



Corporate Governance Policy

This Corporate Governance Policies of the Company has been reviewed to be in line with the

“Corporate Governance Code for Listed Companies 2017 (CG Code 2017)”

The Board of Directors’ Meeting of the Company held on 19 December 2023 (Revision 10)

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Message from the Chairman

The Board of Directors recognize the importance of good corporate governance system and procedure with the aim to bring about business success and are confident that good management processes that are transparent and on a par with international standards will enhance its competitiveness and make it better recognized. This is also coupled with risk management, social responsibility to community and environment and the control mechanism to balance the authorities to allow the transparent and auditable system in order to build up trust and confidence from all interested parties.

The Board of Directors constantly reviews and improves to be in line with the “Corporate Governance Code for Listed Companies 2017 (CG Code 2017)”. These policies are the guiding principles for Directors to be aware of and adhere to in their roles as the leaders in creating corporate values sustainably and committing to operating business under Good Corporate Governance Principles and Code of Ethics to provide a framework for ethical business behavior that mirrors our corporate values. The main goal is to encourage employees at all levels to develop themselves and become aware of their roles and responsibilities in discharging duties morally and ethically.

The Board of Directors shall follow up to ensure compliance to the good corporate governance policy in order to achieve the goal of creating sustainable and continuous growth for the company and all interested parties.



(General Terdsak Marrome)

Chairman of the Board

1. Business Principles

The Board of Directors is committed to conduct business based on righteousness and ethical principles in all aspects and strive to build up value added for all stakeholders.

The Board of Directors set up the goals and methodology leading to the success in Vision, Mission, Ideologies, Values as well as Operating Practices as defined in “Code of Conduct” and “Good Corporate Governance Policy and Business ethics” in order to be the standards of every board member, management team, and employee of the company in operating practices strictly for the sustainable and continuous growth of the company.

- Vision : To be a leading plastic component manufacturer for automotive industry as well as related industries by providing the highest quality of products and services and creating good return for the stakeholders.
- Mission :
1. To respond to customers' quality and service expectations.
 2. To increase opportunity for business expansion.
 3. To develop managing, manufacturing, and quality assurance systems according to International standards.
 4. To improve personnel competencies and promote continuous learning.
 5. To effectively communicate within the organization as well as to the outside entities.
 6. To create good corporate image and good relationship with employees, business partners, stockholders and society.
- Ideologies:
1. Adhering to fairness.
 2. Committing to excellence.
 3. Believing in human dignity.
 4. Committing to social responsibility.
- Values:
- Precision: Clear understanding of work.
- Coaching: Training and coaching like elders teach younger, teachers teach students, friends teach friends so that everyone can work smoothly in every OTJ activities.
- Persistent: Committing to work, to overcome obstacles or setbacks, and to prevent Recurrence of those.
- Leverage: Increase cognitive development and competencies of the team members in order to push up the work standard and leverage organization.
- Professionalism: Continuous learning and improving. Observing directions of the industry and comparing with the best.

2. Good Corporate Governance Principles.

2.1 Corporate Governance Policies.

The Board of Directors has established a good corporate governance policy according to the principles and guidelines of the “Corporate Governance Code for Listed Companies 2017 (CG Code)” of the Securities and Exchange Commission. This policy has been used as the working’s guidelines for the Board of Directors, the Executives and all employees. And The Board of Directors has assigned the Corporate Governance Committee to monitor and ensure that the Company is operating according to the good corporate governance policies and regularly up-date those policies to be modern and suitable at least once a year or when there are significant changes.

2.2 Main Guidelines for Practices according to Good Corporate Governance Principles.

Principle 1 Establish Clear Leadership Role and Responsibilities of the Board of Directors as the leader of the organization in creating the value for sustainable business.

1.1 The Board of Directors is aware of the roles, duties and responsibilities as the organization leader who must supervise the company to have good management. There are policies, goals, strategies, as well as important resource allocation to achieve the goals and to create value for sustainable business.

1.2 The Board of Directors has established policies such as business ethics manual. Code of Conduct, Good Corporate Governance Policy, Anti-Corruption Policy, Risk Management Policies, etc. that show written principles and guidelines and communicate through the company website for the Directors, Executives and every employee understand, acknowledge and abide.

1.3 The Board of Directors supervises the directors and senior management perform duties with responsibility, carefulness, honesty to the organization. Ensuring that the operation is in compliance with the law, company regulations and the resolution of the shareholders' meeting.

1.4 The Board of Directors has prepared the scope of duties of the Board of Directors and Sub-Committees by separating responsibilities of each party clearly in written and prepared a rule for reference in the performance of all directors.

Principle 2 Define Objectives and Goals to promote Sustainable Value Creation.

2.1 The Board of Directors ensures that the Company has defined clear and suitable objectives and goals to support the Company's business plan and communicated to all staffs to drive the company in the same direction in order to create sustainable value for the Company and its Interested Parties.

2.2 The Board of Directors supervises the preparation of annual strategies and plans in accordance with the objectives and goals by analyzing and considering the environment, changes of various factors and risks that may affect the Interested Parties.

2.3 The Board of Directors oversees the promotion of innovation and bringing innovation Technology to enhance competitiveness and serve to the needs of stakeholders which is still based on social and environmental responsibility.

