



Corporate Governance
& Business Code of Conduct Handbook

SRINANAPORN MARKETING PUBLIC COMPANY LIMITED

AND SUBSIDIARIES

Year 2023



Commitment (Section 1)

For Directors, Executives and Employees of SNNP

Srinanaporn Marketing Public Company Limited and the group of companies



1. I hereby acknowledge that I have received and read the Corporate Governance & Business Code of Conduct Handbook from the Srinanaporn Marketing Public Company Limited and the group of companies.
2. I understand and agree to apply the principles, policies, and ethics in this handbook with the highest standards.

Name
 (.....)

Position

Department

Company

Date/...../.....

Cut and send (Section 2) to HR & Admin Department, Srinanaporn Marketing PLC, Om Noi



Commitment (Section 2)

For Directors, Executives and Employees of SNNP

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Vision

Focusing on being excellent manufacturer and distributor of beverages and snacks in both quality and services.

Mission

- To value product quality and consumer safety.
- To emphasize on cooperation and effective working with all parties achieving the common goals of the organization.
- To aim on generating business profit growth and return to employees' good life, society and shareholders.

Section 1

CORPORATE GOVERNANCE



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CORPORATE GOVERNANCE

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CORPORATE GOVERNANCE

Srinanaporn Marketing Public Company Limited (SNNP) is committed to running its business with responsibility, transparency, accountability and fairness, with ethics and consideration for all stakeholders in accordance with the principles of good corporate governance. The Company believes that good corporate governance will enable the Company and its group of companies to operate as efficient businesses in terms of management and business operations, as well as building trust and sustainable growth of the organization, society and the nation, in order to achieve the vision “Focusing on being excellent manufacturer and distributor of beverages and snacks in both quality and services.”

To achieve this goal, the Board of Directors has therefore established a good corporate governance policy as part of the business operations policy. As well as creating a Corporate Governance & Business Code of Conduct Handbook and announced throughout the organization for all directors, executives, and staff members to uphold these principles in all business operations.

To demonstrate the Company's commitment to developing and improving its good corporate governance standards to be at an excellent level according to international standards. The Company has therefore revised its handbook to reflect current procedures and accommodate future changes that are consistent with company's strategy and business orientation, corporate governance principles derived from both national and international standards, and relevant regulations. The Company also requests that all directors, executives, and staff members to acknowledge and study on this handbook in order to completely adhere to it as a working guideline. In order to inform them about the ethical business practices of the SNNP group of companies, this handbook is also issued to those involved in business operations, including business partners, customers, and business associates both domestically and abroad.

A handwritten signature in black ink, appearing to read 'Vivat Kraipisitkul'.

(Vivat Kraipisitkul)

Chief Executive Officer

Srinanaporn Marketing Public Company Limited



Corporate Governance Policy

In the past operations, the Board of Directors of Srinanaporn Marketing Public Company Limited (the “Company”) has complied with the law, objectives, regulations, and resolutions of the Company's shareholders' meeting in addition to adhering to and complying with the Principles of Good Corporate Governance of Listed Companies 2012 according to the guidelines of the Stock Exchange of Thailand (SET) and to comply with the Corporate Governance Code for Listed Companies 2017 according to the guideline of the Securities and Exchange Commission, Thailand (SEC) to be guidelines for running business and manage the organization in order to achieve the efficiency of business operations, which can boost investor transparency and public trust in business operations. Corporate governance policy consisted of the following 5 principles:

Principle 1: The Rights of Shareholders

The Company acknowledges and values the fundamental rights of its shareholders, as a securities investor and as owners of the Company such as the rights to purchase, sell, and transfer their securities, the rights to receive a share profits, the rights to access adequate information, the rights to participate and vote in shareholder meetings to appoint or remove directors and auditors. They also have the authority to approve important transactions that will impact business operation, as well as matters that have an impact on the company, like dividend distributions, changes to the regulations and memorandum of association, capital increases or decreases, approval of unique transactions, etc.

The Company is under obligation to support and facilitate shareholders in exercising rights through the following actions

- (1) Provide complete and sufficient information on meeting dates, times, places and agendas. Give explanations and reasons on each agenda or resolutions requested in the meeting invitations or documents attached, including relevant information. Exempt any actions that limit their opportunities to study company's information.
- (2) Facilitate shareholders in exercising their rights to attend meetings and vote; avoid any actions that limit their opportunities such as choosing a venue that is convenient for shareholders to get to and attach a map for meeting location in the invitation letter, choosing appropriate dates and times and scheduling sufficient time for meetings. Voting in a meeting shouldn't be overly complicated or expensive.
- (3) Prior to the meeting date, the Company shall give shareholders the opportunity to submit comments, suggestions, or questions, by clearly specify the criteria for doing so in advance along with the meeting invitation letter and publish such criteria through the Company's website.
- (4) Encourage shareholders to use proxy letters in a format such that they are able to determine voting directions and nominate at least 1 independent director as an alternative for shareholders to grant proxy rights.
- (5) The meeting chairman will schedule an appropriate time and shall give shareholders the opportunity to freely express opinions, suggestions, or questions on various related agenda items before voting on any agenda.
- (6) Encourage all company directors and high-ranking executives to attend meeting, in order to respond to questions.
- (7) Set up voting on each item at shareholder meetings in case that an agenda contains more than one item, such as the appointment of company directors.



- (8) Encourage shareholders to cast ballots on significant agenda items such as connected transactions, asset acquisition or distribution, etc., to ensure accountability and transparency in the tallying of voting results.
- (9) Arrange for independent individuals to help with the vote counting for each agenda item and reveal results to the meeting along with recording results in minutes of the meeting.
- (10) After the meeting, the Company will prepare minutes of the meeting with accuracy and completely information in the significant agendas, including significant issues, questions, opinions and recommendations for shareholders to examine. Furthermore, the Company will publish voting results on each agenda and minutes of the meeting through the Company's website for shareholders consideration.
- (11) The Company will submit copies of minutes of meetings to the Stock Exchange of Thailand (SET) within 14 days from the shareholder meeting date.
- (12) Encourage the Company for using technology in shareholder meetings in terms of shareholder registration, voting, and results display to facilitate quick, accurate, and accurate meetings.

Principle 2: The Equitable Treatment of Shareholders

The Company has made the decision to treat all of its shareholders similarly, regardless of their size or nationality—major or minor, executive or non-executive. The guidelines are as follows:

- (1) Invitation letter will be sent to shareholders with agenda and opinion of the board of directors on the Stock Exchange of Thailand, the information will be posted on its website within a time frame mandated by law. The Company will prepare a letter inviting shareholders in English, which will be posted on the Company's website.
- (2) Establish criteria and methods for minority shareholders to nominate individuals to serve as directors. Nominations can be made through the nomination and remuneration committee prior to the date of the shareholder meeting, including details on the nominee's consent and credentials for consideration.
- (3) Establish clear criteria for minority shareholders to submit extra agenda items prior to the meeting date to demonstrate fairness and transparency.
- (4) Executive shareholders should abstain from adding items to the agenda without prior notice, particularly significant agendas that require shareholders to take time to deliberate on information before making a decision.
- (5) In each shareholder meeting, the Company shall give every shareholder an equal opportunity. The meeting chairman will explain to the shareholders the procedures for exercising voting rights with respect to each class of stock and for tallying the votes of those shareholders who are required to vote on each item.
- (6) In the agenda regarding the election of directors, the Company will support the election of each director.
- (7) Determine the board of directors to report a conflict of interest on any agenda at least before considering the relevant agenda in the board of directors' meeting and record the said interest in the minutes of the meeting including prohibiting the board of directors who have a significant interest to give an independent opinion on the relevant agenda and participate in the meeting on that agenda.
- (8) Establish official guidelines for the keeping and prevention of the use of company internal information, and make sure that everyone in the organization is aware of and follows these policies. The board of directors determines that every director and executives responsible to report securities holding to the Company secretary and disclosed in the annual report of the Company.



Principle 3 The Role of Interested Persons

The Company emphasizes on the rights of all groups of stakeholders. Whether they are internal stakeholders, including the Company's shareholders and employees, or external stakeholders such as partners, clients, etc. The Company recognizes that support and comments from all group of stakeholders will be beneficial to the operations and business development of the Company. Therefore, the Company shall abide by all applicable rules and regulations, which will include formulating a policy to treat every stakeholder group equitably while taking into account their contractual or legal rights. The Company will not take any action that infringes on those stakeholders' rights, and will operate its business in accordance with the following guidelines.

- Shareholders** : The Company will conduct business with transparency and efficiency in order to create sustainable value for the business by making an effort to produce steady growth and excellent operating results, in order to ultimately deliver the greatest possible benefit to stockholders. This involves providing information that is trustworthy and transparent.
- Employees** : Every employee will receive equitable treatment from the company along with suitable compensation. Furthermore, the organization values the development of skills such as organizing training, seminars, and workshops by giving each employee comprehensive opportunities, and intend to motivate highly qualified employees to remain on employment in order to help with organizational development. The company has also set anticorruption procedures, which require all employees to follow legal requirements. corresponding, such as completely prohibiting the use of inside information, etc.
- Trading Partners** : The Company has allowed partners to compete on equal information, and select with fairness under the Company's trading partner assessment and selection criteria. The Company never offers, accepts, or pays any dishonest incentives when trading. The Company has prepared appropriate and fair contract forms for all contracting parties, and provide a monitoring system to ensure that conditions are fully complied to prevent corruption and misconduct in procurement. The Company will purchase products from trading partners according to trade conditions, and strictly complying with contracts.
- Customers** : The Company acknowledges its accountability to customers by maintaining the quality and standards of products and services in order to fully satisfy their demands, provide the broadest possible coverage, and foster enduring customer satisfaction. the Company also considers customers health and hygiene, along with giving customers accurate and comprehensive information about its goods and services. Furthermore, the company arranges channels for the customers to report on problems from unsuitable products and services to prevent and solve problems while maintaining customer secrets without using customer secrets to make illicit gains for the company or other parties involved.
- Creditors** : The Company will primarily abide by the terms of agreements signed with creditors, which include paying back bonds, interest, and principal loans under applicable contracts.



- Competitors** : The Company consistently upholds and advocates for laws and regulations related to fair and freedom competition, as well as excellent ethical and competitive behavior.
- Society & Participation** : The Company considers and prioritizes safety for the environment, society, the community, and the well-being of those who work for the company. Along with closely adhering to all applicable laws and regulations, the company encourages its personnel to have a conscientious mind and a duty to the environment and society. In addition, the company endeavors to engage in community development and preservation initiatives as well as local cultural promotion in the places where it conducts business.

In addition, interested parties can ask for details, report a complaint or clues to legal wrongdoing, inaccuracies in financial reports, defective internal control system or violations of the Company's Business Code of Conduct through the Company's independent directors or the audit committee. However, information on complaints and clues reported to the Company will be kept secret. The independent directors or audit committee will proceed to order an investigation of the information and find solutions (if any) and report to the Board of Directors.

Principle 4 Disclosure and Transparency

The company prioritizes accurate, comprehensive, timely, and transparent disclosure of essential information about the company, both financial and non-financial, in compliance with SEC and Stock Exchange of Thailand regulations includes other information that could influence the price of the company's securities, all of which will influence how investors and other stakeholders make decisions about the business in the following ways:

- (1) There is a system in place to guarantee that the data provided to investors is accurate, clear of misinterpretations, and adequate for their decision-making.
- (2) Establish an Investor Relation Department to communicate with investors or shareholders. The company will publish company information, financial information and general information of the company to shareholders, analyst, credit rating agency and relevant agencies through various channels, namely reporting to the SEC Office, the Stock Exchange, etc. and the company's website. In addition, the company also emphasizes on disclosing up to date information regularly both Thai and English for shareholders to receive regular news through the company's website includes vision, mission, financial statements, press releases, annual report, company structure and executives as well as the shareholding structure and major shareholders meeting invitation letter, etc.
- (3) Assist in preparing of the management discussion and analysis (MD&A) that goes along with the financial statements' quarterly disclosure so that investors can learn about and comprehend improvements made to the company's operating results and financial position each quarter apart from the numerical information included in the financial statements alone.
- (4) Information about the roles and responsibilities of the Board of Directors and the Company's sub-committees, number of meetings and attendance in the past year, opinions from performing duties, includes continuous training and development of professional knowledge will be disclosed in the annual report.



- (5) The policy of remuneration of directors and high-ranking executives will be disclosed, including the form of compensation that each director receives as a director of the sub-committee as well. The disclosure of such information shall be in accordance with the criteria specified in the relevant announcement.
- (6) The audit fee and other fees paid to the auditor will be disclosed in Form 56-1 One Report and the annual report according to the specified criteria and through the channels of the Stock Exchange of Thailand (SET). The committee will consider disclosing information in both Thai and English through the company's website.
- (7) Directors and executives must report to the Company on their own or other persons' interests that is relevant to the management of the business of the company or subsidiary in accordance with the rules and procedures announced by the Capital Market Supervisory Board. For those appointed to the position of directors and executives of the company must report their own interests and those of related persons within 30 days from the date of appointment. In case that the interests of oneself or the person involved therein change, directors and executives must report to the company within 30 days from the date of such change in interest. The company will report on the above interest at the quarterly meeting of the board of directors.

Principle 5 Responsibilities of the Board of Directors

1. Structure of the committee and sub-committees

The Board of Directors consists of people with various qualifications, in terms of knowledge, ability and experience that are beneficial to the company. They play an important role in setting policies and the overall picture of the organization, as well as playing an important role in supervising, inspecting and evaluating the company's operations to ensure that they are in line with the plans.

The Board of Directors must consist of at least 5 but not more than 12 directors. Independent directors must be at least one-third of the total number of directors, but not less than 3 directors, in order to establish an adequate check and balance when deliberating and casting votes on various topics. In addition, all independent directors of the company have the qualifications as specified in the announcement of the Capital Market Supervisory Board, Stock Exchange of Thailand (SET), regulations, rules, and other related laws.

The Board of Director has a maximum 3 years in office according to legal requirements. The independent directors have a term of no more than 9 continuous years in office unless there are reasons and needs considered appropriate to the Board of Directors. In addition, directors and executives of the company can serve as directors or executives of affiliated companies or other companies, but they must comply with the requirements of the SEC, the Securities and Exchange Commission, and the Capital Market Supervisory Board. , and the Stock Exchange of Thailand, including other relevant rules, regulations, and laws, which must be informed to the Board of Directors' meeting. In this regard, each director should not serve as a director of more than 5 listed companies.

In addition, the Board of Directors has appointed subcommittees to assist in overseeing the Company's affairs as follows:

(1) Audit Committee

The Audit Committee consists of at least 3 audit directors who work to support the Board of Directors in overseeing, examining business management, internal controls and compliance with laws, including preparing financial report, in order to ensure that the Company operation and information disclosure are transparent and reliable.



(2) **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of at least 3 members who work to recruit individuals with suitable qualifications for the positions of directors, and high-ranking executive. In addition to considering models and criteria for paying remuneration of directors and high-ranking executive, in order to nominate individuals for the Board of Directors' meeting to appoint and/or nominate individuals to shareholder meetings for further consideration of approval (depending on the case).

(3) **Corporate Governance and Sustainable Development Committee**

The Corporate Governance and Sustainable Development Committee consists of at least 3 members who help supervise the establishment of good corporate governance in compliance with the principles, as well as the company's sustainable development work, in order to ensure that operations are in accordance with the Company's business direction, policy, and strategy. There is an integration of corporate governance frameworks and guidelines, as well as sustainability issues and clear operational guidelines in order to supervise the company according to the corporate governance framework and deliver sustainable value to shareholders and all groups of stakeholders.

(4) **Risk Management Committee**

The Risk Management Committee is composed of at least 3 members who work to determine risk management policies with coverage of the entire organization. The Risk Management Committee will govern risks and determine the acceptable risk level of the company (Risk Appetite).

(5) **Executive Committee**

The Executive Committee consists of at least 3 members to support the Board of Directors in managing the Company's affairs in compliance with policies, plans, regulations and any directives, including goals under a framework assigned by the Board of Directors. Information on composition, qualifications, authority, duties and responsibilities of the Executive Committee is shown on the Executive Committee Charter.

In addition, the Company has appointed a Company Secretary to perform duties related to the Board of Directors' meetings, and shareholders' meetings, including supporting the work of the Board of Directors by providing advice on legal requirements, and various rules and regulations related to the performance of duties of the Board of Directors, including coordinating to ensure compliance with the resolutions of the Board of Directors.

2. Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors is responsible to shareholders regarding the Company's business operations and is responsible for setting policy and direction for the Company's operations, including supervising management to ensure that the management is in accordance with the goals, objectives, vision, strategies, and direction of business operations for long-term benefits to shareholders within the framework of legal requirements and Business Code of Conduct while taking into account the interests of all stakeholders. The details are as specified in the Charter of the Board of Directors.

(1) **Corporate Governance**

The Company has prepared a written policy regarding good corporate governance of the Company to present to the Board of Directors' meeting for approval of such policy. The purpose of preparing the corporate governance manual is to be a guideline for directors, executives, and employees in complying with the said policy, and the Company will arrange for the review of the policy on an annual basis.



(2) **Business Code of Conduct**

The Company intends to conduct business with transparency, morality, and responsibility towards stakeholders as well as society and the environment. The Company has prepared a Business Code of Conduct code of conduct which has been approved by the Board of Directors, and requires directors, executives, and employees to follow, and also announced throughout the organization, and to promote compliance with the code of ethics in the company's business operations:

- (a) Code of Conduct on Responsibility to Shareholders
- (b) Code of Conduct on Relationships with Employees
- (c) Code of Conduct on Relationships with Business Partners, Trade competitors, and creditors
- (d) Code of Conduct on Responsibility to Customers
- (e) Code of Conduct on Social and Public Responsibility

The company will announce and notify all employees to be aware and strictly comply with the above business code of conduct.

