiency and effectiveness of the processes of assessing the suitability of internal control and internal audit, together with financial reporting and monitoring;
  - (11) To provide an appropriate and effective risk management process to assess, monitor and manage significant aspects;
  - (12) To appoint a company secretary to manage the Board of Directors' activities and ensure compliance with laws and related requirements on the part of the Board of Directors' duties;
  - (13) To formulate Business Code of Conduct for directors, executives and employees to adhere to as well as setting up as the Company's business operation standard;
  - (14) To ensure the business operates with the adherence to good corporate governance principles and encourage the communication with the Company to acknowledge and strictly comply;
  - (15) To provide a clear and transparent processes for connected transactions;
  - (16) To ensure a certain reporting process of the Audit Committee to the Board of Directors; in the event the Audit Committee encounters suspicious of certain actions that can significantly affect the Company's financial position and performance, the Board of

Directors must take corrective actions within an appropriate time frame as the Audit Committee deemed appropriate;

- (17) To determine succession plans of the Company's senior executives;
- (18) To review and amended policies and significant business plans to be in accordance with current situation on a regular basis;
- (19) To review and amend the charter of the Board of Directors to ensure its alignment with current circumstance;
- (20) To engage consultant(s) to provide professional views or recommendations on the Company's business;
- (21) To undertake any actions with respect to the Company's business as assigned by the shareholders; and
- (22) The Board of Directors may assign independent directors to determine business operations of the Company, parent companies, subsidiaries, associate companies, associate companies in the same level major shareholders, or its controllers, whereby such determination may be a collective decision.

#### **6.5.5 Approval authority of the Board of Directors**

Although the Board of Directors has decentralized authority to subcommittees, Chief Executive Officer and senior executives, it has reserved its authorization over certain matters, including:

- Corporate strategies, business plans and budgets
- Capital expenditure and expenses which exceed the authority of the Executive Committee
- Strategic investments in new businesses and divestments
- Significant policies
- Material contracts
- Material litigation
- Dividend policy

The Board of Directors appoints subcommittees, namely the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Executive Committee and the Corporate Governance and Sustainable Development Committee to support its performance which the scopes of authority are clearly stated in the charters of each subcommittee. The subcommittees shall present the performances report on a quarterly basis.

#### **6.5.6 Meeting of the Board of Directors**

- The Board of Directors' meeting shall be held at least once in every 3 months and may schedule an extraordinary meeting if necessary. In this regard, the Board of Directors shall schedule meetings to be held for the entire year in advance to ensure that all directors are able to devote their time for the meetings in unison;
- If any probable cause or for the benefit of the Company, at least 2 directors are entitled to jointly request the Chairman of the Board of Directors to convene the Board of Directors' meeting. The Chairman of the Board of Directors or any designated person shall schedule the meeting within 14 days from the date of the request;
- The Chairman of the Board of Directors shall concur the meeting agenda with the advice from the Chief Executive Officer and the Company Secretary, or any agenda proposed by other directors in advance prior to the meeting date;
- At the Board of Directors' meeting, the quorum requires at least half of the total number of directors to present at the meeting. The Chairman of the Board of Directors, therefore, acts as the chairman of the meeting. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duty, he/she may designate the Vice Chairman (if any) to take his/her place. In the case that the Vice Chairman is absent or unable to perform his/her duty, any directors attending the meeting shall among themselves elect any one of them to preside over the meeting;
- Any resolutions to be considered at the Board of Directors' meeting requires a majority vote from the meeting. In the case of a tie vote, the chairman of the meeting shall have a casting vote. Any director who has an interest in any resolution shall not be entitled to vote on such resolution;

- The Company Secretary shall prepare the invitation to the Board of Directors' meeting outlining matters to be discussed at the meeting, together with the meeting materials, and deliver to all directors at least 5 business days prior to the meeting date to ensure directors have sufficient time to study the materials therebefore each meeting. Except for an urgent case for the Company's interest, the invitation to the Board of Directors' meeting may be tendered to be held by other means and give a shorter notice period;
- During the meeting, the chairman of the meeting shall encourage and allow directors to make an inquiry and express opinions and free discretion, assure that senior executives or concerned management to participate in the meeting to provide information or explanation of related issues, and control the meeting to be briefed and completed in the time allotted;
- Any director has vested interest in any matters, the chairman of the meeting shall request the director with vested interest to identify himself/herself and abstain from voting or leave the meeting until the end of consideration of such matter;
- Non-executive directors shall separately meet in the absence of executive directors and the management at least once a year to discuss or exchange their views on any issues related to their responsibilities; and
- The Company Secretary shall ensure the meeting minutes are composed and completed within 14 days thereafter the meeting, and then proposed to all directors for consideration. The meeting minutes shall completely and clearly include details of proposals, discussion at the meeting and resolutions. The meeting minutes together with discussion materials shall be systematically filed.