2.4 The Board of Directors supervises the company in allocating resources and monitoring all operations properly to ensure they are in scope of annual strategies and business plan.

Principle 3 Strengthen Effectiveness of Board.

3.1 The Board of Directors have defined and reviewed the board structure in terms of size of composition and the proper proportion of independent directors to bring the organization to achieve the Company's main objectives and goals.

3.1.1 The Company's Board of Directors consists of individuals who have various knowledge, abilities and experience which benefits the management of company, for example, Knowledge of the industry, Accounting and Finance, Business, Management, Skills of mold works, etc. The Board of Directors includes both genders and a wide range of ages of members.

3.1.2 Composition of Board of Directors must be appointed by the shareholders in the general shareholder meeting and comprised of at least 5 persons. Appointed by the general meeting of shareholders. Or the extraordinary general meeting of shareholders. Board of directors elects independent director as a chairman of the company. At least, half of the Board of Directors must reside in Thailand.

3.1.3 Board of Directors must consist of at least one-third independent board members and not less than 3 persons and the qualifications of the independent directors shall follow the criteria set by Securities and Exchange Commission and Stock Exchange of Thailand (SET) as follows:

Definition of Independent Director

(1) Hold shares not more than 0.5 percent of shares in the company, parent company, subordinate companies, affiliated companies, joint ventures, or juristic entities that might have conflict of interest.

*** The company has established this criteria stricter than the announcement made by the Capital Market Commission regarding to holding shares of not more than 1 percent.**

(2) Not be the director who involves in management, not be hired as an employee or consultant with regular salary nor have controlling authority over a company, subordinated companies, affiliated companies, or juristic entities that might have conflict of interest with the company (presently and in past 2 years prior to appointment).

(3) Not be the relatives by blood or by legally register such as parents, spouse, brothers, sisters and children including the spouse of children, of directors, of majority shareholders, authorized persons to control and appointed to be management of the company or its subsidiaries.

(4) Have no business relationship with company, parent company, subordinate companies, affiliated companies, or juristic entities that might have conflict of interest with the company that might affect his/her judgment and ability to express opinions independently.

(5) Not be a representative of directors, majority shareholders, or shareholders that have close relationship with majority shareholders.

(6) Have no qualification nor any characteristic that might obstruct or hinder independent opinion.

(7) Independent director with qualification defined in item 1 to 6 might be assigned by the board of directors to make decision in operating the company, parent company, subordinate company, affiliated companies, or juristic entities that might have conflict of interest with the company through collective decision procedure.

3.1.4 The Board of Directors must publish the policies regarding the selection of members for the diverse Board of Directors and disclose information such as age, gender, education, experience, owned shares, duration as a Director and holder of directorship in other registered companies in the Annual Registration Statements Form 56-1 One Report.

3.1.5 The Board of Directors consists of directors with various qualifications, skills, knowledge, ability, experiences and specialized expertise together with morality and ethics who can devote their time sufficiently in operating as Directors to achieve the Company's objectives. These qualifications are created by using a skills matrix.

3.2 The Board of Directors selected an appropriate person to be a Chairman to ensure that both the Board's composition and activities are conducive to its independence in all decision makings.

3.2.1 The Chairman of the Board of Directors is an independent director.

3.2.2 Board of directors mandates that the chairman position and the managing director position must be held by different individuals in order to independently monitor and balance management authority.

3.2.3 The Chairman is the leader of the board and its role and authority is defined and separated clearly.

The Chairman's duties should at least cover the following matters:

(1) To oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the company's objectives.

(2) To ensure that all directors support the company to have ethical culture and good corporate governance.

(3) To discuss with the managing director in setting up the board meeting agenda and ensure that the important matters are included in the meeting agenda.

(4) To allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. To encourage directors to exercise independent judgement in the best interest of the company.

(5) To call the meeting and conduct the Board of Directors meeting according to the agenda completely.

(6) To lead the Shareholders' Meeting according to agendas, Company regulations and the law by allocating suitable time and opportunities for shareholders to equally express their ideas as well as overseeing shareholders' questions are answered appropriately and transparently.

(7) To perform supervision to ensure disclosure of information and transparent management in the case of conflict of interest.

(8) To carry out duties in accordance with laws, particularly the Chairman's tasks.

(9) To support and lead as role model for operations in accordance with good corporate governance and anti-corruption policy and business ethics.

(10) To perform supervision to ensure the duties of the Board of Directors, the subcommittee, and each director of the Company are carried out with effectiveness and efficiency to meet the objectives as planned.

(11) To enhance good relationships between executive directors and non-executive directors, and between the Board of Directors and the management team

Managing Director shall have responsibilities to the Board of Directors in management in accordance with the Company's policies and strategic plans. It should at least cover the following matters:

(1) To monitor and control on general operations and promote the qualitative management.

(2) To follow up and evaluate the operational performance according to the Company's plan

(3) To be the leader in the review of qualitative management.

The Managing Director must follow the regulations and limits assigned above from the Board of Directors and/or Executive Director. Any other issues besides the mentioned duties and responsibilities shall be authorized by the Board of Directors or Executive Committee.

3.2.4 The Board of Directors has regulated the three-year term for each director. After the term ends, one may be nominated to the shareholders' meeting to be re-appointed to continuously be the Company's director.