(3) **Conflict of Interests**

The Company has established a policy to help eliminate conflicts of interest carefully, honestly, reasonably and independently within the framework of good ethics by taking into account the interests of the Company. Transactions between the Company and any related persons that may lead to conflicting interests must be carefully considered by the Audit Committee, and if it is an important related party transaction, the transaction must be approved by the Board of Directors' meeting. and/or the shareholders' meeting. In this regard, the nature and size of the transaction shall be in accordance with the regulations of the Capital Market Supervisory Board, and it is required that those involved or connected to the transaction being considered disclose information about their interests and those involved to the company. Moreover, they must not participate in the consideration, including having no authority to approve such transactions. However, if such transactions must be made, they must be under general commercial conditions by setting a price that is fair on a basis as if it were done by an unrelated person (fair and at arms' length basis) and in the case where the price cannot be determined the Company will rely on the reports of independent committees appointed by the Company, in order to set a fair price for both companies and related persons.

The Company has a policy for entering into connected transactions that is in line with the law as well as the regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Company will disclose such transactions in the annual report and annual registration form (Form 56-1).

(4) **Internal Control System**

The Company has established an internal control system for effective supervision and internal control at both the management and operational levels. Established an internal audit department to assess the adequacy and efficiency of the internal control system according to the audit plan approved by the Audit Committee and report the results to audit committees for consideration, and present to the Board of Directors for acknowledgment.

(5) **Risk Management**

The Company has established supervision of risk management systems and processes to reduce impacts on the Company's business appropriately. The Risk Management Committee will consider setting risk management policies



both externally and internally within the Company to be comprehensive and consistent with business strategy and direction, and present to the Board of Directors for consideration and approval.

(6) **Supervision of Subsidiaries and Associated Companies**

The Company has assigned Company Directors and designated persons who experts in the Company's business to represent as directorship positions in subsidiaries or associated companies, in order to supervise management and report operating results to the Board of Directors' quarterly meeting. In this regard, the proportion of the directorship positions will at least be in accordance with the proportion of shareholding of the Company and/or according to the agreement between the shareholders of subsidiaries and associated companies. The appointment of such a person must be approved by the Board of Directors' meeting. The determination of important policies and voting on important agendas of subsidiaries and associated companies must be approved by the Board of Directors' meeting before voting at the same level as approval. In case of subsidiary company, it is required the person appointed to ensure that the subsidiary company has company regulations regarding related transactions, and the list of acquisitions or disposals of assets, including supervising the preparation of financial statements to be accurate, complete and provide financial information for the company to prepare consolidated financial statements on time.

(7) **Whistleblowing**

The Board of Directors has established a mechanism for receiving complaints and taking action in cases where legal wrongdoing, inaccuracy in financial reports, defective internal control systems, or violations of the Company's Business Code of Conduct are revealed through the independent directors or the audit committee of the company. However, information on complaints and clues reported to the company will be kept secret. The independent directors or audit committee will order an investigation of the information and find solutions (if any) and report to the Board of Directors.

(8) **Financial Report**

The Audit Committee is responsible for reviewing financial reports with the accounting department and auditors, and presenting financial reports to the Board of Directors every quarter. The Board of Directors is responsible for the Company's consolidated financial statements of subsidiary company and financial information in annual report.

3. Committee Code of Conduct

Principle 1

Establish Clear Leadership Role and Responsibilities of the Board

The board should understand its role and be aware of its responsibility as a leader to oversee the organization's good management, including supervising the business to lead to creating sustainable value for the business.

Principle 2

Define Objectives that Promote Sustainable Value Creation

The board should set or oversee that the main objectives and goals of the business (objectives) are for sustainability, and align with creating value for the entire business, customers, stakeholders, and society.

Principle 3

Strengthen Board Effectiveness

The board should be responsible for determining and reviewing the board structure in terms of size, composition and proportion of independent directors that are appropriate and necessary to lead the organization to the stated objectives



and main goals. In addition, the board should oversee that the recruitment and selection of directors has a transparent and clear process, in order to obtain a board with qualifications consistent with the specified composition.

Principle 4

Ensure Effective CEO and People Management

The Board should govern oversee the management and development of personnel to have appropriate knowledge, skills, experience and motivations. The board should establish a succession plan (Succession Plan) in order to prepare for the succession of the managing director and high-ranking executives, including supervising the determination of the compensation structure and the evaluation of the business's performance.

Principle 5

Nurture Innovation and Responsible Business

The board should give importance to and support the creation of innovations that create value for the business along with creating benefits for customers or related parties and be responsible for society and the environment. Moreover, the board should ensure that the resources are efficiency and effectively allocated as well as taking into account the impact and development of resources in order to achieve the objectives and main goals of the business sustainably.

Principle 6

Strengthen Effective Risk Management and Internal Control

The board should oversee and ensure that the company has a risk management and internal control system that will effectively achieve its objectives and comply with relevant laws and standards. In addition, the board will monitor and manage conflicts of interest that may arise between the company and the management, the board, or shareholders. Including preventing the improper use of the Company's assets, information and opportunities, and conducting transactions with those who are related to the Company in an inappropriate manner.

Principle 7

Ensure Disclosure and Financial Integrity

The committee is responsible for ensuring that the financial reporting system and disclosure of important information are accurate, adequate, timely, and in accordance with relevant rules, standards, and guidelines. In addition, the board is responsible for monitoring the adequacy of financial liquidity and debt repayment ability, and providing mechanisms to resolve financial problems or is likely to encounter problems.

Principle 8

Ensure Engagement and Communication with Shareholders

The board will ensure that shareholders are involved in decision-making on important company matters.

4. Board meeting and self-evaluation

The Company will organize Board of Directors meetings at least every quarter that there will be additional special meetings as necessary with a clear meeting agenda set in advance. There is an agenda to consider and follow up on performance on a regular basis. The company will send a meeting invitation letter with agenda and meeting documents to all directors at least 7 days before the meeting date so that the committee has enough time to study on the information before attending the meeting, except in the case of urgent necessity. The company will arrange to record meeting



minutes and collect certified documents for reference and inspection at every meeting, and arrange for executives and related persons to attend the meeting to provide information and details for making accurate and timely decisions

In voting at a meeting of the Board of Directors, the resolution of the majority shall be taken, with one director having one vote. Directors who have a vested interest in any agenda item will not attend the meeting and exercise their right to vote on that agenda item. In the case where the votes are equal the chairman of the meeting will cast one additional vote as the deciding vote.

In addition, the Board of Directors has encouraged performance evaluation at least once a year in order to improve and correct operations. The company has set up a self-evaluation of the board of directors and sub-committees in the form of a self-evaluation of the entire board, and has applied the evaluation guidelines from the Stock Exchange of Thailand to suit the nature and structure of the board. In addition, the topics to be evaluated are clearly specified before measuring the said evaluation results in order to gather opinions and present them to the meeting, including revealing the overall criteria, procedures, and results of the evaluation in the annual report.

5. Remuneration

The remuneration of directors should be comparable to their level of practice in the industry, experience, duties, scope of their role and responsibilities (Accountability and Responsibility), including expected benefits from each director. Directors who are assigned additional duties and responsibilities, such as being a member of a sub-committee, should also receive appropriate additional compensation.

The Company has established a Nomination and Remuneration Committee to consider the form and criteria for remuneration for directors to present to the shareholder meeting for further consideration and approval.

6. Development of the Board of Directors and Executives

The Board of Directors has a policy to promote and facilitate training and knowledge of those involved in the company's corporate governance system, such as directors, audit committee members, executives, and company secretaries, etc., in order to improve their work performance continuously. Training and education can be done internally within the company or using the services of external institutions.

In the event of a change of directors or new directors, the management will provide documents and information that are useful for the new directors' performance of duties. Including providing an introduction to the nature of the business and business practices of the company to new directors.

The Board of Directors will arrange for the rotation of assigned work according to the aptitude of executives and employees, mainly considering the appropriateness of the work and time. The managing director will determine the time period and consider the said performance as a plan for the development and succession of the company. This is to develop executives and employees to have more knowledge and ability to work and to be able to work in place of each other.



Corporate Governance Principles

The Board of Directors has always complied with laws, objectives, regulations and resolutions of the Company's shareholder meetings in addition to adhering to and complying with The Principles of Good Corporate Governance for Listed Companies 2017 according to the guidelines specified by the Office of the SEC to operate the business and manage the organization in order to build sustainable added value for the business. The Principles of Good Corporate Governance consisted of the following 8 principles:

Principle 1

Establish Clear Leadership Role and Responsibilities of the Board

1. The board should demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the company, and strengthen good governance by preparing the Board of Directors' Charter with clearly specified authorities, duties and responsibilities in performing duties and governing the Company's business in compliance with laws, objectives, regulations, resolutions of the Board of Directors and shareholder meetings with responsibility, caution and honesty to protect the rights and interests of shareholders. The Board of Directors will specify the Company's objectives, vision, mission, policies, goals and business strategies including controlling management of the Company and subsidiaries to be in line with policies, goals, plans and budgets.
2. The Board of Directors has prepared policies such as the corporate social responsibility policy, the anti-corruption policy and Business Code of Conduct for ethical business operations with benefit for society and the environment. Moreover, to enable the Company to adapt under changes in order to create sustainable value for the business, and monitor the Company to ensure that the Company complies with policies. Furthermore, they are required to review and revise policies to be consistent with the current situation.
3. The Board of Directors is tasked with preparing sufficient systems and mechanisms to ensure that the Company's operations are in compliance with laws, objectives, regulations, Board of Directors' resolutions, shareholders' meeting resolutions and the Company's policies.
4. The Board of Directors' Charters and sub-committee charters including charter content should be revised at least once per year, in order to be consistent with current situations, rules, regulations and changing situations.

Principle 2

Define Objectives that Promote Sustainable Value Creation

1. The Board of Directors has defined objectives and main goals in business operations to create sustainability and consistency with value creation for businesses, customers, all stakeholders and society in general along with communicating objectives and goals to personnel at every level to adhere to when performing duties in order to achieve specified objectives, goals and to create a corporate culture.
2. Furthermore, the Board of Directors shall support the use of new technologies and innovations to ensure that business operations are effectively consistent with policies. In addition, the Board of Directors will have objectives, goals and strategic plans to be reviewed annually in order to ensure consistency with economic conditions, organization capabilities and main business plans and goals along with closely monitoring results.



Principle 3

Strengthen Board Effectiveness

The company has a policy to determine the structure of the board of directors to be appropriate and consistent with its size and business, in accordance with the specified law as follows:

1. The Company's Board of Directors consists of people with various qualifications in terms of knowledge, ability and experience that can benefit the Company.
2. The Board of Directors must consist of at least 5 but not more than 12 directors. Independent directors must be at least one-third of the total number of directors, but not less than 3 directors, in order to establish an adequate check and balance when deliberating and casting votes on various topics. All independent directors have the qualifications as specified in the announcement of the Capital Market Supervisory Board, SET, regulations, rules, and laws.
3. The Board of Directors will oversee the selection of individuals who have appropriate knowledge, expertise and experience and can perform duties that are beneficial to the Company's business, in order to present to the board meeting and/or shareholder meeting (depending on the case) for consideration of appointment to a company director position. After The Company is listed in the Stock Exchange of Thailand (SET), the Company will disclose information on directors and sub-committee members such as age, gender, educational background, experience, shareholder ratios, the number of years in office, number of times attending the meeting, monetary and non-monetary remuneration of the Board of Directors, director positions in other listed companies, roles, duties and responsibilities. The Board of Directors will also report performance of the Board of Directors and sub-committee members in the Company's annual report and/or its website.
4. The Board of Director has a maximum 3 years in office according to legal requirements. The independent directors have no more than 9 continuous years in office unless there are reasons and needs considered appropriate.
5. The Company directors and executives can serve as company directors or executives of affiliated companies or other companies, but it must not be an obstacle to the Company's directors performing their duties and must comply with specifications of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand, including other relevant criteria, specifications and laws. The directors and executives should attend the meetings not less than 75 percent of the total number of Board meetings to be held in that year.
6. The Chairman of the Board and the Chief Executive Officer must not be the same person in order to create clarity of responsibilities between specification of governance policies and routine management. The Company clearly specifies the authority, duties and responsibilities of the Chief Executive Officer.
7. The Board of Directors has appointed subcommittees to support the work of the Board of Directors and the Company's operations, including the Audit Committee, Executive Committee Nomination and Remuneration Committee, and the Risk Management Committee, including the establishment of a charter for each sub-committee, in order to understand their authority and duties and responsibilities of the sub-committee clearly stated. In addition, it has been determined that the said charter be reviewed at least once a year as follows:

7.1. Audit Committee

The Audit Committee consists of at least 3 audit directors who work to support the Board of Directors in overseeing, examining and reviewing financial reports, business management, internal controls and compliance with laws including independence of internal audit agencies in order to have transparent and



reliable operations and disclosure of The Company's information. Information on composition, qualifications, authority, duties and responsibilities of the Audit Committee is shown on the Audit Committee Charter.

7.2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of at least 3 members who work to recruit individuals with suitable qualifications for the positions of directors, sub-committee members, Chief Executive Officer and the Company's Managing Director in addition to considering models and criteria for paying remuneration of directors, sub-committees, the Chief Executive Officer and the Managing Director in order to nominate individuals for the Board of Directors' meeting to appoint and/or nominate individuals to shareholder meetings for further consideration of approval (depending on the case). Information on the composition, qualifications, authority, duties and responsibilities of the Recruitment and Remuneration Consideration Committee is shown on the Recruitment and Remuneration Consideration Committee Charter.

7.3. Corporate Governance and Sustainable Development Committee

consists of at least 3 members to establish good corporate governance to comply with the principles, and company's sustainable development work, to ensure that operations are in line with the business direction, policy, and strategy. There is an integration of corporate governance frameworks and guidelines, sustainability issues and clear operational guidelines, to supervise the company to deliver sustainable value to shareholders and stakeholders. The details of the composition, qualifications, authority, duties and responsibilities appear in the Charter of the Corporate Governance and Sustainable Development Committee.

7.4. Risk Management Committee

The Risk Management Committee is composed of at least 3 members to determine risk management policies with coverage of the entire organization. By depending on good corporate governance principles and the COSO Enterprise Risk Management Framework (COSO ERM), the Risk Management Committee governs and ensures that The Company's management has risk management processes to appropriately reduce effects on The Company's business. Information on the composition, qualifications, authority, duties and responsibilities of the Risk Management Committee is shown on the Risk Management Committee Charter.

7.5. The Executive Committee

The Executive Committee consists of at least 3 members to support the Board of Directors in managing the Company's affairs to comply with policies, plans, regulations and any directives under a framework assigned by the Board of Directors. Information on composition, qualifications, authority, duties and responsibilities of the Executive Committee is shown on the Executive Committee Charter.

8. The Company has arranged for the Company secretary to perform duties in work concerned with meetings of the Board of Directors and shareholder meetings including supporting the Board of Directors' work by advising the Board of Directors on legal requirements and regulations concerning duties of the Board of Directors.
9. In governing operations of subsidiaries or affiliates, the Company will send the representatives with suitable qualifications and experience to become directors of the Company's subsidiaries and affiliates in order to govern management and report performance to the Board of Directors on a quarterly basis.

Ratios of The Company's representatives as directors in subsidiaries and affiliates must reflect the shareholding ratio and/or agreements between shareholders of each subsidiary and affiliate. Furthermore, major policies and votes on important agendas of subsidiaries and affiliates must be approved by the Board of Directors'



meeting before voting on the same level approved by the Board of Directors if operations are carried out by the Company.

In the case of subsidiaries, individuals who were appointed to oversee a subsidiary require to ensure that the subsidiary has company regulations concerning connected transactions and transactions to acquire or sell assets including governing preparation of accurate and complete financial information along with enabling the subsidiary to be able to provide financial information for the Company to prepare the Company's consolidated financial statement on schedule.

10. The Company has specified on the charters of the Board of Directors and sub-committees for each committee to have duties to perform annual performance assessments by assessing entire committees and performing individual self-assessments or cross-assessments. In addition, sub-committees are required to report assessment results to the Board of Directors for annually consideration, and the assessments will also be disclosed in the annual report.

Principle 4

Ensure Effective CEO and People Management

1. The Nomination and Remuneration Committee is tasked with setting qualifications and criteria for recruiting suitable individuals to hold the positions of the Chief Executive Officer and the Managing Director including setting frameworks and policies concerning recruitment and selection of high-ranking executives. In addition, the Recruitment and Remuneration Consideration Committee has duties to consider and specify models and processes for training and improving the Chief Executive Officer and the Managing Director to be consistent with the Company's business and situations such as training to improve knowledge and assess performance along with specifying appropriate models and criteria for paying remuneration of the Chief Executive Officer and the Managing Director including policies on remuneration for high-ranking executives.
2. In the case of high-ranking executives holding positions next to Managing Director. The Managing Director has the authority to determine the form and criteria for remuneration under the framework and policies set by the Board of Directors.
3. The Board of Directors specifies succession plans to prepare for succession to the positions of the Chief Executive Officer and the Managing Director with the objective to maintain continuity of the Company's business operations.
4. The Board of Directors governs specification of appropriate remuneration and assessment structures with management and development of personnel to have appropriate knowledge, skills, experience and motivations in addition to maintaining human resource management consistent with business directions and strategies, promoting employee participation in training to increase knowledge and abilities along with governing fair treatment of employees to retain talented personnel.
5. The Board of Directors governs the Company to have a provident fund for employees to have sufficient savings to support retirement in addition to supporting employee knowledge and understanding in financial management in order for employees to have good quality of life and be able to work with the Company in the long term.



Principle 5

Nurture Innovation and Responsible Business

The Board of Directors recognizes the importance of innovation and supports innovations to create value for the business along with creating benefit for customers or others involved while maintaining corporate social responsibility and directing the management to efficiently allocate resources with consideration given to effects and resource development in order to achieve business objectives and goals with sustainability.

The Board of Directors will provide a framework for governance and management of enterprise information technology that is consistent with the needs of the Company, and ensure that information technology is used to increase business opportunities, operations development, and risk management to achieve the main objectives and goals.