#### **6.5.7 Nomination and Appointment of Directors**

- 1) The Nomination and Remuneration Committee shall be responsible for the recruiting and selection a qualified person to propose for nomination at the Board of Directors' meeting or shareholders' meeting according to the Company's Articles of Association.

- 2) The Nomination and Remuneration Committee annually reviews the directors' skills and characteristics together with the overall composition of the Board of Directors conforming to the Company's business strategy comparing to current and future business direction; and set out the board skill matrix and the nomination criteria to consider the necessary skills which are still lacking in the Board of Directors and determine the nomination criteria on an annual basis. In such reviews, the Nomination and Remuneration Committee also ensure that the Board of Directors has the diversity, appropriate competency as well as equipping with skills, experiences, knowledges, expertise, independency regardless of age, gender, religion, race, ethic, nationality and origin which would limit qualifications of the Company's director.
- 3) In the case that nominating the retiring director to be re-elected for another term, the Nomination and Remuneration Committee shall consider several factors, including performance, historical records of meeting attendance and participation, and support given to activities of the Board of Directors.
- 4) For director nomination, the Nomination and Remuneration Committee shall consider through the following sources:
  - (1) An opportunity that allows the shareholders to nominate directors during at least a 3-month period before each annual general meeting of shareholders according to the criteria and terms announced on the Company's website.
  - (2) Recommendation from the Company's executives, directors, and reliable external sources, including director pool obtained from Thai Institute of Directors.
  - (3) Recommendation from professional search firms.
  - (4) Nomination of qualified person by the Company's directors
- 5) Nomination of director shall be in accordance with applicable laws, the Company's Articles of Association and other related regulations, through a transparent and explicit procedure by the Nomination and Remuneration Committee.

- 6) In case director retire by rotation, the appointment of the director requires a resolution of the shareholder' meeting passing by a majority vote of shareholders attend and cast a vote, in case of a tie vote, chairman of the meeting shall have a casting vote.
- 7) In case director office becomes vacant due to any reasons other than the retirement by rotation, the Board of Directors shall consider and appoint a person equipped with appropriate qualifications not having prohibited characteristics stipulated by laws as a director in replacement in the consecutive Board of Directors' meeting. Unless the term of the vacant director office remains less than 2 months, such director shall entitle to hold an office only for a period of remaining term of director office. The appointment of the director in replacement of the vacant director office requires a resolution of the Board of Directors' meeting passing by an affirmative vote of not less than three-fourths of the total remaining directors.

#### **6.5.8 Policy on Directorship in other Company of the Senior Executives**

Chief Executive Officer may serve as a director in other company only if it does not deteriorate his/her duties and responsibilities to the Company and is neither the same type of business nor a trade competitor. Prior to taking such position in other company, s/he must be approved to do so by the Company's Board of Directors.

#### **6.5.9 Company Secretary**

The Board of Directors shall appoint a qualified person as deemed appropriate to be the Company Secretary to perform legal duties with respect to preparing and filing important documents, such as director roster, the invitation to the Board of Directors' meetings, minutes of the Board of Directors' meetings, minutes of the shareholders' meetings, and annual reports, including maintaining reports on vested interests filed by the directors, and executives as well as holding the Board of Directors' and shareholders' meetings. Moreover, the Company Secretary shall provide legal recommendations in compliance with applicable laws and regulations for the Board of Directors, oversee the Board of Directors' activities, including coordinating and monitoring compliance with the resolutions of the Board of Directors' and shareholders' meetings in an accurate and complete manners.

#### 6.5.10 Subcommittees

The Board of Directors' duties and responsibilities are delegated to 5 subcommittees, namely the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee, and the Executive Committee, to lighten its loads and duties in each aspect by clearly specifying the scope of duties and responsibilities in the charter of each committee.