3.2.5 The Board of Directors has appointed a number of directors to be directors in sub-committees in order to be an important tool of the Board of Directors in supervising the operations to be in accordance with the standards, transparency and evaluating the performance to be in accordance with the plan. There are 6 sub-committees, namely.

(1) Executive Committee

(2) Audit Committee

(3) Remuneration and Nomination Committee

(4) Corporate Governance Committee

(5) Risk Management Committee

(6) Sustainable Development Committee

3.2.6 The company has disclosed the scope of authority and duties of every committee. The numbers of meetings and the number of times each director attended in the previous year and reported the performance of the sub-committees presented in the Annual Registration Statements Form 56-1 One Report.

3.2.7 Roles, duties and responsibilities of the Board of Directors are as follows.

(1) Perform duties in compliance with laws, objectives, regulations, shareholders' resolutions, the Board of Directors' resolutions, and the Company's policies related to the Board of Directors with responsibility, caution and integrity by taking into account the best benefits of the Company, having no stake in the outcome and not performing any act contrary to or inconsistent with the interests of the Company.

(2) Define and review the Company's vision, mission, strategies and budget annually, as well as provide important resources for the Company. And monitor top management to use the company's vision, mission, strategies and budget to define the action plans for implementation.

(3) Perform supervision to ensure the Company can create sustainable value to provide a long-term good performance, to conduct business with ethics, to take full responsibility for stakeholders, to improve or reduce the negative impacts to environment as well as be able to adapt to changes.

(4) Define and formulate policies such as good corporate governance policy, Anti-Corruption Policy, Risk Management Policy, Whistle Blowing Policy, Social Responsibility Policy, Safety Policy, Occupational Health and Environment Policy, Business ethics manual, etc., and disclose them on the company website.

(5) Implement the company to have a risk management system, internal audit and assessment of the adequacy of the internal control system in order to comply with relevant laws and standards.

(6) Establish policies to prevent the use of internal information and inform everyone in the company in order to preserve the internal information of the company to use it for their own benefit or for others and including abstaining from trading securities before the announcement of financial statements at least 30 days and after the announcement of the financial statements at least 1 day to prevent abusive benefits and regularly follow up.

(7) Assign Directors and Executive Management to report the company their conflict of interest and their related persons according to the meeting resolution no. 5/2009 dated July 15, 2009, which they have to report at the first time within 30 days from the appointment date. And there is report of change quarterly within the 15th of the following month.

(8) Assign Directors and Executive Management to report the changes on their stock holdings and exchange due to purchasing, selling and transferring under Section 59 of the Securities Exchange Act of 2535 to the Stock Exchange of Thailand.

(9) Set up the policy for Directors and Executive management to report their stock trading to the Board of Directors at least one day in advance of operations thru the company secretary.

(10) Define to report the responsibilities of the Board of directors to Financial Report openly in the Annual Registration Statements Form 56-1 One Report.

(11) Define the compensation for Directors and Executive Management properly based on their contributions and responsibilities, the company strategy and performance as well as comparable with same industry and disclose in the Annual Registration Statements Form 56-1 One Report.

3.2.8 Authorization of the Board of Directors.

(1) Approve the appointment of a sub-committees to be an important tool of the Board of Directors in supervising the operations to be in accordance with the standards, transparency and monitoring the performance to be in accordance with the plan.

(2) Approve the appointment of a number of committees as the Executive Committee and authorize to approved operate and comply in accordance with the policies and objectives.

(3) Approve upon the company's "Authorization manual" such as annual budget, capital expenditure, operating expenditures, manufacturing costs, selling and administrative expenses, sales of fixed assets between affiliates for market value more than 1 million baht.

(4) Approve the budget of the project investment of the company and supervise the implementation of the project according to the plan laid down.

(5) Approve various matters according to the scope prescribed by law, Company regulations and Shareholders meeting resolution.

3.3 Board of Directors has supervised that the recruitment and selection of directors has a transparent and clear process in order to obtain a qualified committee in accordance with the specified elements.

Recruitment and selection of directors : Board of Director appoints the Nomination Committee to take responsible for screening, recruiting and selecting directors to replace those who have completed their terms or replace the vacant position and responsible for reviewing the appropriateness of structure and components of the Board of Directors.

Establish rules and procedures for recruiting new directors: Nomination Committee Acting to scrutinize and select persons who have suitable qualifications with knowledge, ability, experience, leadership skill, morality, ethics, good attitude towards the organization and be able to devote sufficient time to propose to the Board of Directors for consideration and propose to the shareholders' meeting for approval.

New Director Appointment Process: Appointment of new directors shall be in compliance with the company regulations and the requirements of relevant laws. In the selection process, it must be clear and focused on transparency.

3.3.1 The Chairman of the Nomination Committee is an independent director.

3.3.2 The Nomination Committee shall consider individual candidates from various sources

(1) Shareholders who hold shares of not less than 5 % with voting rights are entitled to cast their votes.

(2) Database of Directors of the Institute of Directors of Thailand.

(3) External Consulting Firm.

(4) The Board of Directors recommend.

3.4 For proposing remuneration for directors to shareholders for approval, The Board of Directors considers the structure and compensation rates that are appropriate to the responsibilities and able to motivate the directors to lead the organization to meet both short and long term goals.

3.4.1 The Board of Directors appoints the Remuneration Committee taking in charge of proposing guidelines and methods for determining compensation and other benefits with same characteristic as the directors' remuneration.