Furthermore, the Company has taken into account the rights of all stakeholders by providing written principles on Business Code of Conduct for directors, executives and employees adhere to guidelines for performing work as a representative of the company as follows:

- 1. Shareholders** The Company will conduct business with transparency and efficiency to create sustainable value by making effort to produce steady growth and excellent operating results, to deliver the greatest possible benefit to shareholders and provide trustworthy and transparent information.
- 2. Employees** Every employee will receive equitable treatment along with suitable compensation. The Company values the development of skills such as training, seminars, and workshops by giving each employee comprehensive opportunities, and intend to motivate highly qualified employees to remain on employment in order to help with organizational development. The company has also set anticorruption procedures, which require all employees to follow legal requirements corresponding, such as completely prohibiting the use of inside information, etc.
- 3. Trading Partners** The Company has allowed partners to compete on equal information, and select with fairness under the Company's trading partner assessment and selection criteria. The Company never offers, accepts, or pays any dishonest incentives when trading. The Company has prepared appropriate and fair contract forms for all contracting parties, and provide a monitoring system to ensure that conditions are fully complied to prevent corruption and misconduct in procurement. The Company will purchase products from trading partners according to trade conditions, and strictly complying with contracts.
- 4. Customers** The Company acknowledges its accountability to customers by maintaining the quality and standards of products and services in order to fully satisfy their demands, provide the broadest possible coverage, and foster enduring customer satisfaction. the Company also considers customers health and hygiene, along with giving customers accurate and comprehensive information about its goods and services. The company arranges channels for the customers to report on problems from unsuitable products and services to prevent and solve problems while maintaining customer secrets without using customer secrets to make illicit gains for the company or other parties involved.
- 5. Creditors** The Company will primarily abide by the terms of agreements signed with creditors, which include paying back bonds, interest, and principal loans under applicable contracts.



6. Competitors The Company consistently upholds and advocates for laws and regulations related to fair and freedom competition, as well as excellent ethical and competitive behavior.

7. Social & Participation The Company considers and prioritizes safety for the environment, society, the community, and the well-being of those who work for the company. Along with closely adhering to all applicable laws and regulations, the company encourages its personnel to have a conscientious mind and a duty to the environment and society. In addition, the company endeavors to engage in community development and preservation initiatives as well as local cultural promotion in the places where it conducts business.

In addition, interested parties can ask for details, report a complaint or clues to legal wrongdoing, inaccuracies in financial reports, defective internal control system or violations of the Company's Business Code of Conduct through the Company's independent directors or the audit committee. However, information on complaints and clues reported to the Company will be kept secret. The independent directors or audit committee will proceed to order an investigation of the information and find solutions (if any) and report to the Board of Directors.

Principle 6

Strengthen Effective Risk Management and Internal Control

1. To provide the Company with an effective risk management system, the Board of Directors has appointed the Risk Management Committee to support the Board of Directors in determining appropriate risk management policies with coverage of the entire organization, and to maintain risks at acceptable levels. The Risk Management Committee has authority and duties consisting of the following:
 - 1.1. Consider, evaluate and review the nature of risks that the company is experiencing or expected to occur and affect the company. (Identification of Risk) and determine the acceptable risk level of the company (Risk Appetite).
 - 1.2. Establish a comprehensive risk management policy for both external and internal company, and consistent with the strategy and direction of the business and present it to the Board of Directors for consideration and approval. It must cover at least the following risks:
 - (1.) Financial and Liquidity Risk
 - (2.) Operational Risk
 - (3.) Strategic Risk
 - (4.) Compliance Risk
 - (5.) Marketing Risk
 - 1.3. Set strategies and guidelines for risk management in line with the risk management policy, in order to be able to evaluate, follow up, and supervise risk levels to be at an acceptable level.
 - 1.4. Report risks and risk management to the Board of Directors.

Authority, duties and responsibilities of the Risk Management Committee are shown in the Risk Management Committee Charter.



2. The Board of Directors has appointed an Audit Committee with qualifications as required by relevant laws and regulations to perform various duties. This includes duties to Consider financial reports sufficiency of the internal control system before submitting it to the Board of Directors for consideration.
3. In addition to the authority and duties of the Audit Committee in monitoring and overseeing conflicts of interest, the company has also established a conflict-of-interest prevention policy to set guidelines for action in the event that a conflict of interest occurs.
4. The Company has provided Business Code of Conduct and a policy to prevent the use of inside information to prevent improper use of assets, information, and opportunities of the Company and its subsidiaries. Including setting a policy for conducting transactions with connected persons to prevent transactions with related persons in an inappropriate manner. or does not comply with relevant rules.
5. The Board of Directors has set a clear anti-corruption policy and communicates the policy to employees at every level of the organization and outside individuals for real implementation in practice. The Board of Directors will organize projects or prepare anti-corruption guidelines along with supporting activities and imparting compliance with laws, rules and regulations to all employees, including arrangements for receiving complaints and taking action in cases where clues are reported. The Company has also set clear guidelines in the anti-corruption policy by arranging diverse communication channels in order to allow employees and stakeholders to report clues conveniently and appropriately. Furthermore, the company has also established measures to protect whistleblowers or complainants, witnesses, and persons who provide information in fact-finding investigations from suffering, any harm, or injustice. which arises from reporting clues, making complaints, being witnesses, or providing information to the company.
6. Company directors and executives are under obligation to report to the company their own interests or those of related persons who have interests related to the management of the company's affairs within 30 days from the date of appointment or from the time of changes in the aforementioned shareholding.

In this regard, company directors have a duty to report their interest in any meeting agenda at least before consideration of the agenda involved at Board of Directors' meetings and recording such interests in the minutes of the meeting. In addition, directors with significant interests will not be able to express their opinions freely on the relevant agenda from participating in the meeting on that agenda.

Principle 7

Ensure Disclosure and Financial Integrity

1. The Board of Directors will supervise the Company to have accounting systems, financial report preparation and financial statement reviews in accordance with relevant rules and guidelines. In addition, the Company will disclose its information, financial information and significant general information with accuracy, sufficiency, punctuality and compliance with the laws, rules and relevant regulations.
2. The Board of Directors is responsible for preparing the annual report, annual registration form (Form 56-1), and the company's financial reports, which are prepared according to accounting standards. The Audit Committee oversees the quality of financial reports, and gives opinions to the Board of Directors.
3. The Board of Directors recognizes the importance of the Company's financial liquidity and ability to repay debts, so that there will be a plan or mechanism for when problems occur.



4. The Company will have a department or person responsible for investor relations to contact and provide information to shareholders, investors, securities analysts or related agencies, and any person, in order to ensure timely, equal, and suitable communication.
5. The Board of Directors will promote the use of information technology in disseminating information. This is in addition to the channels for disseminating information according to the criteria set through the channels of the Stock Exchange of Thailand (SET). The Board of Directors will arrange for information to be disclosed in both Thai and English through other channels, such as the Company's website along with presenting current information.

Principle 8

Ensure Engagement and Communication with Shareholders

The Board of Directors acknowledges and values the fundamental rights of its shareholders, as a securities investor and as owners of the Company such as the rights to purchase, sell, and transfer the securities they own, the rights to receive a share of the Company's profits, the rights to access adequate information of the business, the rights to participate and vote in shareholder meetings to appoint or remove the directors and appoint auditors. Shareholders also have the rights to approve significant transactions that affect the direction of the Company's business operations, and issues affecting the Company such as dividend allocations, specification or revisions to the Company's memorandum of association and regulations, reductions or increases to capital and approval for special transactions, etc.

The Company is under obligation to support and facilitate shareholders in exercising rights, and treat every shareholder equitably through the following actions

1. Provide complete and sufficient information on meeting dates, times, places and agendas. There are explanations and reasons on each agenda or resolutions requested as specified in the shareholder meeting invitations or documents attached to meeting agendas, including relevant information along with exempt any actions that limit shareholders' opportunities to study the Company's information.
2. Fully facilitate every shareholder group in exercising their rights to attend meetings and vote; avoid any actions that limit opportunities to attend shareholder meetings such as choosing a venue that is convenient for shareholders to get to and attach a map for meeting location in the invitation letter, choosing appropriate dates and times and scheduling sufficient time for meetings, and voting in a meeting shouldn't be overly complicated or expensive.
3. Prior to the meeting date, the Company shall give shareholders the opportunity to submit comments, suggestions, or questions, by clearly specify the criteria for doing so in advance. The Company will notify shareholders along with the meeting invitation letter and publish such criteria through the Company's website.
4. Establish criteria and methods for minority shareholders to nominate individuals to serve as directors. Nominations can be made through the nomination and remuneration committee prior to the date of the shareholder meeting, including details on the nominee's consent and credentials for consideration.
5. Executive shareholders should abstain from adding items to the agenda without prior notice, particularly significant agendas that require shareholders to take time to deliberate on information for some time before making a decision.
6. Encourage shareholders to use proxy letters in a format such that they are able to determine voting directions and nominate at least 1 independent director as an alternative for shareholders to grant proxy rights.



7. Before convening a meeting, the meeting chairman will give a detailed explanation to the shareholders the procedures for exercising voting rights with respect to each class of stock and for tallying the votes of those shareholders who are required to vote on each item.
8. In the shareholder meeting, the chairman of the meeting will schedule an appropriate time and shall give shareholders the opportunity to freely express opinions, suggestions, or questions on various related agenda items before voting on any agenda.
9. The Company will encourage all company directors and high-ranking executives to attend shareholder in order to respond to questions from shareholders.
10. The Company will set up voting on each item at shareholder meetings in case that an agenda contains more than one item, such as the appointment of company directors.
11. The Company will encourage shareholders to cast ballots on significant agenda items such as connected transactions, asset acquisition or distribution, etc., to ensure accountability and transparency in the tallying of voting results.
12. The Company will arrange for independent individuals to help with the vote counting for each agenda item and reveal results to the meeting along with recording results in minutes of the meeting.
13. After the meeting, the Company will prepare minutes of the meeting with accuracy and completely information in the significant agendas, including significant issues, questions, opinions and recommendations for shareholders to examine. Furthermore, the Company will publish voting results on each agenda and minutes of the meeting through the Company's website for shareholders consideration.
14. The Company will submit copies of minutes of meetings to the Stock Exchange of Thailand (SET) within 14 days from the shareholder meeting date.
15. Encourage the Company for using technology in shareholder meetings in terms of shareholder registration, voting, and results display to facilitate quick, accurate, and accurate meetings.

The significance of providing

Good Corporate Governance

Enhance the transparency of the management system to ensure fairness to all stakeholders in accordance with the laws, requirements, and regulations of government sectors. To implement clear international standards that position the Company for competitiveness, prevent and mitigate possible Conflict of interests.

Create confidence in investors and members of the general public, both domestically and internationally. Increase the value of the Company's share and protect the interests of Company while taking into consideration the benefits, rights, and equality of shareholders and relevant stakeholders.

Serves as a tool for evaluating the operation of the Company and reviewing operational procedures, enhancing operational effectiveness.

Develop a framework of responsibilities for the Board of Directors and Executives, outlining their duties to stakeholders. This also create an obligation for management to wield their authority within a prescribed scope.



Good Corporate Governance Structure

1. Board of Directors

The Board of Directors is deemed the heart of good corporate governance. It is imperative that they perform their duties and wield their authority judiciously in compliance with the law, objectives and regulations of the Company, and resolutions of shareholder meetings.

1.1 Composition, Qualifications, Nomination, and Appointment of Directors

1.1.1 Composition of the Board of Directors

- (1.) The number of the Board of Directors shall be determined by the shareholder meeting but must comprise a minimum of 5 directors, with no fewer than half of the total number being residents of the Kingdom.
- (2.) The Board of Directors must comprise a minimum of one-third independent directors of the total number of directors, but this must not be fewer than 3 independent directors.

The Board of Directors is responsible for selecting one director to serve as the Chairman of the Board. In cases where the Board of Directors deems it appropriate, one or more directors may be considered for the position of Vice Chairman of the Board.

1.1.2 Qualifications of the Directors

- (1.) Directors must possess knowledge, proficiency, integrity, and ethics for business execution. They must have sufficient time to dedicate their expertise, abilities, and commitment to the Company.
- (2.) Directors must possess qualifications and no prohibited characteristics as stipulated by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws and no characteristics indicating unsuitability to be entrusted with managing a business where the public holds shares, as outlined in the announcement of the Capital Market Supervisory Board.
- (3.) Directors must not engage in a business of the same nature as and which is competitive to that of the Company, whether for personal or others' benefits, unless the shareholder meeting is informed before the appointment resolution is made.
- (4.) Independent directors must meet the independence qualifications specified by the Company and adhere to the guidelines outlined in the announcement of the Capital Market Supervisory Board. They must be capable of equally protecting the interests of shareholders to prevent Conflict of interests. Further, they must attend Board of Directors meetings, providing independent perspectives.

However, the Company mandates that directors who do not serve in executive roles assume the position of an independent director and they must possess additional qualifications as follows:

- (A.) An Independent Director holds no more than 1% of the total shares with voting rights of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling. This is inclusive of shares held by anyone who is affiliated with them.



- (B.) An Independent Director is a Director, who is not involved in the management, employee, staff, consultants with monthly salary, or an Entity with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a same-level Subsidiary, a Major Shareholder, or an Entity with Controlling Authority, either at the present time or within 2 years prior to his/her appointment as an Independent Director. Such prohibitions shall not, however, include cases where the Independent Director previously served as a government officer or a consultant to a government sector which is a Major Shareholders or an Entity with Controlling Authority.
- (C.) An Independent Director has no connection by blood or legal registration as the father, mother, or spouse of another Directors. Further, an Independent Director has no such connection with an Executive, a Major Shareholders, Entity with Controlling Authority, or an Individuals who will be nominated as a Director, Executive, or Entity with Controlling Authority over the Company or the Subsidiary.
- (D.) An Independent Director has no a business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority in such a manner that might impede the exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority, either at the present time or within 2 years prior to his / her appointment as an Independent Director.
- Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.
- (E.) An Independent Director is not an auditor of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, and not a Significant Shareholder, an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within 2 years prior to his/her appointment as an Independent Director.
- (F.) An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than 2 million baht in service fee per year by the Company, the Parent Company, a Subsidiary, a Joint/ Associated Company, a Major Shareholder or an Entity with Controlling Authority, and not a Significant Shareholder or an Entity with Controlling Authority or a partner to such professional service provider at the present time or within 2 years prior to his/her appointment as an Independent Director.
- (G.) An Independent Director is not a director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.



- (H.) An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company or a Subsidiary. An Independent Director is not a significant partner to a partnership or a director with involvement in the management, employee, staff, consultant with monthly salary, or who holds more than 1% of the total shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
- (I.) An Independent Director does not have any other characteristics which prevents him/her from opining freely on the operation of the Company.

1.1.3 Nomination, Appointment, and Term of Office of Directors.

1. The Nomination and Remuneration Committee is responsible for nominating individuals who meet all the qualifications outlined in Section 1.1.2 above to serve as a Director. The nominated candidates' names will be presented at the Board of Directors meeting and subsequently submitted to the shareholder meeting for consideration and election, and the directors will serve a term of 3 years each.
2. The shareholder meeting is responsible for the nomination of a director. In cases where directors are elected to fill a vacancy of director for reasons other than retirement at the term's end, the Board of Directors is granted the authority to select individuals who meet the qualifications outlined in Section 1.1.2. above to serve as a director unless remaining term of the director is less than 2 months. However, individuals appointed in this case shall assume the position for remaining term of director who vacate office.
3. At each Annual General Meeting, a director vacate office in the amount of one-third of the total directors. If the number of directors cannot be evenly divided into 3 parts, the closest number to one-third of directors who vacate office may be eligible for re-election to hold office, while directors who are compelled to vacate office within the first and second years after the Company's registration, the determination will be made by using a lucky draw. In subsequent years, the director with the longest tenure vacate office.

In addition to vacating office as a specific term, the directors may vacate office under the following circumstances:

- (1.) Decease
- (2.) Resignation
- (3.) Lack of qualifications required for a director, or possess the characteristics prohibited by the Public Limited Companies Act, or possess the characteristics indicating unsuitability to be entrusted with managing a business where the public holds shares, as per the Securities and Exchange Act.
- (4.) Removal from office by a shareholder meeting vote.
- (5.) Removal from office by a court order.

However, any directors will leave their positions are requested to submit a resignation letter.

1.2 Authorities, Roles, Duties and Responsibilities of Directors

- (1.) Perform duties and supervise the Company's business in accordance with applicable laws, objectives, regulations, and resolutions of Board of Directors meetings, as well as resolutions of shareholder meetings with responsibility, caution, and integrity to protect the rights and interests of the Company and its shareholders.



- (2.) Consider and approve the Company's vision, mission, strategy, business plan, financial goals, risks, budget, management structure, and approval authority of the Company and the Subsidiary presented by the management. Further, supervise the management and performance of the management department or party assigned such responsibilities to ensure efficient and effective adherence to established policies, and to increase the value for the Company and its shareholders.
- (3.) Nominate sub-committees, such as the Audit Committee, Executive Committee, Nomination and Remuneration Committee, and/or other committees, to assist and support the Board of Directors in fulfilling its duties effectively by establishing well-defined policies, roles, responsibilities, and work processes.
- (4.) Appoint the Company Secretary to assist the Board of Directors in fulfilling their duties, ensuring the finances and business of the company in accordance with relevant laws, announcements, and regulations.
- (5.) Regularly follow up, review reports, and evaluate the performance of the management department and the Company's sub-committees to track progress and achieve objectives.
- (6.) Provide a sufficient and appropriate internal control system, internal audit system, and risk management that comprehensively covers the entire organization. This includes providing a mechanism for receiving and addressing complaints when issues are identified.
- (7.) Ensure the continuity of finance and business in the long term by formulating a personnel development plan and a Succession Plan.
- (8.) Consider and approve the payment of interim dividends to the Company's shareholders.
- (9.) Consider the acquisition or disposal of property (in cases where the size of the transaction does not need to be considered by the shareholder meeting), investment in new business, and any action to be in accordance with relevant laws, announcements, and regulations.
- (10.) Consider and approve, as well as provide opinions on, connected transactions (in cases where the size of the transaction does not need to be considered by the shareholder meeting) of the Company and the Subsidiary to be in accordance with relevant laws, announcements, and regulations.
- (11.) Consider and approve various matters while fairly taking into consideration the interests of shareholders and all other stakeholders in the Company.
- (12.) Prevent Conflict of interests between stakeholders of the Company and the Subsidiary. In cases where any director has an interest in a transaction with the Company or an increase or decrease in the proportion of shares held in the Company and/or the Subsidiary, such director shall promptly notify the Company.
- (13.) Organize a shareholder meeting as an Annual General Meeting within 4 months from the end of the Company's fiscal year.
- (14.) Prepare the annual report and assume responsibility for creating and disclosing financial statements to present the financial position and performance of the Company for the past year at the shareholder meeting.
- (15.) Seek professional opinions from experts as necessary to make informed decisions.
- (16.) Ensure the Company and the Subsidiary have an appropriate and efficient accounting system, and provide reliable financial reporting and auditing.
- (17.) Establish a framework and policy for determining salaries, salary increases, bonuses, remuneration, and rewards for employees and executives. Also supervise the remuneration mechanism system for employees and executives to ensure appropriateness.