- 1) Audit Committee consists of at least 3 independent directors equipped with qualifications of independence under the notification of the Security and Exchange Committee. In this respect, at least 1 of them must possess adequate expertise and experience to review the creditability of financial statements. The Audit Committee shall be responsible for auditing the Company's operation including effectiveness of internal control and internal audit to ensure that each business unit of the Company operate business with efficiency and legitimacy including pursuant to regulations and ethical standard, moreover, the financial report must be accurately formulated in line with relevant standards and regulations with no conflict of interest. Therefore, additional details of the scope of duties and responsibilities of the Audit Committee shall be specified in the Charter of the Audit Committee.
- 2) Nomination and Remuneration Committee consists of at least 3 members, and no less than half of them must be independent directors. Its members must not be the same person with the Chairman of the Board of Directors or Chief Executive Officer. The Nomination and Remuneration Committee shall be responsible for setting out nomination criteria and process to serve as a director, member of subcommittees and Chief Executive Officer as well as nominating a qualified person in accordance with the stipulated nomination criteria, consider the remuneration criteria of directors and Chief Executive Officer the remuneration scheme. In this respect, additional details of the scope of duties and responsibilities of the Nomination and Remuneration Committee shall be specified in the Charter of the Nomination and Remuneration Committee.



- 3) Risk Management Committee consists of at least 3 members whereas among 2 directors shall be independent directors and Chief Executive Officer shall be a Risk Management Committee member ex officio. The Risk Management Committee shall be responsible for setting up the policies and risk management scope as well as monitoring the adoption of such policies through-out the company in order to minimize the risk factors of the Company's business from both internally and externally with suitable methods. Therefore, additional details of the scope of duties and responsibilities of the Risk Management Committee shall be specified in the Charter of the Risk Management Committee.
- 4) Corporate Governance and Sustainable Development Committee comprises of not less than 3 members. The Corporate Governance and Sustainable Development Committee shall oversee the Company's sustainable development and ensure that the business direction, policies and strategies of the Company integrate the concept and matters towards the sustainable development as well as ensure a clear guideline to deliver sustainable value to all shareholders and stakeholders. Therefore, additional details of the scope of duties and responsibilities of the Corporate Governance and Sustainable Development Committee shall be specified in the Charter of the Corporate Governance and Sustainable Development Committee.
- 5) Executive Committee comprises of at least 5, but not exceeding 10 members. The chairman of the Executive Committee shall neither be the chairman of the Board of Director nor Chief Executive Officer who, is entitled to the member of Executive Committee ex officio. The Executive Committee shall be responsible for managing and control the Company's operations to be in accordance with business directions, policies and strategies as assigned by the Board of Directors. Therefore, additional details of the scope of duties and responsibilities of the Executive Committee shall be specified in the Charter of the Executive Committee.

#### 6.5.11 Performance Evaluation of the Board of Directors and Subcommittees

The Board of Directors shall conduct an annual performance evaluation of itself and subcommittees on a collective basis and an individual basis which will result in a complete scope

for monitoring performance and ensuring the Board of Directors and subcommittees performance are in line with its charters and in good practices in a complete and effective manners, so as to improve the Board of Directors' performance and to review problems and obstacles during the past year.

The Company has devised the self-assessment forms for the Board of Directors and subcommittees aligning with the guidelines of regulatory agencies by annually adapting and reviewing such guidelines into the nature of business and structure of the Board of Directors and sub-committees, where the said assessment forms comprise the 2 following sets:

- 1) The Board of Directors and subcommittees performance self-assessment conducted on the collective basis; and
- 2) The Board of Directors' self-assessment conducted on the individual basis.

Criteria for Evaluation Includes the Following Essential Points:

- 1) The Board of Directors' and subcommittees' structure and qualifications;
- 2) The Board of Directors' and the subcommittee's meetings;
- 3) Roles, duties and responsibilities of the Board of Directors and subcommittees; and
- 4) Other matters, such as relationship with the management, directors' and executives' self-development

Scoring In each of the topics, five levels of score are assigned:

0 = totally disagree or no action has been taken

1 = disagree or a few actions has been taken

2 = agree or reasonable action has been taken

3 = rather agree or good action has been taken

4 = totally agree or there has been excellent undertaking

Evaluation Process

The Board of Directors' performance assessment form shall be agreed and reviewed by the Nomination and Remuneration Committee, then it is proposed to the Board of Directors for approval. At the end of the year, the Company Secretary shall then distribute copies of the said assessment form to all directors to be evaluated and handed in. The results of the assessment will be processed and summarized to propose to the Nomination and Remuneration Committee for determining the directors' remuneration each year. Further, the results of the assessment will be proposed to the Board of Directors for acknowledgment and for discussion for future improvement.