3.4.2 Policy and criteria for determining remuneration for directors must be consistent with the responsibility when comparing compensation with companies of similar size in the same industry. Consider the company's performance by the Remuneration Committee to consider and scrutinize and propose to the Board of Directors to propose to the shareholders' meeting.

3.4.3 The company has determined to propose policies, methods, criteria and remuneration for all directors in providing remuneration for each director to the shareholders' meeting for consideration and approval on a yearly basis. Directors who are executives will not receive remuneration as directors of the company.

3.4.4 Board of Directors supervises and discloses the policy and criteria for determining the remuneration of directors that reflect each individual's responsibility, including the remuneration for each director receives from being a director of a subsidiary company.

3.5 The Board of Directors supervises all directors to be responsible for performing their duties and allocating their time sufficiently.

3.5.1 The Board of Directors ensures that there is a mechanism to support the directors to understand their roles and duties completely and sufficiently.

3.5.2 The Board of Directors has established policies and criteria for taking a position of director and high level executive in other companies in order to ensure that directors are able to devote sufficient time to perform their duties in the company as follows.

(1) To establish a policy for directors of the company to perform the duty in other companies not more than 5 companies and the information about performing of directors in each company must be disclosed in the Annual Registration Statements Form 56-1 One Report.

(2) The Board of Directors establish the policy of taking director position of CFO and Managing Director in other companies, which must not have conflict of interest with the company and should inform to Board of Director for asking for approval before taking director position in other companies.

3.5.3 The Board of Directors should attend the Board of Directors meeting at least 75% of the number of meetings held by the Company in the year and there is disclosure of the number of meetings in the Annual Registration Statements Form 56-1 One Report.

3.6 The Board of Directors provides an annual performance evaluation of the Board of Directors, sub-committees and individual director. The assessment results are used for further development of duties.

3.6.1 Establish the evaluation of the performance of the Board of Directors and the sub-committees at least once a year with the objective of focusing on the evaluation to reflect the operational efficiency in accordance with the principles of good corporate governance.

3.6.2 Determine to evaluate 3 types, which are the self-evaluation of the overall board / sub-committees and individual evaluation by using the form that is developed from the evaluation sample of the SET as appropriate and relevant with the characters of the Board of Directors and there is disclosure of the assessment criteria and process as well as evaluation results in the Annual Registration Statements Form 56-1 One Report.

3.6.3 The Board of Directors brings the assessment results as a guideline for continuous improvement of efficiency and for considering the appropriateness of the composition of the Board of Directors.

3.7 The Board of Directors supervises all directors to have knowledge and understanding about their roles and responsibilities, nature of business and laws related to business operations. As well as encouraging all directors to regularly enhance skills and knowledge for performing their duties.

3.7.1 The Board of Directors ensures that newly appointed persons will be advised and have useful information for performing their duties.

Orientation of New Director

(1) Establish policy for newly appointed directors in attending a meeting with all directors in order to Receive sufficient and necessary information before performing their duties as well as listening to briefing about the vision, mission and the business nature of the company.

(2) The secretary of the Board of Directors has prepared all the necessary documents and useful information for performing duties including arranging a company visit of shareholders.

3.7.2 The Board of Directors supervise the knowledge training for directors and top management

(1) The Board of Director Company encourages and facilitates all directors such as Director, Audit committee & Top Management etc. to attend various training courses which are advantage to the development of their performance regularly.

(2) The Board of Directors encourage directors and executives attend seminars for courses that are advantage to their duties. The courses that directors should attend at least include the course arranged by the Thai Institute of Directors (IOD) such as Directors Certification Program (DCP) or Directors Accreditation Program (DAP) or Audit Committee Program (ACP)

3.7.3 The training and knowledge development of the Board of Directors will be disclosed in the Annual Registration Statements Form 56-1 One Report.

3.8 The Board of Directors ensures that it can perform its duties effectively and can access to necessary information. The Board appoints a company secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties

The Board of Directors' Meeting

3.8.1 The Board of Director schedules the board of directors meetings for the whole year in advance and usually notifies in advance to the Board so that they can allocate their time to attend the meeting regularly.

3.8.2 The frequency of board meeting depends on its roles and responsibilities of director at least six meetings a year.

3.8.3 In the board meeting all directors can express opinions openly and use their discretion freely.

3.8.4 The Company shall deliver the meeting invitation letter with the supporting documents 7 days prior to the meeting date in order to provide sufficient time for the directors to study the affairs before the meeting.

3.8.5 The Board of Directors encourages top executives to attend the meeting of the Board of Directors to present the information about the performance in their responsibilities to the Board of Directors to be aware of information, opinions and have the opportunity to get to know senior management and for the consideration of the succession plan. In the same time, executives have the opportunity to learn and understand the views of the Board of Directors.

3.8.6 In consideration of any matter, the directors can access to additional necessary information or request the management to clarify more information as well as provide external consultants or experts to give opinions. The company is responsible for expenses.

3.8.7 Set policies for non-executive directors to have a chance to meet among themselves as necessary without the participation of the management team.

3.8.8 In the board meeting not less than half of the total numbers of directors must be present to constitute a quorum. In the event that the Chairman of the board does not present at a meeting or is unable to perform his duty, the vice-chairman shall be the chairman in the meeting. If not, the committee members present in the meeting shall elect one among themselves to be the chairman in the meeting.