- (18.) Establish and inquire about the corporate governance policy of the Company in adherence to the principles of good governance, societal responsibility, anti-corruption, and Business Code of Conduct principles, etc., and apply the policies and ethical principles efficiently.
- (19.) Report securities and derivatives holdings, of themselves or of a spouse and minor children holding shares in the Company and the Subsidiary, to the Company in accordance with the conditions stipulated by the Securities and Exchange Act, announcements from the Office of the Securities and Exchange Commission, and regulations and related rules of the Exchange.
- (20.) Attend a minimum of one training course offered by the Thai Institute of Directors (IOD) related to directors, including the DIRECTOR ACCREDITATION PROGRAM (DAP) or DIRECTOR CERTIFICATION PROGRAM (DCP) or equivalent, to enhance skills and capabilities for performing duties.
- (21.) Delegate one or more directors or other individuals to carry out specific duties on behalf of the Board of Directors. The delegation of authorities, duties, and responsibilities of the Board of Directors will not involve the delegation or sub-delegation of authority for the Board of Directors or an individual authorized by the Board of Directors to approve transactions in which they, or any person may have Conflict of interests (as outlined in announcements from the Securities and Exchange Commission and/or the Capital Market Supervisory Board), may have an interest in or receive benefits in any manner, or may have other Conflict of interests with the Company or the Subsidiary. Except for approving transactions that are in accordance with the policies and criteria considered and approved by the shareholder meeting or the Board of Directors.

1.3 Roles and Responsibilities of the Chairman of the Board

- (1.) The Chairman of the Board supports the operations of the management but have no involvement in the Company's routine administration.
- (2.) Supervises the operation of the Board to ensure its effectiveness and independence from the management
- (3.) Determine, together with the Chief Executive Officer, the meeting agenda as per the Board's duties and responsibilities.
- (4.) Serve as an effective Chairman of the Board's meetings and the Shareholder meeting.
- (5.) Encourage all Directors to participate in the meetings.
- (6.) Play a vital role in encouraging Directors' compliance with the scope of duties and responsibilities required of the Board of Directors, laws, and the good corporate governance principles and business code of conduct of the Company. Further, the Directors discharge their duties to related shareholders and stakeholders.

1.4 Board of Directors Meetings and Acquisition of Crucial Information

Board of Directors meetings are one of the key duties of Board of Directors where decisions are made to determine the direction and supervision of the Company, with responsibilities as follows:

- (1.) The Company should schedule meetings in advance and deliver meeting documents to the Board of Directors approximately 7 days prior to the meeting in order that they will have sufficient time to study, review and make decisions of the matters of the meeting.
- (2.) Directors should dedicate time and effort to the operation of the Company. They should be ready to attend meetings regularly. However, at least half of the total number of directors must attend the meeting in order to



form a quorum. In cases where any director is unable to attend the Board of Directors meeting at the place specified in advance in each year with a reason that is both necessary and unavoidable, such a director may request the Chairman of the Board to attend the Board of Directors meeting at that time electronically. Such a director must strictly follow the Company's regulations and the conditions stipulated by law regarding electronic meetings.

- (3.) In cases where the Directors are unable to attend a meeting, they must notify the Chairman of the Board of their absence in writing.
- (4.) The Chairman of the Board of Directors is the person to approve meeting agendas through discussion with the Chief Executive Officer. The Chief Executive Officer should consider the requests of Directors who wish to incorporate important matters as agendas for the next meeting as well.
- (5.) The Chairman of the Board must ensure that the Board allocates sufficient time to the Executives for their presentation of information and for the Board to discuss important matters.
- (6.) Directors who may be involved or who may have connected transaction in any agenda must refrain from voting or opining on such agenda or excuse from the meeting.
- (7.) Directors who are not Executives or Independent Directors may convene in meetings by themselves as necessary to discuss management issues of interest without participation of the management. The outcome of such meetings should be communicated to the management as well.
- (8.) Senior executives should participate in the Board of Directors meetings in order to clarify matters in their capacity as Executives directly involved with the issues at hand.
- (9.) The Board of Directors may request documents, information, consultation and services pertaining to the operation of the Company from Executives to support each meeting. They may seek independent opinions from third party consultants, if deemed necessary, at the cost of the Company.
- (10.) The Board of Directors should be provided with documents and crucial information as regular updates of operational progress.
- (11.) At a Board of Directors meeting, at least half of the total number of directors must attend the meeting in order to form a quorum. If the Chairman of the Board is absent or unable to fulfill duties, the Vice Chairman assumes the role of chairman. In the absence of a Vice Chairman or their inability to perform duties, the attending directors collectively select one director to chair the meeting.
- (12.) The final decisions at the meeting are determined by a majority vote.
- (13.) For the voting of attending directors, each director present at the meeting is entitled to one vote, with the exception of directors with a vested interest in a particular matter who forfeit the right to vote on that matter. In the event of a tie, the chairman of the meeting casts an additional deciding vote.
- (14.) The establishment of a written charter for the Board of Directors is imperative.

2. Independent Director

Independent Directors are a key component of good corporate governance. They serve to ensure that decisions made by the Board of Directors have taken into account the benefit of all shareholders and not only a certain group of shareholders. Independent Directors are required to possess qualifications for independence as stipulated by the Company and in accordance with the guidelines outlined in the announcement of the Capital Market Supervisory Board.



Further, they should be individuals capable of protecting the interests of all shareholders impartially, thereby mitigating Conflict of interests. Independent Directors must attend the Board of Directors meetings and provide unbiased opinions.

Qualifications of Independent Directors

- (1.) An Independent Director holds no more than 1% of the total shares with voting rights of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling. This is inclusive of shares held by anyone who is affiliated with them.
- (2.) An Independent Director is a Director, who is not involved in the management, employee, staff, consultants with monthly salary, or an Entity with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a same-level Subsidiary, a Major Shareholder, or an Entity with Controlling Authority, either at the present time or within 2 years prior to his/her appointment as an Independent Director. Such prohibitions shall not, however, include cases where the Independent Director previously served as a government officer or a consultant to a government sector which is a Major Shareholders or an Entity with Controlling Authority.
- (3.) An Independent Director has no connection by blood or legal registration as the father, mother, spouse, sibling, son/daughter, or spouse of son/daughter of another Directors. Further, an Independent Director has no such connection with an Executive, a Major Shareholders, Entity with Controlling Authority, or an Individuals who will be nominated as a Director, Executive, or Entity with Controlling Authority over the Company or the Subsidiary.
- (4.) An Independent Director has no a business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority in such a manner that might impede the exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority, either at the present time or within two years prior to his / her appointment as an Independent Director.
- (5.) Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.
- (6.) An Independent Director is not an auditor of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, and not a Significant Shareholder, an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his/her appointment as an Independent Director.
- (7.) An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than 2 million baht in service fee per year by the Company, the Parent Company, a Subsidiary, a Joint/ Associated Company, a Major Shareholder or an Entity with Controlling Authority, and not a Significant



Shareholder or an Entity with Controlling Authority or a partner to such professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.

- (8.) An Independent Director is not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.
- (9.) An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company or a Subsidiary. An Independent Director is not a significant partner to a partnership or a Director with involvement in the management, employee, staff, consultant with monthly salary, or who holds more than 1% of the total shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
- (10.) An Independent Director does not have any other characteristics which prevents him/her from opining freely on the operation of the Company.

3. Specific Sub-Committees

4 Specific Sub-Committees are established by the Board of Directors to support the functions of the Board of Directors and the operations of the Company. The Sub-Committees include the Audit Committee, Executive Committee, Nomination and Remuneration Committee, and the Risk Management Committee. Each Sub-Committees is guided by a charter outlining their authorities, duties, and responsibilities, with a commitment to reviewing the charter at least once a year.

3.1 Audit Committee

The Audit Committee is comprised of at least 3 Audit Directors to support the Board of Directors in supervising, examining, and reviewing financial reports, administration, internal control, and compliance with relevant laws. The committee also ensures the independence of the internal audit department, fostering transparent and trustworthy operations and information disclosure. The details regarding composition, qualifications, authorities, duties, and responsibilities are outlined in the Audit Committee Charter.

3.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee is comprised of at least 3 Directors. The Committee is responsible for nominating and selecting candidates suitable for Director, Sub-Committee, Chief Executive Officer, and managing Director positions. This considers the format and criteria for remuneration of Director, Sub-Committee, Chief Executive Officers, and managing Director, nominating them for consideration and approval by the Board of Directors and/or shareholder meeting, as applicable. The details regarding composition, qualifications, authorities, duties, and responsibilities are outlined in the Nomination and Remuneration Committee Charter.

3.3 Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee is comprised of at least 3 Directors. This committee is responsible for establishing a Good Corporate Governance aligned with governance principles and the sustainable development initiatives of the Company to ensure that operations adhere to directions, policies, and strategies integrating corporate governance frameworks and guidelines alongside sustainability considerations and unambiguous methods. The committee is capable of supervising the Company within the corporate governance



framework and delivering sustainable value to all shareholders and stakeholders. The details regarding composition, qualifications, authorities, duties, and responsibilities are outlined in the Corporate Governance and Sustainable Development Committee Charter.

3.4 Risk Management Committee

The Risk Management Committee is comprised of at least 3 Directors. The committee is responsible for establishing risk management policies that encompass the entire organization. The committee operates based on the fundamental principles of Good Corporate Governance and adheres to international risk management guidelines (COSO Enterprise Risk Management Framework: COSO ERM) to supervise the management processes of the Company. The committee employs a risk management process to appropriately mitigate the impact on the Company's business. The details regarding composition, qualifications, authorities, duties, and responsibilities are outlined in the Risk Management Committee Charter.

3.5 Executive Committee

The Executive Committee is comprised of at least 3 Executive Directors. This committee is responsible for assisting and supporting the Board of Directors in managing the Company's affairs in alignment with policies, plans, regulations, orders, and relevant rules. This includes pursuing goals established within the framework assigned by the Board of Directors. The details regarding composition, qualifications, authorities, duties, and responsibilities are outlined in the Executive Committee Charter.

4. Executives

4.1 Chief Executive Officer

Scope of authorities, duties and responsibilities of the Chief Executive Officer

- (1.) Supervise, provide opinions, and give advice on the Company's normal business operations in finance and accounting, marketing, human resource management, and other overall functions to align with the mission, vision, goals, policies, business plans, and budget established during the Board of Directors meetings.
- (2.) Perform additional duties assigned by the Executive Committee and/or the Board of Directors. This includes the authority to take any necessary and relevant actions associated with the performance of such duties.
- (3.) Sub-delegate the authority and/or assign one or more individuals to act on their behalf in accordance with the Chief Executive Officer's discretion and adhere to specified timelines. The sub-delegation and assignment should be within the defined scope of authorization, as per the power of attorney, and/or in accordance with the rules, regulations, or orders stipulated by the Board of Directors. The Chief Executive Officer retains the right to cancel, revoke, change, or amend the granted authority or authorization as deemed appropriate.

However, the authorization granted to the Chief Executive Officer above must not take the form of a delegation of authority or confer authority upon the Chief Executive Officer or an individual authorized by the Chief Executive Officer to approve transactions in which they, or any person, may have an interest or have Conflict of interests with the Company or the Subsidiary. In such cases, the Chief Executive Officer is required to present the matter at the Executive Committee meeting and subsequently submit it to the Board of Directors meeting and/or



shareholder meeting for further consideration and approval in accordance with regulations, announcements, or relevant laws. An exception to the approval of transactions aligned with the policies and criteria previously set by the Board of Directors meeting and/or approved by the shareholder meeting.

4.2 Managing Director

Scope of authorities, duties and responsibilities of the Managing Director

- (1.) Supervise, manage, and execute routine tasks in accordance with the Company's normal business operations to align actions with policies, vision, goals, business plans, and budgets set by the Board of Directors meeting and/or as assigned by the Executive Committee and/or the Board of Directors, including the regular monitoring and evaluation of the Company's performance.
- (2.) Review and approve the annual budget allocation prepared by the management team and present it to the Executive Committee meeting and/or the Board of Directors meeting for further consideration and approval. Also supervise the annual budget spending for each agency.
- (3.) Consider and approve orders and/or amendments in regulations, announcements, or records to ensure operations align with goals, guidelines, and policies set by the Executive Committee and/or determined by the Board of Directors.
- (4.) Consider and approve purchases and expenditures related to the Company's normal business operations, such as acquiring land, procuring construction materials, and other relevant services, as well as operating and selling expenses. This includes various investments within the specified authority limits.
- (5.) Consider and approve the disposal of the Company's rights and assets to create obligations with individuals, juristic persons, or financial institutions, and present such proposals to the Executive Committee meeting and/or the Board of Directors meeting for consideration and approval within the specified approval authority limits.
- (6.) Consider and propose the allocation of profits and losses, as well as the payment of interim or annual dividends, to the Executive Committee meeting, Board of Directors meeting, and shareholder meetings for consideration and approval.
- (7.) Consider and approve any contracts or transactions related to the Company's normal business operations (such as trading, investing, or co-investing with others for the Company's normal transactions and for benefits in the Company's on-purposed business operation) within the specified approval authority limits.
- (8.) Consider and approve loans and credit applications from financial institutions, lending, pawning, mortgaging, or becoming a guarantor for the Company and/or Subsidiary within the specified approval authority limits.
- (9.) Consider and approve employment, appointment, transfer, and termination, including formats and criteria for determining salary and any benefits, both monetary and non-monetary, for employees below the managing Director within the framework and policies set by the Board of Directors.
- (10.) Consider and approve the appointment of necessary consultants for Company operations within the specified approval authority limits.
- (11.) Perform any other duties assigned by the Chief Executive Officer and/or the Executive Committee and/or the Board of Directors, with the authority to take necessary actions to fulfill such duties.
- (12.) Sub-delegate and/or assign one or more individuals to act on behalf of the managing Director, as deemed appropriate and within the specified period. The sub-delegation and assignment should be within the defined



scope of authorization, as per the power of attorney, and/or in accordance with the rules, regulations, or orders stipulated by the Board of Directors. The managing Directors retains the right to cancel, revoke, change, or amend the granted authority or authorization as deemed appropriate.

However, the authorization granted to the managing Directors above must not take the form of a delegation of authority or confer authority upon the managing Directors or an individual authorized by the managing Directors to approve transactions in which they, or any person, may have an interest or have Conflict of interests with the Company or the Subsidiary. In such cases, the managing Directors is required to present the matter at the Executive Committee meeting and subsequently submit it to the Board of Directors meeting and/or shareholder meeting for further consideration and approval in accordance with regulations, announcements, or relevant laws. An exception to the approval of transactions aligned with the policies and criteria previously set by the Board of Directors meeting and/or approved by the shareholder meeting.

4.3 Directors and Senior Executives

The Company recognizes the significance of nominating and appointing qualified directors to supervise the business and Senior Executives to run the business for the optimal benefit of the Company and shareholders. Consequently, the Company has established policies, regulations, criteria, and guidelines governing the nomination of directors and Senior Executives, as outlined below:

Qualifications of Directors

- (1.) Directors must possess knowledge, proficiency, integrity, and ethics for business execution. They must have sufficient time to dedicate their expertise, abilities, and commitment to the Company.
- (2.) Directors must possess qualifications and no prohibited characteristics as stipulated by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws and no characteristics indicating unsuitability to be entrusted with managing a business where the public holds shares, as outlined in the announcement of the Capital Market Supervisory Board.
- (3.) Directors must not engage in a business of the same nature as and which is competitive to that of the Company, whether for personal or others' benefits, unless the shareholder meeting is informed before the appointment resolution is made.
- (4.) Independent directors must meet the independence qualifications specified by the Company and adhere to the guidelines outlined in the announcement of the Capital Market Supervisory Board. They must be capable of equally protecting the interests of shareholders to prevent Conflict of interests. Further, they must attend Board of Directors meetings, providing independent perspectives.

Procedure for Nominating Directors and Senior Executives

- (1.) The Nomination and Remuneration Committee will screen, set qualifications, and establish criteria for selecting Directors, Sub-Directors, Chief Executive Officer, and managing Director of the Company by considering and selecting individuals with the necessary knowledge, skills, experience, and characteristics to bring the company



into success. Candidate names will be proposed to the Board of Directors meeting or shareholder meeting (as applicable) for further consideration.

- (2.) The managing Director has the authority to select and nominate a Senior Executive in positions lower than the managing Director, operating within the framework and policies set by the Nomination and Remuneration Committee.
- (3.) The selection process for Directors and Senior Executives must be fair, equitable, and transparent. The desired educational background, work experience, expertise, and other qualifications must be clearly specified in recruitment advertisements to get individuals with skills, knowledge, and experience that will be beneficial to managing the business and be suitable for the position that the company recruits.
- (4.) When a position of Executive Director, Chief Executive Officer, managing Director, or Senior Executive is vacant or the incumbent is unable to perform their duties, individuals in a comparable or subordinate position assigned by the Board of Directors or managing Directors will act temporarily. This will continue until the recruitment and selection of qualified individuals according to the Nomination and Remuneration Committee's criteria.

Elections and Term of Office of Directors

Director appointments must receive approval at the Board of Directors meeting and/or shareholder meeting, as applicable. Directors must meet the qualifications required by law and the Company's regulations and perform their duties in accordance with the law, the Company's objectives and regulations, and resolutions of the shareholder meeting with honesty, integrity, and ethical conduct. Further, they must use caution and do their utmost to protect the Company's interests. Directors are required to hold office for a term of 3 years each. However, the shareholder meeting will elect directors according to the following criteria and methods:

- (1.) One shareholder has votes equal to 1 share per 1 vote.
- (2.) Each shareholder may use all of their votes under (1) to elect one or more persons as Directors. If several persons are elected as Directors, votes cannot be divided among them.
- (3.) In the event that several persons are elected as Directors, those with the highest votes in subsequent order will be selected as Directors, up to the number of directors needed at that time. If individuals in the subsequent order receive the same number of votes, exceeding the required number of directors needed, the meeting's chairman will cast the deciding vote.