#### **6.5.12 Remuneration Determination of Directors and Chief Executive Officer**

The Board of Directors delegates the Nomination and Remuneration Committee to consider and determine policy and criteria of the remuneration payment and rate for directors and subcommittees' members which shall be explicit, just, reasonably, responding to the duties and operating result in short and long term, motivative and comparable to other companies in the same industry. The draft shall then be proposed to the Board of Directors and approved by the annual general meeting of the shareholders.

The Board of Directors shall delegate, in regard of the remuneration of the Chief Executive Officer, the Nomination and Remuneration Committee to assess the performance and designate the appropriate remuneration both short term and long term in an annual basis, in line with the assessment result and the Company's operating result in each year.

#### **6.5.13 Training and Learning Development of the Directors and Executives**

To enhance the performance of the Board of Directors, the Company encourages directors, executives and employees whose work relate to the corporate governance, to attend trainings or seminars that are beneficial to their tasks, offered by the relevant organization; for example, Thai Institute of Directors (IOD), the SET, Thai Listed Company Association, etc. The Company shall submit the schedule containing details of the courses to all directors and be responsible for the expense on that regards. This is to allow the continuous improvement of work and bring about development of the Company.

#### **6.5.14 Performance Evaluation of Chief Executive Officer**

The Nomination and Remuneration Committee shall consider, approve and review an annual performance evaluation form of Chief Executive Officer, and to conduct the performance evaluation. In each year, the Nomination and Remuneration Committee and Chief Executive Committee shall mutually determine performance goals in advance and conduct the performance evaluation of Chief Executive Officer with reference to such goals. The Nomination and Remuneration Committee, then, annually determines remuneration of Chief Executive Officer in consideration of the results of the performance evaluation and the Company's performance, where the remuneration shall be incentivized and comparable to industry peers.

The criteria for evaluating performance of Chief Executive Officer shall be divided into:

Part 1 Corporate KPIs of the Company and policies that the Board of Directors has prioritized; and

Part 2 Evaluation of management function

Part 3 Development of Chief Executive Officer and other suggestions

#### **6.5.15 Orientation of New Director**

In the case the new director is appointed, the Company shall organize the new director orientation, where Chief Executive Officer and/or the senior executives discourse the new director on business operations, business directions and other information deemed necessary and beneficial for its functions during his/her directorship. The documents with respect to key information, such as nature of business, business structure, management structure, business directions and strategies, charters of the Board of Directors and/or relevant subcommittees, manual of listed Company directors, manual of independent directors, and other manuals related to serving on subcommittees (if applicable) shall be prepared for new directors.

#### **6.5.16 Succession Plan for Chief Executive Officer**

The Board of Directors shall assign the Nomination and Remuneration Committee, jointly with Head of Human Capital Department, to prepare a succession plan for Chief Executive Officer to ensure business continuity if the position becomes vacant by selecting a person equipping with knowledges, skills, appropriate qualifications and experiences beneficial to the Company's

operations from either inside or outside the Company. The Nomination and Remuneration Committee shall be responsible for regularly reviewing such succession plan, including formulating tracking progress of succession plan, potential development plan and assessment at least once a year

The Board of Directors assigns Human Capital Department to develop succession plans for senior executives and puts in place a system for personnel development for preparation to assume such positions.

#### **6.5.17 Internal Control and Internal Audit**

The Company shall pay a great attention to the efficiency and effectiveness of its operations, the accountability and accuracy of its financial report as well as compliance with applicable laws, rules and regulations. To this end, the Company established Internal Audit Department, to sets up efficient internal control and internal audit systems across the organization. It also arranges for the annual assessment of the adequacy of the internal control system. The assessment covers the 5 following criteria:

- 1) Control environment
- 2) Risk assessment
- 3) Control activities
- 4) Information and communication
- 5) Monitoring activities Internal control in the organization

Thus, the Board of Directors appoints and designates the Audit Committee to verify the Company's operations and review efficiency of internal control and internal audit.