3.8.9 There must be at least two-thirds of total number of directors as the minimum quorum at the time when the Board of Directors will vote at the meeting of the Board of Directors and a written record is kept for the directors and related parties to examine later.

3.8.10 The Board of Directors has set up a company secretary to help advice and support the work of the Board of Directors regarding the rules and related regulations, ensure the operation follow the principles of good corporate governance and take responsible for preparing the board meetings, Shareholder meeting, keep important documents such as Director Registration, Meeting Invitation Letters, Minutes of Meetings, Report of conflicts of interest of directors and top executives including coordinating for the implementation of the resolutions of the Board of Directors.

3.8.11 Company Secretary has been trained and developed knowledge that will be beneficial to his ongoing duties and disclose the roles, duties and experience of the Company Secretary in the Annual Registration Statements Form 56-1 One Report.

Principle 4 Ensure Effective CEO and Staff Selection and Development

4.1 The Board of Directors should ensure that a proper mechanism is in place for the nomination and development of the top management to ensure that they possess the knowledge, skills, experience, and characteristics necessary to propel the Company to achieve its objectives.

4.1.1 The Board of Directors has appointed a Nomination Committee with an independent director as the chairman to be responsible for setting up policy and criteria for the selection of qualified persons.

4.1.2 Nomination Committee discuss with the Chairman of the Executive Committee in considering the selection of qualified persons as specified by the company for the top executive positions to propose to the board of directors for approval.

4.1.3 The Board of Directors has set up a plan for succession plan of top executives to ensure that the company has prepared the successors who have the knowledge and capability to hold key positions for running the company's business operations smoothly.

4.1.4 The Board of Directors encourages the development and training of knowledge in various courses in order to enhance knowledge and experience that will benefit senior management in performing duties continuously.

4.2 The Board of Directors has supervised the determination of remuneration structure and suitable evaluation.

4.2.1 The Board of Directors has set a policy and compensation structure that is an incentive for senior executives and employees at all levels to work in compliance with the main objectives and goals.

4.2.2 Board of Directors considers and gives opinions on criteria and evaluation factors that are appropriate for top executives including a compensation and welfare system for employees at all levels appropriately in order to support employees to have a good quality of life

4.3 The Board of Directors should understand the structure and relationship of shareholders that may impact the management and operations of the company and ensures the information under various agreements that may affect the company's control to be disclosed.

4.4 The Board of Directors encourages the development of skills, knowledge and abilities of top executives and all levels of employees regularly and continuously in order to support the business growth in both short and long term as well as establishes the provident fund for employees to serve employees to have sufficient saving when retirement.

Principle 5 Promote Business Innovation and Responsible Business Conduct

5.1 The Board of Directors provides the priority and supports the creation of innovations that creates business value along with creating benefits for the stakeholders. And taking responsible to the society and the environment

along with overseeing and following up the management to review the strategies and plans for improvement of production processes and work processes continuously. Additionally promoting the value added to the business according to the changing of surrounding factors.

5.2 The Board of Directors supervises management to adopt business operations with responsibility to society and environment and ensures that every department adopts the operations in according to the Company's main objectives, goals, and strategies.

5.2.1 The Board of Directors provides a proper mechanism in order to ensure that Ethical business practices is taken place and regards to the rights of all groups of stakeholders under relevant laws and responsibility to society and the environment without any action which is a violation of the rights of stakeholders.

Policy and guideline for stakeholders

(1) The company has determined a clear policy for the treatment of all groups of stakeholders in "Business Ethics Guide" and promulgated with directors, top executive and employees at all levels for operating strictly including imposing penalties for non-compliance and publish on the company website

(2) The company has set a good corporate governance policy in order to support management with honesty, accuracy, transparency and efficiency and it can create value added to the business in the long run with stability and sustainable growth for all stakeholder groups and published on the website company.

(3) The company has set the environment policy with regarding to responsibilities to community and society as well as concerning the matters which may directly impact to company operations completely in order to ensure to the stakeholders that company do business with regarding to environment, community and society for sustainable development.

(4) The company has set the policies about Safety, Health and Environment in the Workplace. The company realizes the importance of enhancing the quality of life in the workplace and emphasizing on safety, health and working environment for better living of all the employees.

(5) The company has set a policy of whistle blowing in violation of laws, inaccuracy of financial reports, insufficient internal control system or unethical behavior, corruption and publish guidelines and the whistleblower protection measurement on the company website.

(6) The company has set the anti-corruption policy and published on the company website and authorized the anti-corruption commission to investigate and evaluate the corruption risk.

(7) The Company has prepared a report sustainability published on the company website and advocate the activities for society and community.

5.3 The Board of Directors monitors and manages the allocation of resources efficiently and encourage employees at all levels to realize the need to use resources including supporting activities to use resources with value and a concrete power saving campaign based on ethics, responsibility and sustainable value for the business.

5.4 Company sets information technology policy to provide the company with a regulatory framework and management of information technology at the corporate level in line with business needs. And use information technology to support and develop business operations to achieve objectives and goals. Including overseeing the risk management of information technology in a comprehensive way as well as determining measures to protect and maintain the security of the system and information.