At each Annual General Meeting, a Director vacates office in the amount of one-third of the total directors. If the number of directors cannot be evenly divided into 3 parts, the closest number to one-third of directors who vacate office may be eligible for re-election to hold office, while directors who are compelled to vacate office within the first and second years after the Company's registration, the determination will be made by using a lucky draw. In subsequent years, the director with the longest tenure vacate office.

In addition to vacating office as a specific term, the directors may vacate office under the following circumstances:

- (1.) Decease
- (2.) Resignation



- (3.) Lack of qualifications required for a Director, or possess the characteristics prohibited by the Public Limited Companies Act, or possess the characteristics indicating unsuitability to be entrusted with managing a business where the public holds shares, as per the Securities and Exchange Act.
- (4.) Removal from office by a shareholder meeting vote.
- (5.) Removal from office by a court order.

However, any directors contemplating resignation from their positions are requested to submit a resignation letter to the Company.

In cases where directors are elected to fill a vacancy of director for reasons other than retirement at the term's end, the Company is granted the authority to select individuals who meet all qualifications to serve as a Director unless remaining term of the director is less than 2 months. However, individuals appointed in this case shall assume the position for remaining term of director who vacate office.

Remuneration Consideration for Directors and Senior Executives

To reward and incentivize the fulfillment of duties, the Nomination and Remuneration Committee thoroughly assesses suitability across multiple dimensions. This includes evaluating the roles and responsibilities of Directors and Senior Executives, as well as the overall performance of the Company. The committee then compares remuneration rates with those of businesses in the same industry, presenting its findings to the Board of Directors and getting approval at a shareholder meeting.

The company does not have a policy in place to offer remuneration to Directors who simultaneously serve as Executives and full-time employees of the Company.

5. Company Secretary

Section 89/15 of the Securities and Exchange Act (No. 4) B.E. 2551 has prescribed that the Board of Directors must appoint a Company Secretary in order to serve statutory duties in the preparation and preservation of important documents of the Company including the Directors registration, Board of Directors meeting notices and minutes, shareholders meeting notices and minutes, Annual Report, or Form 56-1 One Report. The Company Secretary retains to the reports of connected transaction from Directors and Executives, and carries out matters concerning the meetings of the Board of Directors and shareholders. The Company Secretary also advises the Board of Directors on requirements and criteria for the proper functioning of the Board of Directors and the Executives. The Company Secretary conducts training or briefing on matters necessary for the functioning of newly appointed Directors; and ensures that the Company fully and correctly observes the laws, the regulations and the resolutions of the Board of Directors meetings or shareholder meetings.

6. Leadership and Independence of the Board of Directors

The Board of Directors is responsible for the determination of policies, visions, mission, directions, and strategies; and ensures that the Executives proceed in accordance with such policies. They review and opine on matters, and vote on important issues as well. Therefore, in order for the Board of Directors, under the guidance of the Chairman of the Board of Directors, to maintain leadership and independence in the making of decisions and to efficiently establish



policies and govern the operation of Executives, the roles of the Chairman of the Board of Directors and the roles of the Chief Executive Officer are clearly separated. They must not be the same person.

7. Evaluation of the Performance of the Board of Directors

The Board of Directors must evaluate its performance as well as the performance of each director on an annual basis, including cross-evaluations. This provides a framework for the audit of the performance of the Board of Directors and the review of outcomes, issues, and obstacles that have arisen from the operation in the past year. This is an opportunity to consider the dedication of directors' time to the discharge of duties and to improve the relationship among Directors and Executives as well. The Board of Directors may request an external consultant to assist in establishing guidelines and key performance indicators for the Board of Directors as deemed necessary and appropriate.

Additionally, all the Specific Sub-Committees must annually evaluate their performances as well as the performance of each Sub-Committee member. The findings of this annual evaluation are to be presented to the Board of Directors meeting in order to provide suggestions for improvement of the operation of the Board of Directors. A clear benchmark of performance must be set and disclosed in the Form 56-1 One Report.

8. Remuneration of Directors and Chief Executive Officer

8.1 Remuneration of Directors

- (1.) The Nomination and Remuneration Committee establishes a clear, fair, reasonable, and understandable policy and criteria for the payment of remuneration to the Directors, and presents them to the Board of Directors for subsequent approval by the Annual General Meeting. The process through which the annual remuneration is determined must be transparent.
- (2.) The structure and the components of remuneration must be appropriate to the duties and responsibilities assigned to the Directors. The benefits received by each Director must be fair and correspond to the performance of the Company. They must be of the level where high-caliber Directors are attracted and retained, or comparable to the benefits of other entities of the same level in the same industry.
- (3.) The Board of Directors must disclose the format, nature, and amount of the remuneration received by each Director throughout the year, as well as the remuneration they receive from their service as Directors of Subsidiaries according to their position or duties. This is to illustrate compliance with the policy set forth in the Form 56-1 One Report.

8.2 Remuneration of Chief Executive Officer

- (1.) The Board of Directors and the Nomination and Remuneration Committee are to jointly determine the criteria for the performance evaluation of the Chief Executive Officer.
- (2.) The Board of Directors assigns the Nomination and Remuneration Committee to conduct the annual performance evaluation of the Chief Executive Officer; and to propose to the Board of Directors meeting the remuneration for the Chief Executive Officer in accordance with the findings of the evaluation. The Chairman of the Board of Directors will communicate the review findings to the Chief Executive Officer.



9. Development of Directors and Executives

The Board of Directors has established a policy for the development of Directors and Executives in order to increase their knowledge, understanding and skills which concern the business of the Company or other courses which will be beneficial to their continued discharge of duties. This is achieved through orientation, information updates, and internal and external training for new Directors, existing Directors, Executives and Executives who have been appointed to serve as a Director of the Group of the Company. This covers individuals whose work involves corporate governance of the Company as well, such as the Secretary to the Sub-Committees, the Company Secretary, and Investor Relations Officers.

10. Succession plan

The Board of Directors must implement measures to establish a system for selecting employees who will assume significant management positions at all levels. This includes the recruitment of the Chief Executive Officer in accordance with the processes outlined by the Nomination and Remuneration Committee. The Company shall specify a succession plan as follows:

- (1.) The Company will supervise the creation of a plan and process for recruiting successors to important positions. This involves developing personnel to possess the requisite knowledge, skills, experience, and characteristics. The Chief Executive Officer, managing Director, and Senior Executives are obligated to formulate a continuous plan for their successors, ensuring the Company's long-term operational continuity.
- (2.) The managing Director shall periodically report the results of operations according to the development and succession plan to the Board of Directors, providing updates at least once a year.

Compliance with the Good Corporate Governance Principles

1. Rights of Shareholders

The Board of Directors recognizes the significance of the rights of the shareholders. They will not engage in any action which will violate or diminish the rights of the shareholders. To this end, a policy has been established and disclosed to the public through the various channels of the Company. This policy confirms that the Company supports and encourages the exercising of shareholders' rights. Such rights include basic statutory rights, the right to receive crucial information, the right to propose agendas and to nominate candidates for directorial positions, the right to submit inquiries prior to the Annual General Meeting; and the right to participate in and vote at Annual General Meetings. Requirements are in place to regularly improve and enhance such exercise of rights for the utmost benefit of the shareholders.

2. Equitable Treatment of Shareholders

In order to assure shareholders of equitable treatment of all shareholders by the Company, the Board of Directors has established a corporate governance policy to require protection of shareholders' rights and fair and also ensure equitable treatment of all shareholders. For instance, this policy requires the equal exercise of rights by major shareholders and minor shareholders at the Annual General Meeting; the equal disclosure of information; the prevention of Conflicts of Interests or the use of internal information to illegitimately benefit oneself and others; strengthen the relationship with the shareholders.



3. Consideration of the Role of Stakeholders

The Board of Directors has established a policy requiring consideration of statutory rights of stakeholders and the agreements they have with the Company when interacting with them. This policy is to be observed by the Board of Directors, Executives and Employees of all levels in order to ensure the proper protection of such rights and the appropriate treatment of such stakeholders. It encourages cooperation between the Company and stakeholders on the creation of wealth, financial security, business integrity, as well as the preservation of the environment, society and, sustainable development.

4. Disclosure of Information and Transparency

The Board of Directors appreciates the significance of information quality, information security and equitable, transparent and fair disclosure of information via accessible and credible channels. A policy has been established to ensure the preparation and disclosure of financial-information and non-financial information are adequate, credible, and timely. The information being disclosed must have been prepared carefully, clearly, correctly, transparently and accountably in compliance with laws. The language used should be clear, and concise. Crucial information needs to be disclosed regularly, regardless of whether it is positive or negative, in order to maintain the confidence of shareholders and stakeholders and assure them that they are receiving information in an equitable manner as per the requirements of rules, laws and the articles of association of the Company and relevant governmental agencies. The Board of Directors may assign the Audit Committee and/or the management to act on their behalf as necessary.

5. Responsibilities of the Board of Directors

As an assurance for the shareholders and the investors, the Company, by the Board of Directors, has established visions, missions, directions, operational strategies, and supervision with an efficient performance monitoring and evaluation system in place, which is independent from the management, to review the operation of Executives in accordance with the good corporate governance principles. The areas reviewed are as follows:

5.1 Transactions with Possible Conflict of interests

- (1.) The Board of Directors has established a policy and practices concerning transactions that have, or possibly could have direct or indirect Conflict of Interests with Shareholders, Directors, Executives or Other Individuals. Connected transactions requiring shareholders' approval are reviewed by the Audit Committee in order to ensure that the engagement in such transactions is fair, reasonable and in the interest of the shareholders. Further, they must ensure that the laws and the regulations of the Office of the Securities and Exchange Commission are observed (SEC).
- (2.) The Board of Directors ensures compliance with the established procedures with respect to rationality and independence. There must be a transparent transaction approving the engagement in the transactions which takes into account the utmost benefit of the Company and full compliance with the regulations of the SEC.
- (3.) Stakeholders are not involved in the decision-making process when engaging in such transactions. At each meeting of the Board of Directors, the Chairman of the Board of Directors will ask participants to observe this policy. Directors with possible Conflict of Interests need to inform the assembly of that fact and refrain from opining or voting on relevant agendas, or they may be required to leave the meeting.



- (4.) The Board of Directors supervises the full disclosure of information on transactions with possible Conflict of Interests in Form 56-1 One Report.

5.2 Risk management

- (1.) The Board of Directors is determined to sustainably create added value and security for the business in accordance with the good corporate governance principles. To this end, the Risk Management Committee is established at the level of the Board of Directors to establish risk management policy and to implement an efficient risk management system in order to control the key risks of the Company at the acceptable level.
- (2.) The Board of Directors ensures corporate-wide compliance with the risk management framework, advises on the management of key risks, reviews risk management reports and monitors key risks in order to ensure that the management of such risks is sufficient and appropriate.

5.3 Internal Control and Inspection Audit System

- (1.) The Board of Directors realizes the significance of the internal control system and has arranged for its implementation in order to provide reasonable assurance of operational efficiency, financial report credibility and compliance with regulations and policies, as well as anti-corruption guidelines. The Internal Audit Function is set up with independence in their discharge of duties. They are responsible for reviewing the sufficiency of the internal control system for the various activities of the Company in order to report to the Audit Committee and the Board of Directors respectively.
- (2.) The Board of Directors annually reviews the suitability and adequacy of all five components of the internal control system: Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring. This is to ensure achievement of the Company's objectives and goals; and to consistently improve the internal control system.
- (3.) The Board of Directors provides for an official and transparent system through which the relationship between external and internal auditors can be maintained. In this regard, the Audit Committee is required to support the Board of Directors' duty and responsibility in auditing the operations of the Company and its subsidiaries. Also, the Audit Committee shall fairly and independently provide opinions on internal control and risk management systems.
- (4.) The auditor must confirm his/her independence to the Audit Committee annually, as well as report to them on the procedures used at his/her audit office, in order to provide assurance of his/her independence.
- (5.) The auditor has the right to review reports or other financial reports issued by the Board of Directors in conjunction with the financial statements he/she has reviewed. He/she has the right to report any anomaly in the report which does not correspond with the financial statements he/she has reviewed.
- (6.) The audit fee and other fees paid to the auditor are disclosed in Form 56-1 One Report in order to enhance the transparency and the independence of the auditor.



The Board of Directors Code of Conduct

The Board of Directors wishes to assure stakeholders that our business is conducted on the basis of transparency and moral soundness. Therefore, a code of conduct is established for the Directors to observe as a guideline for their practice in conjunction with the good corporate governance policy and business code of conduct as below:

- (1.) Directors must be good representatives of all groups of shareholders. They should manage the business to the fullest of their ability in order to consistently deliver suitable returns, with consideration of the utmost benefit of the Company and sustainable growth.
- (2.) Directors must comply with the relevant laws, rules and requirements, the Company's regulation and resolutions of the Annual General Meeting.
- (3.) Directors must use social media or the Company's email address with caution. Expressions made must be constructive, appropriate, legitimate, ethical, and beneficial for public interests so as to uphold the reputation and good image of the Company and its subsidiaries.
- (4.) Directors must manage the business with care and honesty. Directors must be strictly neutral and independent and not political in their decisions. They must not create obligations which may subsequently contradict their discharge of duties.
- (5.) Directors must give Executives the authority to fully manage day-to-day operations without unnecessarily leading them.
- (6.) Directors should not have connected transaction or interests in businesses which are directly or indirectly related to those of the Company or a Subsidiary, or in a business which is competitive to those of the Company or a Subsidiary. In the case where a Director or an affiliated entity of the Director has interests that concern the Company or a Subsidiary, such interests must be reported as required by statute.
- (7.) Directors must prevent Conflict of Interests with those of the Company and its subsidiaries in order to ensure full and efficient management of the business.
- (8.) Directors must not directly or indirectly seek, from their discharge of duties, illegitimate benefits for themselves or affiliated entities.
- (9.) Directors must not engage in any act which may diminish the benefits to the Company or which may benefit other individuals or juristic persons.
- (10.) Directors must be determined to prevent and eliminate all fraudulent acts. This is a matter requiring swift and decisive countermeasures which will create positive value and image for the Company.
- (11.) Directors must observe and act in accordance with the good corporate governance principles and apply them to their discharge of duties. They must be leaders where morals are concerned and role models in the compliance with the corporate governance policy and business code of conduct of the Company.

In addition, Directors who intentionally violate or fail to comply with The Board of Directors Code of Conduct or the anti-corruption policy and guidelines may be punished by the Board of Directors depending on his/her nature of the offense and its consequences.

Section 2

**BUSINESS CODE
OF CONDUCT**



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Principles of Business Operations

Business Code of Conduct Compliance

Srinanaporn Marketing Public Company Limited and the Group of Companies aims to conduct business in accordance with the principles of good corporate governance and is committed to promoting the Group to be an efficient organization by adhering to operating with transparency, morality, and responsibility to shareholders and related stakeholders: customers, business partners, business competitors, creditors, the public sector, employees, as well as communities, society, and the environment.

The Group's Business Code of Conduct is therefore a compilation of good practices in various matters that define standard areas of conduct under the framework of ethics, morality and honesty. It is expected that the personnels at all levels of the Group prioritize and adhere to their duties and responsibilities to know, understand, focus, and must not neglect and strictly comply with. It is not a voluntary practice and cannot be claimed as not knowing. **Any violation of this code of conduct, provided that confirmation can be produced from an investigation, will result in disciplinary action pursuant to the Company's policy and / or legal action pursuant to relevant laws.** This is to enable business operations to achieve the vision and reflect the organization's values and culture, to be an organization with sustainable growth.

It is the duty of the supervisor to monitor, take responsibility for, and give a piece of advice to their subordinates to acknowledge, understand and strictly comply with the business code of conduct set forth herein. In addition, in the case of doubts or difficulties in making decisions or following the business code of conduct not having been set forth, please consider by asking yourself the following questions about the action before terminating the action:

1

**Is such
action illegal?**

2

**If it is against
the Group's policies
or cultures.**

3

**If it is acceptable
and able to
disclose to the
public.**

4

**If it destroys the
Group's
reputations.**

5

**If it severely
damages the
Group's
stakeholders.**

or ask your supervisor in the hierarchy whose duty is to provide initial advice, or directly to the department responsible for that matter or internal audit department or the Human Resources and Administration Department of Srinanaporn Marketing Public Company Limited.



Business Code of Conduct

Srinanaporn Marketing PLC and the group of companies



Observance of Relevant Laws, Rules and Regulations and Respect of Cultural Differences

The Group emphasizes the importance of respecting different cultures and complies with relevant laws, rules, and regulations in every location where the Group conducts its businesses. The Group's employees must comply the law, not violate, and perform their duties according to good practices as follows:

Good Practices

1. To comply the rules, requirements, and regulations of relevant agencies regulated the Group.
2. To comply the criteria, requirements, and regulations stipulated by the Group's regulators.
3. To be aware of and understand responsibilities in complying with rules and regulations related to operations.
4. To review the compliance with relevant laws, rules and regulations and cooperate, promote, support, and ensure the compliance consistency.
5. To study, understand and follow the laws, rules and regulations of the country in which the Group invests and conducts businesses as well as respect the customs, traditions and good cultures of that locality. If the local rules, regulations or operating procedures including the customs, traditions and cultures differ from the practices of the Group, please consult the relevant authority before taking any action.



2

Anti-corruption

The Group supports and encourages personnels at all levels to be aware of the importance of anti-corruption including establishing an internal control system to prevent corruption, extortion, and receiving or giving bribes in all forms or any actions that may be at risk of corruption and money laundering as to prevent the Group to be a channel or



- a tool for misappropriating, transferring, or concealing the source of illegal assets. Personnels at all levels of the Group must carefully and cautiously perform their duties. Moreover, the Group supports and encourages stakeholders such as customers, suppliers, business allies to be aware and comply with the laws, anti-corruption policy and guidelines of the Group. The Group has established written policy and guidelines for anti-corruption practices as in the appendix to this Corporate Governance & Business Code of Conduct Handbook.