#### **6.5.18 Corporate Governance on Conflict of Interest**

The Board of Director shall ensure that the Company commands a clear and transparent process of connected transactions and strictly complies with the criteria, methods, and disclosure of connected transactions as required by applicable laws or the regulators, the details of policy and practices on the Company's conflict of interest supervision are as follows:

- **Report of conflicts of interest:** To comply with the relevant notifications of the Capital Market Supervisory Board regarding the report on conflict of interest of directors, executives, and other related persons, the Board of Directors has approved the criteria for preparing report on conflict of interest of which directors and executives shall be responsible for reporting vested interest of them and their related persons annually and any changes to be reported quarterly. The Company Secretary shall be responsible for compiling and filing copies of such report to the Chairman of the Board of Directors and the Chairman of the Audit Committee for acknowledgement within 7 business days thereafter the date of receipt. The information, therefore, shall be kept for internal use only.
  
- **Reports of the Interests:** According to the notification of the Capital Market Commission no. Tor Jor. 2/2552 on the reports of interests of directors, executives and related persons, the Board of Directors shall approve the standard of reports of interests, of which the directors shall prepare and submit the reports of interests of the directors and their related persons on a yearly basis. Any change in the report must be reported by quarter. The Company Secretary shall collect the reports of interest and submit the copies to the Chairperson of the Board of Directors and Chairman of the Audit Committee within 7 days after the receive for their acknowledgement. The reports shall be kept and treated for the internal use only.
  
- **Consideration of Entering into Connected Transactions and/or Related Party Transactions:** In deliberating connected transactions and/or related party transactions, the Company and subsidiaries shall comply with the relevant laws, notifications or regulations thereof. The director(s) or executive(s) with vested interests shall not be allowed to participate in the consideration process and entitle to approve the said matter. The chairman of the meeting shall request the director with vested interested to identify himself/herself and abstain from voting or leave the meeting until the end of consideration of such matter. It is the Company's policy to engage in any transactions with connected parties and/or related parties on an arm's length basis, namely at the market price and in the normal course of business, with primary regard for the best interests of the Company. In addition, the Board of Directors has stipulated Connected Transaction Policy as guidelines on entering into connected transaction of the Company and subsidiaries with transparency and abstain from conflict of interest including ensuring that such transaction shall

be conform to and in accordance with relevant laws. In case such connected transaction potentially to be considered as the related party transaction or transaction with related person or company prescribed under the accounting standards of Thailand Federation of Accounting Professions, the Company shall also proceed and comply with the requirements of such standards.

In this respect, to ensure that the policy and practice on preventing the Company's conflict of interest shall be implemented correctly and comprehensively, the Company has provided guidelines for monitoring compliance with such policy, including conveying communication and knowledges to the Company's directors, executives and employees on a regular basis, in order to foster understanding and promote effective implementation thereof.

#### **6.5.19 Internal Information Usage Control**

The Board of Directors has defined a policy on the control of the use of inside information and the transactions of the Company's securities to foster equality and fairness among all shareholders and prevent directors, executives and employees from exploiting inside information for personal gains or unlawful gains of others. Such policy is also announced to all directors, executives and employees through various channels, i.e., annual report (Form 56-1 One Report) and its website, whereby the Company has determined the policy and practices regarding the prevention of inside information usage as follows;

- **Control of the Inside Information Usage:** All directors, executives and employees shall strictly refrain from utilizing the Company's inside information that is material and unpublished for their own benefit or the benefit of others.
- **Report on the Company's Securities Portfolios:** Directors and executives of the Company are obligated to prepare reports detailing their own securities holdings, as well as those of their spouses and minor children, upon any acquisition, disposal, transfer, or receipt of the Company's securities. These reports shall be submitted electronically through the system provided by the Office of the Securities and Exchange Commission (SEC), in compliance with the Securities and Exchange Act and relevant regulatory notifications. Furthermore, the Company Secretary shall consolidate the securities holding data of directors,

executives, their spouses, and minor children, and report these holdings to the Board of Directors on a quarterly basis.

- **Policy on Securities Trading:** Directors and executives entitle to trade the Company's securities. However, to avoid conflicts of interest or the use of inside information for their own or others' benefit, the Company seeks cooperation from all directors, executives and the designated persons, including their spouses, and minors, in abstaining from purchasing, selling, transferring, or accepting transfer of the Company's securities prior to disclosure of quarterly and year-end financial statements and operating results to the public at least 30 days and resuming trading at least 24 hours after public disclosures thereof, as well as other periods the Company deemed appropriate and prior to entering into any significant transaction or investment of the Company. Therefore, the Company Secretary shall inform directors, executives and relevant employees on such period. Moreover, the Company has stipulated that the directors, executives and employees wishing to trade the Company's securities shall report such trade to the Board of Directors and/or the designated person by the Board of Directors at least 1 day in advance before proceeding.