Principle 6 Strengthen Effective Risk Management and Internal Control

6.1 The Board of Directors has appointed an Audit Committee that can perform duties efficiently and independently.

6.1.1 The audit committee consists of at least 3 members and all of them are independent directors and have qualifications and duties in accordance with the rules of the Office of the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET).

6.1.2 The Board of Directors has specified the scope of the authority of the audit committee in writing in the audit committee charter.

6.1.3 The Board of Directors provides tools to assist the audit committee in accessing the information necessary to perform their assigned duties.

6.1.4 The Board of Directors has set up an internal audit department which is independent in performing duties and reporting directly to the audit committee as well as reviewing and evaluating important efficiency of system at least once per year.

6.1.5 The Board of Directors has monitors the sufficiency of the internal control system and the risk management control system.

6.2 The Board of Directors has established a risk management system and internal control that will make the company achieve objectives effectively and comply with relevant laws and standards.

6.2.1 The Board of Directors has appointed the Risk Management Committee to be responsible for monitoring and seeking the ways to prevent risks that may occur within the organization.

6.2.2 The company has established a risk management policy that covers the entire organization. And overseeing the review of risk management policies and regulations prepared by the risk management committee to use as a risk management framework for employees at all levels to practice in the same direction.

6.2.3 Risk Management Committee consider internal and external factors in identifying potential risks and ranking risk priorities in order to find ways to prevent or alleviate the damage. The results of risk control management are reported to the Board of Directors.

6.3 The Board of Directors monitors and manages the conflicts of interest that may occur among companies and management, Board of Directors or shareholders including prevention of undue use of property, Company

information and opportunities and conducting transactions with persons who are related with the company in an inappropriate manner.

6.3.1 The Board of Directors has set a policy for the use of inside information and keeping confidential information in the Code of Business Ethics and notify all employees in the company to prevent exploitation and regularly follow-up.

6.3.2 The Board of Directors has set policies and guidelines regarding conflicts of interest in the Code of Business Ethics and disclosed related transactions as required by law in the Annual Registration Statements Form 56-1 One Report.

6.3.3 Board of Directors Will consider conflicts of interest carefully in which the stakeholder does not participate in the decision making As well as supervising the compliance with the requirements correctly and completely.

6.4 The Board of Directors has established a clear anti-corruption policy and guideline. In order to communicate with the directors and employees at all levels to strictly abide by and appointed the Anti-Corruption Committee In order to inspect and assess the risk of corruption including disseminating the Anti-corruption policy on the company website.

6.5 The Board of Directors has established policies and guidelines about receiving complaints and suggestions together with the appropriate protection measures for the whistleblower in the Code of Business Ethics and disclose the method of whistleblowing on the company website.

Principle 7 Ensure Financial Integrity and Disclosure

7.1 The Board of Directors is responsible for financial reports and disclosure of important information to be accurate, sufficient and timely in accordance with relevant rules, standards and practices.

7.1.1 The Board of Directors ensures that the personnel involving in the preparation and disclosure of information have the knowledge, skills and experience that are appropriate for their duties and sufficient numbers such as CFO, Accounting Manager etc.

7.1.2 The Board of Directors approved the information disclosure of financial reports by considering the following factors:

- (1) Assessment results of adequacy of the internal control system.
- (2) Auditor's opinion in financial reports and notifications of the auditor regarding the internal control system including the auditor's observations through communication in other channels (if any.)
- (3) The opinion of the audit committee.
- (4) Consistency with objectives, key goals, strategies, and company policies.

7.1.3 The Board of Directors ensures that there are the disclosure of information and the report preparation of the Board of Directors' responsibility to financial reports presented together with the financial statements and the

auditor's report and supports the company to provide summary, explanation and analysis of the management (MD&A) in the Annual Registration Statements Form 56-1 One Report.

7.1.4 The Company discloses structure and information of direct and indirect shareholding of directors and executives in the Annual Registration Statements Annual Registration Statements Form 56-1 One Report.

7.2 The Board of Directors oversees adequacy of financial liquidity and debt serviceability by following up the management to assess the financial risk in order to see the financial liquidity and ability to pay off debt. If there is any signal indicating that a problem may occur, the immediate action will be taken place for prevention.

7.3 The Board of Directors monitors and supervises the business to operate with care in order not to encounter financial problems nor likely to encounter problems. The Company is confident that there is the business plans to solve problems and other mechanisms that can solve financial problems by taking into account the rights and fairness to the stakeholders.

7.4 The company prepares a sustainability report by implementing the Global Reporting Initiatives Guideline Version 4.0 (GRI G4) Sustainable Development Report for presenting some information and on- going collecting data for using in developing the report to be in accordance with international standards and published on the company website.

7.5 The Board of Directors has established a communication and disclosure policy for communicating and disclosing information to stakeholders equally according to the principles of good corporate governance, rules and regulations for disclosure of information of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission as well as instruct the management to proceed with the disclosure of complete, accurate, reliable, consistent and timely information by adhering to the principles. Since they are well aware that the company's financial and non-financial information impact the decision-making process of investors and interested parties. The Company has assigned Mr. Chumpol Techakraisri, Assistant Managing Director to be responsible for communicating with investors and analysts.

Contact channel for investor relations

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E-mail: investor@tkrungthai.com

7.6 Board of Directors recognizes the importance and promotes the use of information technology in the dissemination of company information besides publishing information according to defined criteria and through the channels of the Stock Exchange of Thailand. The company presents current information and publishes in both Thai and English through the company's website which helps the stakeholder to easily access the information.