3

Vested Interest and Conflict of Interest

The Group considers vested interests and conflicts of interest as the important policies for the business operations and all stakeholders. Therefore, good practices have been established to demonstrate the intention of conducting business in a transparent and verifiable manner. It is the duty of directors, executives, and personnels at all levels and stakeholders to avoid having a vested interest or being involved in actions that may cause a conflict of interest caused the Group to lose its benefits causing the decline in operating efficiency. In case of not being able to avoid, the responsible department shall proceed with the transaction transparently and clearly for the utmost benefit of the Group. If any transaction meets the criteria for connected transactions as announced by the SEC, the Group shall strictly comply with the criteria and methods specified in the said announcement.



Good practice

- 1 To avoid any actions that will cause oneself to have a vested interest or conflict of interest, whether it arises from contacting with those involve in the business of the Group or using any opportunity or information gained from being employee to oneself benefit or running a business competing with the Group or perform other duty for third-party affecting oneself duty in the Group.
- 2 In the case that the employee or related party needs to enter into transaction with the Group, the transaction shall be as same as enter into the transaction with other third-party transactions with general trading conditions as general public.
- 3 The consideration process and disclosure of information on interests and related party transaction or conflict of interest shall strictly comply with the laws and regulations of the SEC and the Stock Exchange and directors, executives or employees who have an interest or are involved shall not be included in the consideration process. In the case of necessity for the such person to clarify for consideration, the such person shall not cast any vote or express any opinion in the consideration process of approval such transaction as a freedom of consideration.
- 4 To enter into business transaction, it shall be faithfully done, reasonable and independent within the framework of good practices with utmost benefits to the Group.
- 5 In case of violating or approaching conflict of interest with the Group, the supervisor shall be informed using the “**Conflict of Interest Disclosure Form**” (see appendix) and send a copy to Compliance Department Srinanaporn Marketing Public Company Limited immediately to consider the such transaction being or not being conflict of interest for further steps.



4

The use of inside information and the non-disclosure of confidential information

Srinanaporn Marketing Public Company Limited is a listed company on the Stock Exchange. Therefore, the use of inside information and non-disclosure confidential information is an extremely important policy to achieve equal and fair operations for all stakeholders and all shareholders. The inside information or news which may cause the significant change in securities prices not having been disclosed to the public is the inside information used in business operations, shall be treated as confidential information of the Group. If disclosed, it shall have an impact on the Group, particularly the Group's securities price and reputation.

Thus, directors, executives, and employees at all levels of the Group shall not disclosed inside information and keep it confidential, not to tell other persons the inside information fetching from doing their duties or use inside information to seek benefits from trading securities (shares) illegitimately or cause the Group to lose its benefits directly or indirectly.

4.1

Trading of Company's Securities using inside information

Employees at all levels shall follow good practices in securities trading by not using inside information not having been disclosed to the public for the equality to all shareholders and investors and to prevent the employee's misconduct including family and all related persons.

Good practices

1

Directors and executives, as defined by the SEC, have a duty to report changes in their holdings of the Group's securities to the Group secretary at least 1 day prior to submitting the transaction as good corporate governance principles and report to the SEC via the electronic system within 3 business days from the securities buying, selling or transferring date according to the criteria set by the SEC; thereafter, the Group secretary shall report to the Board of Directors, and disclose in Form 56-1 One Report.

2

Directors and executives as defined by the SEC, along with the Group's employees and workers shall not buy/sell the Group's securities at least 30 days prior to the financial statements disclosing to the Stock Exchange of Thailand and at least 24 hours after the financial statements disclosing date.



3

Employees at all levels and related persons shall not use inside information for their own benefits in buying, selling, or inducing other persons to buy, sell, offer to buy, or offer to sell the Group's securities either in person or through a broker while still in possession of the Group's inside information not having been publicly disclosed as well as disclose inside information not having been publicly disclosed to other persons for the benefit of trading the Group's securities. In such case, the Stock Exchange considers as a misconduct in trading securities for speculation or to give any person advantage.

4.2

Safeguarding of confidential information

For equality in the use of information of the Group not having been publicly disclosed or information which may affect business operations or stakeholders or the Group's securities. Therefore, the non-disclosure of confidential information is the responsibility of directors, executives, employees, employees, and contractors. They must follow good practices in non-disclosure of confidentiality and disclosure of such information to outsiders.

The Group and its subsidiaries are aware of the importance of information confidentiality. The confidential information of the Group, customers, suppliers, or other personal information shall not be disclosed or used for other benefits than as permitted by the information owner or authority.

4.2.1 Confidentiality

1

Must maintain the confidentiality of information and documents which not permitted to be disclosed and/or trade secrets, production formulas or inventions, intellectual properties of the Group to outsiders, in particular competitors and must keep the non-disclosed information for another 2 years after leaving the position and duties, this period shall be in accordance with the conditions of the confidentiality agreement requiring those parties involved to comply.

2

Do not use opportunities or information gained from being a director, executive, or employee to seek personal benefits and conducting business competing the Group or the related businesses.

3

To carefully prepare information and documents of the Group and pursue duties and responsibilities with honesty, prudence and in accordance with specified standards.

4

It is prohibited to falsify information, documents, or reports of the Group. A violator shall be subject to disciplinary action and/or legal punishment as the case the case may be.



- 5 To prevent confidential information from being accidentally disclosed, it is the duty of the data owner or the person in possession of information not having been publicly disclosed to be aware of data security procedures and follow. Supervisor must instruct those involved to strictly follow security procedures.
- 6 Trade secrets or important documents of the Group must be securely stored not to be lost or leaked by appropriate control methods according to the guidelines for non-disclose confidential information. It is determined as the level of information secrecy: disclosable information, concealed information, confidential information, or highly confidential information, etc.
- 7 Sharing internal information within departments or the groups of companies shall be within the assigned duties and responsibilities only.

4.2.2 The disclosure of information, news, and opinion to outsider

- 1 Chief Executive Officer or assigned authority of the Group shall be the person expressing opinions and disseminating the Group's information to the public.
- 2 The Group and the group of companies shall disclose important information to the public accurately, transparently, timely and equitable manner.
- 3 Must not disclose information or express opinions affecting or influencing a negative impact on the Group and stakeholders to any other persons outside the Group.
- 4 In the case of being asked or requested to reveal information without any obligation to disclose or answer questions, please decline to express your opinion politely and recommend inquiring directly from the authority assigned and responsible for disclosing information to disclose correct information or opinions and in the same direction.
- 5 The Group's central authority responsible for disseminating information is the Investor Relations Department which the details shall be passed on by the department owning the information.

**4.3****Personal Data Protection**

All executives and employees of the Group shall recognize and understand the importance of personal information including the duty to comply with laws, policies, regulations and guidelines of the Company and Group as well as authorities related to the Personal Data Protection strictly according to the announcements and shall supervise and manage the collecting, using the Personal Data in possession of the Group as well as maintaining the said Personal Data to be secure and safe including having the process for deleting or destroying unnecessary data with the appropriate method to prevent impacts on the Group, directors, executives, employees and related stakeholders.



5

Internal Control, Internal Audit, Risk Management and Accounting and Financial Reports

The Group is committed to adding value and stability to the business by operating its business in accordance with the principles of good corporate governance. To achieve such results, the Group, thus, announces efficient and effective policies for the internal control system and internal audit aligning with international standards and the appropriate risk management level. Therefore, the Group shall be able to manage significant risks at an acceptable level without affecting the group's objectives. It includes a good monitoring and evaluation system, regular reviews and preparing accurate and reliable Accounting & Financial reports complete in accordance with the law. It is a crucial protocol of the Group for shareholders' and investors' confidence.

Good practices

5.1

Internal Control / Internal Audit / Risk Management

- 1 **Board of Directors, Audit Committee, Risk Management Committee and Executive Committee** are obliged to review the internal control system, risk management and report the results of the review to shareholders by disclosing in Form 56-1 One Report.
- 2 **High Ranking Executives** are obliged to manage the Group's internal control system and risk management along with building a culture for employees to have discipline, knowledge, understanding, and a good attitude and to cooperate in auditing and internal control.
- 3 **Middle Ranking Executives** are obliged to establish an internal control and risk management system in relation to their responsible duties along with evaluation, improvement, review and practicing accordingly.
- 4 **Internal Audit** is obliged to evaluate internal control and support good corporate governance practices, risk control and management, guide appropriate control measures and take any action in creation of additional value for other departments in accordance with current situation and the change of risk factors.



- 5 There shall be an evaluation of all contingent risks of the Group covering economic, social, environmental (ESG) risk, public health risk, and corruption risk, and a framework for internal control with the objective to evaluate of risks at the operating level along with regular evaluation of the internal control system to ensure that the Group has an adequate and appropriate internal control system for business operations.

5.2 Accounting and Financial Reports

- 1 There shall be standard financial, accounting, and tax policies to support efficient operations of the Group.
- 2 The business transactions of the Group shall be recorded accurately, completely, and traceable without any limitations or exceptions.
- 3 The business transactions shall be factual, not distorted or falsified in any case.
- 4 The business transactions shall be in accordance with the Group's regulations or requirements with documents evidence supporting the correct, complete, sufficient, and timely entries for completeness of business transactions in the Group's accounting system.
- 5 The accuracy of accounting and financial report is the joint responsibility of the Board of Directors, executives, and financial and accounting employees.
- 6 Any employee conducting business transaction is responsible for preparing information on such business transaction to the responsible accounting and financial employee.
- 7 The relevant laws, regulations, standards, and requirements both domestically and/or internationally shall be complied for the correctness of data storing and recording and preparing accounting and financial reports correctly and thoroughly.
- 8 the principles of honesty morality shall be practiced for the virtue of data storing and recording and preparing accounting and financial reports.



6

Receiving and Offering gifts, property, or any other benefits

All employees of the Group should avoid actions that may affect work decisions causing conflict of interest with the Group. The Company has set guidelines following the anti-corruption policy regarding receiving and offering gifts and hospitality or any other benefits which includes participating in both domestic and international travel and receipt of travel-related expenses from business partners of the Group. The objective is to make the business operations of the Group transparent and free from corruption.

Good practices

- 1 Employees of the Group shall not receive gifts, property or any other benefits in all cases and have a duty to inform all external parties of the No Gift Policy.
- 2 In case, it is necessary to receive and cannot be returned, such as gifts for important festivals or traditions, it can be done in a reasonable manner, but it cannot be requested for or received in any case that is from over customary practices or beyond appropriate and is a property or benefit that can be received according to laws or regulations issued by virtue of legal provisions. It is prohibited to receive illegal items and it shall be received from general offering not for any person specific.
- 3 Receiving as in No.2, the recipient has a duty to report the receiving of gifts, property, or any other benefits to the supervisor for acknowledgment by the form set forth.
- 4 In case, the supervisor considers it is not appropriate for receiving, it shall be handed over to the Human Resources and Administrative Department and becomes the Company's.
- 5 Employees of the Group shall not bribe or offer any other benefits of the same nature to employees of the Group or outsiders in particular government officials domestically or internationally.
- 6 Offering gifts, property, or any other benefits domestically and internally to government officials and other persons, it shall be on the ground of promoting a good image of the Group. It shall be sure the offering does not violate local law and custom and shall not be extravagant in an excessive manner. In addition, the value of offering shall not exceed 3,000 baht per person per occasion.*

*Announcement from the National Anti-Corruption Commission (NACC) stipulating that government officials shall be able to be offered assets or other benefits not exceeding 3,000 baht per person per occasion.



7

It is prohibited for all employees at all levels of the Group and/or their families to request or receive gift, property or any other benefits from contractors, sub-contractors, customers, suppliers, sellers, joint venturers, or those involved with the business of the Group in any case. Contractors, sub-contractors, customers, suppliers, sellers, joint venturers, or those involved with the business of the Group shall be informed of this policy.

8

The Group shall regularly arrange the report of receiving and offering gifts, property or any other benefits and shall notify the contractors sub-contractors, customers, suppliers, sellers, joint venturers, or those involved with the business of the Group to be aware of this policy.





7

Procurement and Supplier Treatment

Procurement is an important process in determining the cost and quality of products and services of the Group which will be used in business operations. Therefore, it is necessary to have procedures for the Group to receive the greatest benefits: fairness, reasonableness, transparency, and auditability. In addition, the relationship between supplier and the Group is considerably important strengthening good practices based on mutual respect and trust.

Good practices

- 1** For the greatest benefits of the Group, the products and services aligning with the needs of the Group shall be procured with value and quality, price, quantity, and timely delivery. The procurement shall be carried out with transparency and fairness by providing information to suppliers equally, correctly, clearly, and unconditionally in an open manner, without bias and discrimination against suppliers, and promoting fair competition between suppliers with appropriate and concise procurement methods in consistent with the change of the Group's business situation.
- 2** Do not take advantage of suppliers. The benefits of the Group and the damages to the reputation of the Group shall be considered. The negotiations shall be based on a business relationship and fair to both sides openly and auditable.
- 3** Purchasing authority or person responsible for purchasing shall plan advance procurement by good procurement system to avoid urgent procurement unreasonably.
- 4** The relationships with suppliers shall be maintained equally. Do not demand property or any other benefits directly or indirectly and listen to opinions, suggestions, complaints, and recommendation to improve and solve issues.
- 5** The accurate, clear, complete, and equitable information shall be equally and openly provided for the suppliers' bidding with fair competition. The information obtained from each bidder shall be kept confidential and not be disclosed including the negotiated evidence.

**6**

To support the procurement of goods, supplies, and services from suppliers according to laws relating to human rights principles and not participating in or benefiting from the use of illegal labor concerning the Group's policies on quality, security, safety, occupational health, environment, and business continuity. Suppliers shall provide their employees safe environment to work and respect the basic individual social rights as well as conducting business with morality, ethics and strongly laws-abiding and free from any forms of bribery to public and private sectors.

7

Executives in the procurement department shall control, supervise, and inspect the employees responsible for procurement to comply strictly with business ethics and employee ethics. If it is found any violation of the business code of conduct, an investigation and disciplinary punishment according to the company's work regulations regarding human resource management shall be conducted, as well as giving advice, recommendations, being open for suggestions from the employees in charge.



8

Intellectual Property and the Use of Information Technology and Communication

Intellectual property, information technology and communication are key factors contributing to the conduct of business and to operational efficiency. Therefore, it is the shared responsibility of all employees to respect the rights of owners of intellectual property and to carefully use information technology and communication within the requirements of the laws, the announcements and the standards specified by the Group.

Good Practices

8.1

Intellectual Property

1

The Group encourages its employees to make use of their own intellect and hard work to innovate, invent or research and develop original products without infringing upon another entity's invention or research and development work or intellectual property. The Company also encourages its employees to conduct research, write textbooks and make creative media in the pursuit of knowledge. The compensation from such work is a right of the employees. Nevertheless, for any work assigned by the Group or any work developed using information that belongs to the Group, the right to the research, the registration of patents, the ownership of patents and the compensation from such work will belong to the Group.

2

When intellectual property of a work, invention or research and development project is created during a period of employment or within the scope of duties and responsibilities of an employee, or from the use of Company equipment or capital or resources, an employee is obliged to prepare a report and required documents to disclose its existence in a timely manner to the Company's personnel charged with intellectual property supervision, who will determine which form of intellectual property protection is needed for the utmost benefit to the Company. This piece of intellectual property and all related rights belong solely to the Company unless otherwise agreed. Such employee is required to comply with all the rules, regulations and policies regarding the transfer of all intellectual property rights to the Company.



3 Employees must respect and not directly or indirectly violate another person's intellectual property rights or act in any manner that could be perceived as a violation.

4 In the event that an employee discovers a violation of the Company's intellectual property rights, they have a duty to report it to his or her supervisor or the personnel in charge of intellectual property supervision.

5 Employees must stringently adhere to the rules and regulations in effect when they access intellectual property research and development facilities or a venue in which rules and regulations for the protection of intellectual property rights apply.

6 Legally registered trademarks and brands of the Company or the Group must be utilized with due care and due regard to its suitability only for best interest of the Company or the Group.

8.2 The Use of Information Technology and Communication

1 The Group has implemented safety management for the information system which includes computer systems and computer data in accordance with international standards as well as data governance policy, data classification policy, and personal data privacy policy that are in line with laws. Therefore, it is the responsibility of every employee to protect and ensure that the section of the information system of the Group under their possession or care is free of unauthorized access. Information crucial to the conduct of business must not be disclosed to third parties. Nevertheless, the mentioned act of the employees shall not be contrary to related laws.

2 Employees must be disciplined in their use of the information system recording devices, and communication equipment of GC Group in order to ensure that no negative effect is caused to GC Group and third parties. They must not use them as a tool to illegitimately gain access to information systems; cause damage to the reputation and the property; cause disturbance to the functioning of the information system; intercept information; decipher passwords; disseminate images, messages or audio which is morally or traditionally inappropriate; or for personal business or any illegal act.

3 Employees must refrain from violation of copyrights, software or intellectual property of the Company and GC Group or other parties, including but not limited to software, copyrights, patent, filed-specific knowledge and trademarks. Using, copying, modifying, disclosing or publishing such work or information to the public whether in whole or in part, unless legally



authorized by its owner, are prohibited. If there are any questions regarding this matter, please consult the Legal Department or responsible authorities who are in charge of intellectual property. Also, employees must comply with data-classification guideline so as to prevent data leak.

4

Employees must keep their password confidential and not share it with others in order to prevent unauthorized access, and use information technology system correctly according to a level of rights granted. Employees must not access websites they are not familiar with or ones which are without data safety measures and may be dangerous to the computer systems of the Group. In the case where employees found fraudulence by emails, or fake websites to acquire privacy data such as usernames, passwords, or other personal information, they must report to the department overseeing the security of the Company's information system immediately.

5

In the case where the employees seek permission for supplementary staff or employees of the contractors to use the information system of the Group, the employees seeking such permission must control the use of system by the supplementary staff or employees of the contractors; and be responsible for any damage occurred (if any).

6

Employees shall exercise caution in using emails so as to prevent any damages to the Company, infringement of rights, nuisance to others, legal violations, or moral offenses. Also, employees shall neither pursue vested interests nor allow others to seek business interests from emails through the Company's network system. Employees must also use the Company's email addresses for its work only.

7

Employees must attend training on and take relevant tests for the awareness of information security and cybersecurity on a regular basis. They also must strictly comply with policies, requirements, announcements, and orders on information security and cybersecurity.