In this regard, the Company has clearly stipulated guidelines to monitor the compliance with the policy and practice regarding the prevention of the Company's inside information usage, including conveying the communication and knowledges to the Company's directors, executives and employees on a regular basis to build up the understanding and encourage the compliance with the said policy with efficiency.

#### 6.5.20 Others Corporate Governance

##### Human Rights Principles

The Company frames policy on conducting business with respect and discreetness not to infringe human rights throughout the value chain complying with universal principles comprising Universal Declaration of Human rights (UDHR) and United Nations Guiding Principles on Business and Human Rights (UNGP), i.e. Protect – Respect – Remedy. It shall **respect and treat** all stakeholders in the value chain with fairness and equality, as well as absence of discrimination based on any



ground, such as gender, race, religion, culture and tradition, local identity, beliefs, skin colors, birthplace, ethnicity, native, physical differences, personal characteristics, disabilities, age, personal thoughts and rights, or other differences/diversities. The Company commits to respecting the individual and human dignity, including ensuring the labor's life quality and the organization with safety and hygiene. It also **averts and opposes** any actions disrespecting and/or violating human rights. Also, the Company sets channels for **hearing and healing** with reference to the UNGP's principles which the Company has determined whistleblowing channel of the Company for complaint reporting and whistleblowing of human rights violation and/or disregard. The Company places importance on properly **considering and specifying** human rights risk and its effect that may occur through the value chain.

#### Intellectual Property

The Company values the intellectual property as a competitive advantage in business, e.g., brand identity, corporate name, logo, copyright, patent, trademark, trade secrecy, innovation and know-how of the Company. It is a crucial that the Company shall protect such assets and respect for intellectual property of others, including noninfringement nor misuse.

#### Anti-fraud and Corruption

The Company envision the sustainable development business and aware of the threads arising from fraud and corruption which would risking the business operation to achieve its goals under such visions, the Company, therefore, strives to operate its business with just, transparency, royalty and abidance by laws, comprehend the Company's business in all relevant countries and business units, raise awareness and collective consciousness of the Company's and subsidiaries' directors, executives, and employees at all levels for all forms of anti-fraud and corruption, and strictly comply with all laws applicable to anti-fraud and corruption in Thailand. The Company also sets up an internal control system, risk management as well as internal control system preventing corruption and bribery in all aspects.

#### Whistleblowing Policy

The Company's Whistleblowing Policy is designed to provide all stakeholders with assorted channels for voicing their complaints or leads about misdeeds by directors, executives, or

employees. Details and evidence of suspected or encountered cases of unlawful action, violation of rules, regulations and laws or the Company's Articles of Association, and infringement of stakeholders' rights, as well as queries or opinions shall be sent to the Company through various channels, e.g., mail, electronic mail, the Company's website and Intranet (for employees).

The recommendations and reports shall be forwarded to relevant units for fact-finding, clarification, remedy, improvement, and conclusion for eventually reporting to the Board of Directors, and whistleblowers (employees, customers and contractual employees) shall be appropriately protected under the laws.

#### **6.5.21 Corporate Governance of Subsidiaries and Associate Companies**

The Board of Directors determines criteria and guidelines on investment and corporate governance of subsidiaries and associate companies to ensure alignment with the Company's strategies and core business plans, including the resolutions of shareholder's meeting and the Board of Directors' meeting in accordance with related laws, rules, regulations and the Company's objectives, Articles of Association as well as good corporate principles, ensuring the consideration of project investment shall be made with discreteness, conciseness, transparency and S Group standard.

The Board of Directors shall arrange for monitoring and reporting of the progress, issues and obstacles on the projects developed by the subsidiaries and associate companies on a regular basis to the Board of Directors for acknowledgement and provide opinions or recommendations in timely manner.

Moreover, the management shall consider and propose the Company's executives to be appointed as director(s) or executive(s) of subsidiaries or associate company for the utmost benefits of the Company, subsidiaries and associate companies.

Announced on 28 February 2025

//

(Mr. Petipong Pungbun Na Ayudhya)

Chairman of the Board of Directors

Singha Estate Public Company Limited