Principle 8 Promote Participation and Communication with Shareholders

8.1 The company supports the participation of shareholders in making important decisions of the company and regards importance to respect the equality of shareholders of all groups of shareholders including conducting the shareholders' meeting in accordance with the regulations with transparency, smooth and efficiency.

8.1.1 Protecting the rights of shareholders

(1) The company pays attention to protecting the rights of shareholders and encouraging shareholders to use basic rights, such as having a company profit sharing, getting company news sufficiently, participating the meeting to exercise voting rights at the shareholders meeting to appoint or remove directors, appoint auditor and other matters affecting the company such as remuneration for directors, Auditor's remuneration, allocation of dividends, Amendment of Articles of Association and Memorandum of Association Capital and reduction or increasing of capital etc.

(2) The company recognizes the rights of shareholders by taking care of shareholders more than basic legal rights, such as providing current important information through the company website, the Management Analysis (MD&A) report to explain quarterly results through the channels of the stock market.

(3) The shareholding structure of the company has a sufficient number of small shareholders, which will create a balance between small and large shareholders without allowing any person or group to control voting rights or control the company, which reflects to good corporate governance at the shareholder level and neither cross shareholding in the group nor pyramid shareholding structure

8.1.2 Prior to the date of the shareholders' meeting

(1) The company shall not do any actions which limits the opportunity of shareholders to study information and limits the opportunity to attend shareholders' meetings.

(2) The company offers shareholders the opportunity to propose matters to be included in the meeting agenda in accordance with the criteria set forth in advance of the shareholders' meeting by publicizing to shareholders through the news system of The Stock Exchange of Thailand as well as disseminate the said criteria on the company's website.

(3) The company provides opportunities for shareholders to nominate persons to be elected as directors in accordance with the criteria specified by the company in advance of the date of the shareholders' meeting by publicizing to shareholders through the news system of the Stock Exchange of Thailand as well as disseminate the said criteria on the company's website.

8.1.3 The company prepares the invitation letter to the shareholders' meeting with correct and complete information sufficient to exercise the rights of shareholders and specifies the date, time, location, meeting agenda and all information related to matters to be made decision in the meeting in the letter in advance together with disseminates the said information on the company's website in both Thai and English before submitting documents in

order to allow shareholders to have sufficient time to study the meeting information before receiving the information in the form of documents from the company.

8.1.4 The company allows shareholders to submit questions related to the meeting agenda in advance before the date of the shareholders' meeting by sending questions via E-Mail: investor@tkrungthai.com or by fax to 02-212-4864. The criteria for submitting questions are posted on the company's website.

8.2 The Board of Directors ensures that the operations on the day of the shareholders' meeting are smooth, transparent and efficient and facilitate shareholders to exercise their rights.

8.2.1 Board of Directors establish policies for facilitating and promoting large and minor shareholders including institutional investors to attend shareholders' meeting and fully vote by organizing a meeting on working day at location in Bangkok where the transportation is convenient to travel.

8.2.2 The Board of Directors ensures that no action is taken to limit the opportunity to attend the meeting or create too much burden for the shareholders by encouraging shareholders to use a proxy form in format which shareholders can specify directions of voting and propose at least one independent director as an alternative to shareholders' proxies.

8.2.3 The Board of Directors provided sufficient personnel and technology to support the shareholders attending the meeting and facilitate voting, counting and displaying results with Hassle-free effective and not too expensive.

8.2.4 The Chairman of the Board of Directors is the chairman of the shareholders' meeting, supervises meetings in accordance with relevant regulations and laws, allocates appropriate time for each agenda and provides the opportunity for all shareholders to have equal rights to express opinions and ask questions as well as a legal advisor acting as an inspector of the vote counting to ensure transparency and compliance with legal and company regulations.

8.2.5 Executive shareholders should not add additional meeting agendas or change important information in the shareholders' meetings without notifying shareholders in advance especially the important agenda that shareholders need to spend time to study information before making a decision.

8.2.6 Board of Directors especially the chairman of various committees, top executives and the representatives from auditors must attend every shareholders' meeting, if not carrying significant tasks in order to share information and answer questions on various issues from shareholders.

8.2.7 Before the shareholders' meeting, the Company will introduce the Board of Directors and Top Executive who shall explain various rules used in the meeting and inform the meeting the numbers and proportion of shareholders who attend the meeting by themselves and by the proxies.

8.2.8 The chairman of the shareholders' meeting provides the shareholders an opportunity to exercise the right to appoint individual directors and to use the ballot individually for transparency and accountability.

8.2.9 The Board of Directors supports the use of ballots for important agenda items, such as related transactions, acquisition or disposition of assets and appoints an independent person to be an inspector of the vote counting transparently.

8.3 The Board of Directors ensures that the resolution of the meeting and the minutes of the shareholders' meeting is accurate and complete.

8.3.1 The company discloses the voting resolution of the meeting of shareholders in each agenda in both Thai and English through the stock exchange channel and the company's website.

8.3.2 The company prepares the minutes of the shareholders' meeting and disseminates through the channels of The Stock Exchange of Thailand and the company's website within 14 days of the meeting.