8

Employees must comply with requirements on mobile devices e.g. Notebook, Tablet and update their software in line with the Company's standard.

9

In the case where any employee is suspected to have used the information technology system inappropriately or in the case where there is a reasonable cause to ensure the safety of the information technology system and data of the Group, an assigned department will inspect, search, monitor, investigate, and control the use of information technology system of such employee.



9

Political Rights and Neutrality

The Group maintains a policy of legally managing the business on the basis of honesty. GC Group is politically neutral and independent in all decisions and actions. GC Group believes in democracy and encourages employees to exercise their rights to vote in accordance with the constitution. A guideline prescribed for the employees as listed below:

Good Practices

1 Employees should exercise their right as good civilians under the constitution and other relevant laws.

2 Employees are prohibited from participating in an activity which may lead to the understanding that the Group is involved with or giving political support to politicians, political parties or any political group.

3 The Group does not have the policy to provide support in the form of money, resources, or any other asset, either directly or indirectly, to the benefit of politicians, political parties or political groups.



10

Employees Code of Conduct

Employees need to observe the Employees Code of Conduct along with working regulations, rules, requirements, and announcements of the Group. The aim of these codes of conduct is to help all employees develop a culture of teamwork, improve satisfaction among stakeholders, and take into account equality and honesty in the conduct of business. In case employee violates this code of conduct, and a fair investigation proves that there is evidence of misconduct, such employee will be subject to disciplinary action according to the Company's regulations and / or any relevant laws.

- 1 Employees shall comply with the policies, rules, regulations, announcements, and orders of the Company and of superiors at higher levels.
- 2 Employees shall perform their duties with responsibility, caution, and honesty as well as promptly report any events that may cause damage to the Company's reputation and property.
- 3 Employees shall be polite, respectful, and respecting other employees as well as being ready to work as a team and open to the opinions of others.
- 4 Employees shall perform duties with intentional perseverance, complying with regulations and good governance of the Company.
- 5 Employees shall strictly maintain the interests and confidentiality of the Company, customers, or any businesses that the Company shall not disclose. Dissemination of news regarding the Company's financials and individuals shall be conducted only according to the correct and appropriate guidelines permitted, and to do so carefully and efficiently throughout the period of being an employee of the Company and after termination of employment. All employees agree not to disclose the above confidential information. If it is disclosed or sent to others or used such information for any other purpose than performing duties for the Company, employees agree to be responsible for compensating the Company for damages that occurred.
- 6 Employees shall not use inside information for the benefit of themselves or others in buying or selling the Company's securities or entering into binding futures contracts related to the Company's securities or disclose inside information to other persons knowing or should have known that the recipient of the information might use that information for the purpose of buying or selling securities or entering into binding futures contracts related to the Company's securities whether for the benefit of the recipient of the information or other persons.



- 7 Employees shall take precautions and protect the Company's property, damaging or losing, by any person or any disaster, to the best of our ability including not bringing any items, whether equipment or property of the Company to be used for personal benefits or other persons who are not related to the Company's business operations.
- 8 Employees shall manage their work by adhering to morality and ethics including promoting morality and ethics at all levels of the Company as well as monitor and manage conflicts of interest that may occur in the Company.
- 9 Employees shall closely and fairly supervise their subordinates without discrimination.
- 10 Employees shall comply with as well as support, control and supervise subordinates to strictly comply with the Company's policies, rules, regulations, announcements, and orders in using the computer system, computer information or computer traffic data of the Company to ensure that the use of the Company's computers complied with computer laws, copyright law or other related laws preventing damage to the reputation of the Company.
- 11 Employees shall not use the Company's time for other or personal business.
- 12 Employees shall not operate businesses with the same business or in competition with the Company's business whether it is for personal benefit or others or a shareholder with significant control which may cause damage to the Company directly or indirectly.
- 13 Employees shall not behave in a way damaging their positions and the reputation of the Company.
- 14 Employees shall not use false statements or conceal the true message which shall be reported to the Company.
- 15 Employees shall not perform duties negligently or do any act inappropriate for the performance of their duties. Therefore, employees shall perform duties completely, correctly, and honestly.
- 16 Employees shall not conceal or distort the truth to gain the benefit for themselves or others. That may cause damage to the Company directly or indirectly.
- 17 Employees shall not interfere or do any act obstructing the proper performance of the duties of those with authority in the Company or give any orders to employees to act in a wrongful or unethical way.
- 18 Employees shall not violate civil and criminal laws to damage themselves or others intentionally or unintentionally.
- 19 Employees shall not disclose wages, salary, increase rate of themselves or others intentionally or unintentionally.



- 20** Employees shall ask for or agree to receive property or any other benefits from customers, suppliers, partners, competitors, or any other persons relating to the Company business, or hospitality except for traditional gifts or normal business hospitality or expenses for promoting business commercial fame as an exchange according to custom not exceeding 3,000 baht.
- 21** Employees shall not bribe and/or do any action damaging the Company and/or corrupt directly or through a third party and/or improperly influence government representatives, customers or partner which is against the Company's policy.
- 22** Employees shall not add, subtract, or edit any records or information to change or distort operating results, and the accounting records to deviate from the truth for any purposes.
- 23** Employees shall not pay or arrange business with intent or make it understandable that part of the payment or the arrangement has other purpose than specified in the document for payment or business arrangement.
- 24** Employees shall enclose the Company's intellectual property information or that the Company received from the performance of its employees' duties, including not copying the work and intellectual property of others.
- 25** Employees shall not take any action in seeking benefit to themselves or others illegally.
- 26** Employees are prohibited from requesting any support (gifts, gifts, entertainment, property) from vendors or suppliers, except for organizing joint marketing activities by the responsibility of Marketing Department.
- 27** Employees shall not act negligently as to facilitate any person exploiting or access or disrupt computer systems computer information or the Company's computer traffic data illegally or without permission from the Company, or intentionally encourages or consents to offense against the service provider according to computer law or copyright law or other related laws.



11

Recognition of Human Rights

The Group supports and recognizes human rights principles both at the national and the international levels by establishing human rights policy in writing. Great significance has been placed on the equitable treatment of all Employees, regardless of birthplace, nationality, gender, age, color of skin, religion, disadvantage, or any disability unrelated to their performance. The Group ensures that our businesses are not involved in any violation of human rights and exploitation of illegal labor as well as activities that may affect human rights throughout the supply chains. The Group recognizes international practices such as the United Nations Human Rights Principle, as well as restrictions in the labor law of the countries in which GC Group has invested or conducted business.

- 1 Strictly adhere to and adopt the human rights policy, which the Company has established in writing.
- 2 Carry out, promote, protect, and encourage respect for fundamental Human Rights at all levels. The Company shall also ensure that no person receives unfair treatment or is subjected to discrimination against race, ethnicity, skin color, lineage, national or social origin, religion, social status, gender, age, characteristics or physical appearance, language, political opinion, or is discriminated against because of assets or any other status.
- 3 Determine and maintain fair working conditions for all, as well as, being good examples for conducting business and for other related aspects in line with Human Rights, such as prevention of child labor. This also includes other issues that indicate respect for human rights, or any conduct that is in accordance with universal standards concerning the principles of Human Rights, rights, liberty and equality.
- 4 Promote the rights in accordance with social and universal rules wherever Global Chemical Group conducts businesses. This is to ensure that such business conduct does not contribute to or refrain from committing any act which results in Human Rights violation. Accordingly, executives and employees should also give priority in business dealings with customers or suppliers who also have respect for Human Rights.
- 5 Follow up and report the operation's performance as well as human rights impact assessment to express the transparency of the business.



SNNP Human Right Policy



12

Acknowledgement of Incidence, Grievance, Suggestion / Channels for Informants and Protection of the Rights of Informants

The Group has established a designated department to manage incident reports, complaints or suggestions submitted by stakeholders who are affected by the Company's operations. In addition, the Group will provide an initial explanation of pertinent facts and mitigation or management measures to the informant and relevant parties.

Shareholders and all stakeholders can make a complaint through the channels as described in the whistleblower policy if they witness any act of misconduct that violates business code of conduct, the corporate governance policy, the corporate compliance policy, laws or any other regulations of the Group, as well as any event that may damage the Group. The Group will treat the information obtained as confidential and provide protection to the informant in good faith.

The company provides opportunities for stakeholders to participate in giving suggestions and opinions, requiring for information and other details, submitting complaints or clues to illegal actions, inaccuracies in financial reports, defective internal control systems or any practices violating the Company's Business Code of Conduct through the Company channels as follows who shall be collect, screen, and report to senior executives and the Board of Directors. In addition, complaints and clues reported to the company shall be kept confidential.

Company Secretary : Tel: 02-628-0408 e-mail: comsec@snp.co.th

Investor Relations : Tel: 02-628-0408 e-mail: ir@snp.co.th

Nevertheless, the company has provided channels for employees and stakeholders to contact, express opinions, make complaints, and report wrongdoings through www.snp.co.th and <https://investor.snp.co.th> to carry out systematic complaints management. The process is as follows.

- 1 Employees or stakeholders express their opinions through designated channels. The related information is considered confidential and should be disclosed only if necessary. The Company has written measures in place to protect the informant.
- 2 The Company's internal audit department collects complaints from all channels to verify the basic facts carefully to acknowledge the facts within 30-60 days. Progress shall be reported to the informant periodically. (In case the informant can be specified)



- 3 The investigation shall be conducted without revealing the identity of the complainant or the source of information. The complainant can request the Company to determine appropriate protection measures, or the Company shall determine protection measures without the complainant having to request. If it seems to be likely to cause damage or insecurity.
- 4 If an offense is found to have occurred, the Company shall set up an investigation committee to consider and decide punishment and report the corruption and complaints to the Audit Committee and the Board of Directors.
- 5 In the case that stakeholders wish to contact the Board of Directors directly without going through the executive to file a complaint of rights violation, corruption report, violation of the law or ethics related to executives. The complaints can be made to the Board of Directors through the Audit Committee via email: audit_committee@snp.co.th



SNNP Whistleblowing Policy



13

Responsibility to the Stakeholders

It is natural that the conduct of business of the Group involves several stakeholders such as shareholders, customers, suppliers, business competitors, creditors, public sector, employees, as well as communities, society and environment. Each group has different requirements. Therefore, a policy has been established for the responsible treatment of all stakeholders in accordance with their specific needs as highlighted below:

13.1 Treatment of Shareholders

Policy

The Company aims to create utmost satisfaction for the shareholders while taking into consideration the sustainable growth of the Company, the creation of added value and the continued provision of appropriate returns, including disclosing information with transparency and reliability to shareholders.

Good Practices

1. Manage and discharge duties by applying knowledge and managerial skills to the fullest ability on the basis of honesty. Carefully make decisions with fairness to all shareholders and for the utmost benefit of all shareholders.
2. Do not engage in any act which may result in Conflict of Interests with the Group.
3. Completely and factually report the status of financial and non-financial issues as well as the future trends of the Group to all shareholders in an equitable manner.
4. Do not seek benefits from the Group and affiliated entities using internal information which has not been disclosed to the public. Do not disclose business secrets to third parties which will result in damages to the Group.
5. Allow a shareholder or multiple shareholders who hold shares in accordance with the criteria of the Company to propose agenda(s) for inclusion as meeting agendas or to nominate suitable



candidates for the nomination as a Director prior to the Annual General Meeting. The Corporate Governance and Sustainability Committee or the Nomination and Remuneration Committee will screen the agendas and candidates and subsequently seek the approval of the Board of Directors.

13.2 Treatment of Customers

Policy

The Company's responsibility to customers is to maintain the quality and standards of products and services including responding to customer needs as completely and comprehensively as possible focusing on creating long-term customer satisfaction. The Company also considers the hygiene and the health of customers in consuming the Company's products and services by providing accurate and complete information about products and services to customers. The Company also provides channels for the Company's customers to report problems of products and in appropriated services so that the Company shall be able prevent them and solve problems regarding the Company's products and services quickly as well as maintaining customer confidential and not use it for its or other benefit illegally.

Good Practices

1. Commit to the development of products and services quality in order to consistently satisfy the requirements of customers.
2. Fully disclose correct information on products and services in a timely manner without any distortion of facts.
3. Provide products and services warranty of appropriate duration. Implement a system through which complaints about products and services can be acknowledged. Attempt to respond as quickly as possible to customers.
4. Seek only reasonable profit for the quality of products or services when compared to other offerings of the same class. Refrain from the use of trading conditions which are unfair to customers.
5. Strictly comply with all conditions agreed upon with customers. In the case where it is not possible to comply with the conditions, the customers must be notified in advance in order to mutually agree on a corrective measure.
6. Accord importance and listen to feedback, complaints, and any recommendation from customers or a relevant party for the purpose of improving operations.



7. Provide customer relationship management in a systematic manner and customer satisfaction survey in order to develop products and services, responding to customer needs efficiently.
8. Comply with The Personal Data Protection Act and related laws in order to protect data privacy, and maintain the confidentiality of customers and will not use information of the customers to benefit personal gain and affiliated entities.

13.3 Treatment of Suppliers

Policy

Take into account the principles of equality and honesty in conducting business, the Company has a process for selecting suppliers by opening to compete based on equal information and select a supplier fairly under the Company's criteria for evaluating and selecting suppliers. In addition, the Company has prepared contract forms that are appropriate and fair to all contracting parties and keep monitoring the system to ensure that the contract conditions are fully complied to prevent corruption and misconduct in every step of the procurement process, which the Company purchases products from suppliers according to trade conditions and complies strictly with.

Good Practices

1. Perform its duty with honesty and integrity. Do not abuse your power for personal gain whether directly or indirectly.
2. Do not ask for and receive gifts, property, support, or any other benefits from suppliers directly or indirectly.
3. Treat business partners equally and equitably. Provide them with complete, clear and accurate information without prejudice to ensure fair, transparent and accountable competition.
4. Treat information received from each partner with confidentiality.
5. Do not present confidential information or documents of the Company to unauthorized parties
6. Accord importance and listen to feedback, complaints, and any recommendation from business partners or a relevant party for the purpose of improving operations.
7. Committed to preventing and resisting actions that lead to corruption and report to supervisors or management as soon as corruption incidents are found.
8. Do not offer or accept a meal from a business partner unless it is a business meal with a work team.



9. Comply with The Personal Data Protection Act and related laws in order to protect data privacy, and maintain the confidentiality of business partners and will not use information of the customers to benefit personal gain and affiliated entities.

13.4 Treatment of Business Competitors

Policy

Treat business competitors as per the Code of Conduct and within the framework of the laws on trade competition and fair competition.

Good Practices

1. Operate within the framework of free and fair competition.
2. Do not seek confidential information of business competitors through fraudulent or inappropriate means.
3. Do not tarnish the reputation of business competitors with accusation and defamation without availability of facts.

13.5 Treatment of Creditors

Policy

Observe the practical guidelines and the conditions in fairness to the creditors, and repay debt on time.

Good practices

1. Observe and proceed in strict accordance with the conditions to the creditors, both in terms of repayment, the care for collateral and other conditions.
2. Correctly and completely report financial status to the creditors in accordance with the requirements of loan agreements and the good corporate governance principles.
3. In the case where it is not possible to comply with the obligation of the agreement, the creditor must be notified in advance in order to mutually agree on a corrective measure.



13.6 Treatment of Public Sector

Policy

Recognize the significance of the public sector, which is one of the stakeholders of the Group. Guidelines have been established for the treatment of the public sector and officials in the countries in which the Group invests, in order to avoid the negative consequence from any inappropriate action.

Good practices

1. Proceed in a straightforward manner when engaged in transactions with governmental officials or agencies.
2. Be mindful of the fact that each locality or country may have different laws, conditions, procedures, criteria, practices or business traditions concerning the awarding of prizes, the donation of money, employment, reception or hosting of meals for government officials and agencies.
3. Avoid transactions with government officials or their family members while such officials have influence on decisions concerning contracts GC Group has with the government.
4. Development of acquaintance or positive relationship between the public sector and GC Group is permissible where practicable such as engagement in discussions at public facilities and expression of congratulations on occasions, at festivities or as traditionally practiced.



13.7 Treatment of Employees

Policy

Treat all employees equally, fairly and provide appropriate compensation. In addition, the Company also places importance on developing the skills, knowledge, abilities and potential of employees regularly, such as organizing training, seminars and workshops to all employees, and motivates for knowledgeable employees, high talents to stay with the company in order to develop the organization further. The Company also established guidelines for combating corruption including inculcating all employees to comply with relevant laws and regulations, such as strictly prohibiting the use of inside information, etc.

Good Practices

1. Comply with the laws and regulations concerning employees and basic human rights of international standards without discrimination regardless of birthplace, nationality, gender, age, color of skin, religion, disability, social status, family background, academy or other status which is not directly related to the discharge of duties. Recognize their individuality and dignity as a human being.
2. Manage human resources in accordance with and in support of business strategies and goals. Implement clear, transparent, and fair human resource management systems and procedures of the same caliber as leading businesses and in the same direction across the Group.
3. All supervisors have the duty of managing human resources within the department in accordance with the human resource management systems and direction of the Group. They must avoid any action which is unfair and may affect the career security of the employees.
4. Human resource development is a matter of the organization, the supervisors and all employees as follows:
 - ▶ The organization will nominate and develop good and competent individuals who work professionally and whose knowledge and capability contribute to the efficient and consistent of responsible duties.



- ▶ The supervisors monitor, evaluate, feedback and support the equitable development of all employees.
 - ▶ Employees have equal opportunity of improving one's skills and capability.
5. Provide fair compensation to the employees. Career advancement and other incentives are dependent upon the quality and the success of the work, as well as their attitude and potential.
 6. Appointment and transfer of employees, as well as awards and penalties are equitable, honest and on the basis of knowledge, capability and suitability, as well as the action or the practice of the employees in question.
 7. Encourage the establishment of clubs for employees within GC Group. The objective of which is to promote relationship and exchange of knowledge among employees and for the arrangement of relationship building activities within the organization and with any outside communities.
 8. Promote quality of work life with safety and good occupational hygiene. Ensure that the workplace is free of addictive drugs and alcohol.
 9. Ensure that the working environment is safe to the life and the property of the employees at all times, as well as that it is free of illegal gambling.
 10. Listen to the opinions and the suggestions of employees of all levels in an equitable manner. There must be a channel through which the employees can report possible violation of working regulations, requirements, orders, announcements or the laws.



13.8 Treatment of Communities, Society and Environment

Policy

The Company conducts the business on the basis of responsibility to communities, society and environment, in terms of safety, quality of life of others related to the Company's business operations and encourages employees to have conscience and responsibility for the environment and society including ensuring strict compliance with related laws and regulations. In addition, the Company aims to participate in activities that create and preserve the environment and society, as well as promote culture in the localities where the Company conducts business.

Good practices

1. Consider alternative exploitation of natural resources with minimal impact to the society, environment, and the quality of life of people.
2. Allocate a proportion of the profit for regular activities which contribute to society and the environment.
3. Constantly and seriously instill the awareness of responsibility to society and the environment in all levels of employees.
4. Value transactions with business partners who share the same desires as the Group where responsibility to communities, society, and the environment are concerned.
5. Lead in the efficient use and the conservation of energy for the benefit of the public and future generations.
6. Community and social activities are a duty and a key policy. Focus on the sustainable development of communities, society, and the environment, with the determination to create and conserve natural resources. Support the education of the young children and public service activities for underprivileged communities in order that they may gain strength and self-reliance.
7. Listen to the opinions and the demands of communities in order to efficiently respond and develop corporate governance measures.



8. Participate in and support activities which correspond with preventive and creative society and country development policy.
9. Promote learning and educational skills development of the young children and members of the general public. Create awareness of natural resource and environment conservation in Thai communities and society.
10. Provide correct information, create understanding and listen to the problems and the effects which may occur to the surrounding communities in order to implement timely corrective measures. This is a foundation of mutually benefiting coexistence between the plants and the communities.
11. Support public service activities, particularly those in the localities in which the Group has business. This must take into consideration the appropriateness and the sustainable benefits to communities and society.

13.9 Recognition of the Significance of Quality, Safety and Occupational Hygiene

Policy

Recognize the significance of managing of quality, safety and occupational hygiene with consistent standards. Establish and review quality, safety and occupational hygiene policy, as well as good practices for sustainable development.

Good Practices

1. All employees must operate on the basis of quality, safety, occupational hygiene and environment system in order to increase efficiency and value to the operation, the life, the body, the property and the environment.
2. Executives, employees, supplementary staff and employees of contractors must strictly observe the laws, policies, requirements and standards concerning quality, safety, occupational hygiene and environment.
3. The Group will use all measures to control and prevent any loss from accidents, fire, injury, occupational illness, loss or damage of property, violation of security systems, incorrect work practices and mistakes, as well as preserve a working environment which is safe for employees,



supplementary staff, as well as, staff members of suppliers. Executives and the employees are required to report accidents or incidents in accordance with the established procedures.

4. The Group will arrange for emergency control and prevention plans for all operational areas, as well as emergency and crisis management plans for the organization in preparation for possible emergencies such as fire, spilling or leakage of oil, natural gas, chemical substances or wastes. Prepare for other crises which may result in disturbance to the conduct of business or in damages to the reputation and the image of the organization.
5. The Group will communicate and create an understanding with employees, supplementary staff and employees of the contractors, as well as stakeholders in order that they may acknowledge and understand policies, regulations, practices and precautions concerning quality, safety, occupational hygiene and environment; and that they may observe them correctly for the benefit of their health, property and the environment.
6. The Group will promote an awareness of quality, safety, occupational hygiene and environment as a daily routine of the employees.
7. The Group will be seriously and consistently involved in social responsibility in terms of quality, safety, occupational hygiene and environment. The use of natural resources must result in the greatest benefit with awareness of the significance of the environment and the safety of stakeholders. Further, promote social activities which promote environment preservation and quality of life development for the people in the communities in accordance with the sustainable development principle.
8. Develop a security management system which is consistent with the laws and international standards with regular evaluation and review.
9. Arrange for regular tests and emergency drills and improve upon those.
10. Provide for appropriate and sufficient resources for security.



14

Prevention of Money Laundering and Terrorist Financing

The Group has determined to prevent itself at all times from falling into any cycle of money laundering or the financing of terrorism. This is achieved by establishing a set of clear policies and guidelines for the Group to follow when conducting business. The Group places great importance on the stringent monitoring and reporting to responsible authorities any sign of misconduct or unlawful acts. And at the same time, accurate accounts and records of all transactions, financial facts and assets, are to be professionally and properly maintained as stipulated by applicable national and international laws.

Good Practices

1. When engaging in business, executives and employees are to be reminded to obtain fundamental facts regarding the customers or trading partners they are dealing with. Such facts include basic business information like people who are directors and the person with authorized signatories; major shareholders directly holding at least 30% of shares or any other percentage as stipulated in relevant laws, rules and regulations; their business objectives, as well as, business relationships with the Group. Such information can be obtained simply by checking with readily available government documents or those issued by trustworthy independent organizations. Following these guidelines is an easy yet efficient way to prevent the Group from being used as an intermediary in money laundering or terrorism financing.
2. Fully co-operate with relevant agencies in complying with regulatory as well as national and international measures to prevent and suppress money laundering and combat terrorism financing.
3. Refrain from any acts aimed at concealing or covering up any unlawful conditions in order to make them appear legal. Such conditions include the acquisition of any location, distribution right, transfer right, or any other rights which involve illegal activities according to the Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT). Also, any behavior that supports the aforementioned acts must be avoided.



4. Caution must be taken when completing a transaction with any person or juristic person suspected of violating the laws on money laundering and terrorism financing. Such violations are, for example, offenses relating to drugs and sexuality (such as trafficking in women and children and female prostitution); public fraud; embezzlement and business fraud in financial institutions; malfeasance; any act of extortion, blackmail or any similar illegal wrongdoing; customs evasion according to customs law; terrorism offences according to the Criminal Code; gambling offences (only when charged for hosting or facilitating gambling activities); election fraud; and, human trafficking.
5. Verify the customer's account information directly with the financial institution to ensure that the customer is in fact the beneficial owner of the account without the use of fake names, aliases, or falsified documents to conceal relations to terrorist groups, drug trafficking or any other illegal activities. There should be a customer screening process that uses fundamental information, such as country group of origin, international measures and main sources of income, to rank customers according to their level of risk. There should also be a process to review and update a list of customers for the benefit of business planning.

15

Guideline for the Compensation of Stakeholders affected by Violation of Rights

The Group maintains guidelines for the protection of the rights of stakeholders who are affected by the violation of their rights by the conduct of business of the Group. Compensation of an amount not lower than that required by the laws will be considered.



16

Investor Relations Code of Conduct

1. Important and necessary information for investment decisions must be disclosed correctly, adequately, and in a timely manner.
2. Inside information shall not be used for personal or others benefits.
3. Information shall be disclosed equally and fairly. All stakeholders shall be able to access the information and submit information inquiries.
4. The duties shall be performed faithfully and professionally based on the principle of equality. The investor relations shall not be bribed by any remunerations as a motive to perform duties for oneself benefits over the Company's and stakeholders.

APPENDIX

1. Charters of Board of Directors and Sub-committees
2. Definitions
3. Forms



Charters of Board of Directors and sub-committees



Chater of Board of Directors



Charter of Executive Committee



Charter of Audit Committee



Charter of Nomination and
Remuneration Committee



Charter of Risk Management Committee



Chater of Corporate Governance and
Sustainable Development Committee



Chater of Independent Directors



Definitions

Company refers Srinanaporn Marketing Public Company Limited – SNNP securities' issuer.

Affiliated Company refers to a partnership or a juristic person under Sections 258 (3) through (7) of Securities and Exchange Act B.E. 2535.

Parent Company refers to a company having any of the following characteristics:

- (A) A company which has control over securities issuer;
- (B) A company which has control over the company under (A);
- (C) A company which has control over the company under (B) and the company in the chain of control upward beginning with control over the company under (B).

Joint Company refers to a company in which securities issuer or subsidiary company has authority to participate in decision making related to the company's financial policy and business operation but has no control over such policy and is not deemed as subsidiary company or joint ventures.

In case where securities issuer or subsidiary company holds shares directly and indirectly in an aggregate amount of twenty percent or more, but not exceeding fifty percent of the total number of the voting rights of such company, it shall be presumed that securities issuer or subsidiary company has the authority to take part in the decision making under Paragraph 1 except where it is proven otherwise.

Subsidiary Company refers to a company having any of the following characteristics:

- (A) A company over which securities issuer has control;
- (B) A company over which the company under (A) has control;
- (C) A company under the chain of control beginning with that under control of the company under (B).

Subsidiaries of Equal Level refers to two or more subsidiary companies under the same parent company regardless of being in which level.

Control refers to any of the following relationships:

- (A) Holding of shares with voting rights of company in an amount exceeding fifty percent of the total number of the voting rights of such company;
- (B) Having control of the majority voting rights in the shareholders' meeting of company whether directly or indirectly or by any other reasons;
- (C) Having direct or indirect control over appointment or removal of half of all directors or more.



Affiliated Entity refers to a person or a partnership with a relationship of any nature below with any person:

- (A) A spouse of that person;
- (B) A child below juristic age (minor) of that person;
- (C) An ordinary partnership to which that person or a person under (A) or (B) is a partner;
- (D) A limited partnership to which that person or a person under (A) or (B) is an unlimited liability partner or a limited liability partner with collective shares of more than 30% of all shares of the limited partnership;
- (E) A limited company or a public limited company in which that person or a person under (A) or (B) or a partnership under (C) or (D) collectively hold more than 30% of all sold shares of such company; or,
- (F) A limited company or a public limited company in which that person or a person under (A) or (B) or a partnership under (C) or (D) or the Company under (E) collectively hold more than 30% of all sold shares of such company;
- (G) A juristic person in which that person has the authority to manage in the capacity of its representative.

Entity with Possible Conflict of Interest refers to:

- (A) A Director or an Executive of the Company;
- (B) A Major Shareholder of the Company;
- (C) A person with the authority to control the Company;
- (D) A person with blood connection, marital connection or legal connection with a person under (A), (B) or (C) such as father, mother, spouse, sibling, son / daughter or spouse of son / daughter;
- (E) Any juristic person in which the person under (A), (B) or (C) holds shares or has the authority to control or has other direct or indirect significant interests.

Major Shareholder refers to a party holding more than 10% of all shares with voting rights of the Company. The holding of shares is inclusive of shares held by their Affiliated Entities as well.

Major Shareholder Group refers to a shareholder which is connected to a Major Shareholder.

Entity with Controlling Authority refers to a shareholder or another person who, by circumstance, has significance influence on the determination of policies, the management or the



operation of the Company, regardless of whether such influence is in connection with their shareholding, the assignment of authority under contracts or other causes. An Entity with Controlling Authority may refer particularly to a person meeting one of the following criteria:

- (A) A person with direct or indirect voting rights of more than 25% of all shares with voting rights of the Company;
- (B) A person who, by circumstance, has the authority to appoint or remove a company Director;
- (C) A person who, by circumstance, has the authority to control the individuals responsible for the determination of policies, the management and the operation of the Company to effect their instructions in the determination of managerial or operational policies of the Company;
- (D) A person who, by circumstance, serves a function in the Company or is responsible for the operation in the same manner as an Executive, including a person whose position is associated with the same authority.

Related Party refers to:

- (1) A Director, an Executive, a Major Shareholder, an Entity with Controlling Authority and Affiliated Entities and family members of such person;
- (2) Any juristic person with a Major Shareholder or an Entity with Controlling Authority as a person under (1);
- (3) Any individual who, by circumstance, is identifiable as a person acting on behalf of or under the influence of (1) and (2);
- (4) A Director of a juristic person with the authority to control the businesses of the Company;
- (5) A spouse, a son / a daughter or an adopted son / daughter under juristic age of a Director under (4);
- (6) A juristic person in which a person under (4) or (5) has controlling authority;
- (7) Any person acting with the understanding or agreement that, if the Company engages in a transaction with financial benefits to such person, the following persons will receive the same financial benefits as well:
 - 1. Company Director;
 - 2. Company Executive;
 - 3. Entity with Controlling Authority;
 - 4. Director of Entity with Controlling Authority;
 - 5. Spouse, son / daughter or adopted son / daughter under juristic age of the person



under 1, 2, 3 or 4.

Significant Shareholder refers to a person holding more than 10% of all shares with voting rights of a business. The holding of shares is inclusive of shares held by their Affiliated Entities as well.

Stakeholder refers to a party relating to the Group in various manners such as shareholder, public sector, business partner, customer, business competitor, debtor / creditor, employee, community and society.

Company Director refers to a Director of Srinanaporn Marketing Public Company Limited.

Executive refers to an Executive of Srinanaporn Marketing Public Company Limited and Subsidiaries.

High Ranking Executive refers to an Executive of Srinanaporn Marketing Public Company Limited and Subsidiaries from the position of Assistant Executive Vice President to Chief Executive Officer.

Middle Ranking Executive refers an Executive of Srinanaporn Marketing Public Company Limited and Subsidiaries from the position of Division Manager / Section Manager (Level 3) to Senior Manager / Vice President (Level 4)

Chief Executive Officer refers to the Chief Executive Officer and President or the Company's highest ranking executive officer otherwise called.

Employee refers to an employee of Srinanaporn Marketing Public Company Limited and Subsidiaries.

Employees at All Levels refers to Employees at all levels of Srinanaporn Marketing Public Company Limited and Subsidiaries.

The Group refers to Srinanaporn Marketing Public Company Limited and Subsidiaries.

A Company under the Group refers to a Subsidiary of Srinanaporn Marketing Public Company Limited.

Business Code of Conduct refers to the positive practical guideline which serves as the standard for the conduct of business with the aim to achieve visions and reflect the values and the culture of the organization.



Definitions and Restrictions concerning Related Transactions

Related Party refers to an Executive, a Major Shareholder, an Entity with Controlling Authority or an individual recommended as the Entity with Controlling Authority over the Company or a Subsidiary, including a Linked Entity and Close Relative of such person.

Related Transaction refers to a transaction between the Company or a Subsidiary and a Related Party of the Company or a transaction between a Subsidiary and a Related Party of the Subsidiary.

General Trading Conditions refer to fair prices and conditions which do not result in transfer of benefits, including the following prices and conditions:

- 1) Prices and conditions accepted from or offered to the general public by the Company or the Subsidiary.
- 2) Prices and conditions offered to the general public by a Related Party.
- 3) Prices and conditions which the Company can prove being offered to the general public by other parties in the same industry.

Definitions and Restrictions concerning Conflict of Interests

Conflict of Interest refers to any activity or circumstance in which a person has a private or personal interest or of those related which influences the performance of duties towards and the utmost benefits of the Group.

Related Party / Close Relative refers to father, mother, spouse, child, adopted child, sibling, child's spouse and adopted child's spouse.

Examples of Conflict of Interests with Oneself or a Related Party:

- 1) Engagement in business with or provision of any service to the Group such as:
 - ▶ Purchase or sales of products / provision or acceptance of services
 - ▶ Letting or leasing of assets
 - ▶ Engagement in any transaction with GC Group. Such transactions include provision of professional and consulting services for which compensation is made.
 - ▶ Participation in proposal or bidding process
 - ▶ Having interests in a trading contract with the Group



- ▶ Holding of a Directorial or Executive position or holding of more than 10% of all shares with voting rights in a business with any transaction with the Group.
- 2.) Engagement in a business which is competitive to that of the Group such as:
- ▶ Engagement in a business or establishment of a company or a juristic person which is engaged in the same business as the Group.
 - ▶ Holding of a Directorial or Executive position or holding of more than 10% of all shares with voting rights in a business of the same type as that of the Group.

Definitions and Restrictions Concerning the Offering and the Receiving of Gifts, Assets or Other Benefits

Other Benefits refer to valuable items such as discounts, entertainment, service, training or any other item of similar nature.

Relative refers to a parent, a descendant, a sibling, a half-sibling, an uncle, an aunt, a spouse, a parent or a descendant of the spouse, an adopted son / daughter, or an adopter.

FORMS



Conflict of Interest Disclosure Form

The Good Corporate Governance principles and the Business Code of Conduct of the Group require that personnel at all levels should observe the highest standards in their operation. To this end, Directors, Executives and Employees at all levels need to disclose transactions with Conflict of Interests with the Group as below:

This report is classified as [please mark X in the]

Annual Report Initial Report Incidental Report

I have thoroughly read and understood the Corporate Governance and Business Code of Conduct Handbook of Srinanaporn Marketing Public Company Limited as well as this Conflict of Interest Disclosure Form. Therefore, I hereby would like to report as follows:

[Please mark X in the or to provide additional information (if any)]

I **do not have** transactions with possible Conflict of Interest with the Group.

I **do have** transactions with possible Conflict of Interest with the Group.

The nature of such transaction(s) is as follows:

Transaction with general trade conditions between Srinanaporn Marketing Public Company Limited or.....as a Subsidiary of Srinananaporn Marketing Public Company Limited.

Myself under my own name

Myself under another name (please specify):

A Related Party / a Close Relative* or a Representative

Name-Surname (Mr. / Mrs. / Ms. / Other (specify)

Relationship

(*Related Party / Close Relative refers to father, mother, spouse, child, adopted child, sibling, child's spouse and adopted child's spouse.)

[Attach supporting documents (if any)]

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I certify that this report and additional documents (if any) are completely correct and truthful.

Reported by:

(.....)

Position:

Company:

Date:

Supervisor's opinion* (Supervisor 1 level above reporting person)

.....

.....

Supervisor:

(.....)

Position:

Company:

Date:

Compliance Department Manager of Srinanaporn Marketing Public Company Limited's opinion

.....

.....

Compliance Department Manager:

(.....)

Date:



Report of Employee's receiving gift, property, or other benefits

Date

Attn: (reporting person's supervisor 1 level above)

As on (date) I, (Mr./ Mrs./ Ms.)

Position Department

Company.....

have received gift, property, or other benefits as follows:

1.

2.

Please be informed accordingly.

In addition, such received gift, property or other benefits, I proceed as follows:

.....

Reporting person.....

(.....)

Supervisor's opinion (1 level above the reporting person)

allow the reporting person to keep as such.

not allow the reporting person to keep as such, and send it back to the giver or HR.

Other

.....

Supervisor.....

(.....)

Position.....



SRINANAPORN MARKETING PUBLIC COMPANY LIMITED

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