8.3.3 The Board of Directors ensures that the minutes of the shareholders' meeting contain at least the following information:

(1) List of directors and top executives attending the meeting, proportion of directors attending and not attending the meeting.

(2) Voting and counting methods, resolutions of the meeting, and voting results (agree, disagree, abstain and the number of invalid ballots) of each agenda.

(3) Questions and answers at the meeting including the name-surname of the questioners and the respondents.

3. Charter

3.1 Charter of the Board of Director

➤ Purpose of the Board of Director

The Board as a representative all the shareholders and is responsible for governing the Company's. Consist of knowledgeable, proficient and experienced persons and operations in accordance with the provisions of the law, the Articles of Association, resolutions of the shareholders' meetings.

➤ Composition of the Board of Director

1. The Board of Directors shall consist of at least 5 people.
2. There must be at least one-third independent board members but not less than 3 persons in the board.
3. The Board of Directors must consist of non-executive directors to perform duties and create balance between executive directors.

➤ Term of office of the Board of Director

Term of directorship shall be in accordance with the Company's Articles of Association. At every annual general meeting of shareholders, one-third of the members of the Board of Directors shall retire by rotation. If the number of directors is not a multiple of three, the number nearest to one third shall retire from office. A retiring director may be nominated to the meeting for re-election.

➤ Scope of duties and responsibilities of the Board of Director

1. The Board of Directors hold the duties & responsibilities in accordance with regulations stated in civil and commercial laws, including any regulations stated in listed companies.
2. The Board of Directors hold the duties & responsibilities in accordance with the Company's articles of association.
3. To monitor and regulate the Company's principal policies on operations, corporate finance, fund-raising, capital risk, benefit risk, and risk management.
4. To consider for the approval of investment amount and to monitor the Company's operations in pursuant to the plans.
5. Set strategy for the business goal and projection plan.
6. To operate under laws, objectives and articles of association of the Company, resolution from the Shareholders Meeting and Statements in the prospects of the Company.
7. Review policy corporate governance and provide for the administration of corporate governance principles.
8. Ensure avoidance of conflicts of interest amongst the Company's stakeholders.
9. Approval, assign and or several individuals as the Executive Director(s) to act on behalf of the Board of Directors.
10. Approval of company's annual and capital expenditures, budgets, budget costs, manufacturing, selling and administrative expenses for the year, sales of fixed assets between affiliates (market) value of more than 1 million Baht.

Followings are exceptional issues that should be raised to and required for approval from the Shareholders Meeting. Moreover, no votes should be made by directors, who may have conflicts of interest with the company or its subsidiaries.

1. Legal issues that require resolution from the Shareholders Meeting
2. Issues regarding the Directors interests that require resolution from the Shareholders Meeting, according to regulations of the Stock Exchange of Thailand and laws.
3. Besides, followings are issues that require approvals from the Board of Directors Meeting and Shareholders Meeting with the votes of no less than $\frac{3}{4}$ or 75% of the total votes from total number of shareholders attended.
 - 3.1 The sales or transference of all or parts of the Company's business to outsiders
 - 3.2 The acquisition of other public or private companies
 - 3.3 The agreement, amendment or termination of contracts relating with the rental, a whole business or some significant parts of business of the Company; assigning outsiders to oversee and manage the business or the merger with purpose of sharing profits and losses
 - 3.4 Capitalization of the Company's debts by issuing new common shares for the creditors.
 - 3.5 Decrease of the company's registered capital by the amounts of shares or par value.
 - 3.6 Increase or decrease of the Company's registered Capital, bond or debenture issuance, merger or wind up of business.
 - 3.7 Any other law related issues.

➤ **Meeting of the Board of Director**

1. Company appoints the board of directors meetings in advance and usually creates schedule for the whole year. Directors are, then, notified in advance so that they can allocate their time and be able to attend the meeting.
2. The frequency of board meeting depends on its roles and responsibilities as well as nature of company's business operations.
3. Chairman of the Board should consider together with managing director which topics to be put into the meeting agenda. However, each director can propose the topic freely.
4. In each meeting, the Company shall deliver supportive documents 7 business days prior to the meeting date, to provide sufficient time for the directors to study the affairs before the meeting.
5. Company has policy that allows Non-executive directors may convene a meeting as they see necessary, to discuss affairs regarding management without the executive attending the meeting.
6. During the directors meeting, all directors are free to openly discuss their ideas and the chairman shall collect these ideas and the resolution for each topic. For each resolution there must be 2 out of 3 from the total director which the company secretary shall prepare minutes of the meeting.

➤ The Chairman's duties should at least cover the following matters:

- (1) To oversee, monitor, and ensure that the board efficiently carries out its duties to achieve the company's objectives.
- (2) To ensure that all directors support the company to have ethical culture and good corporate governance.
- (3) To discuss with the managing director in setting up the board meeting agenda and ensure that the important matters are included in the meeting agenda.
- (4) To allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. To encourage directors to exercise independent judgement in the best interest of the company.
- (5) To call the meeting and conduct the Board of Directors meeting according to the agenda completely.
- (6) To lead the Shareholders' Meeting according to agendas, Company regulations and the law by allocating suitable time and opportunities for shareholders to equally express their ideas as well as overseeing shareholders' questions are answered appropriately and transparently.
- (7) To perform supervision to ensure disclosure of information and transparent management in the case of conflict of interest.
- (8) To carry out duties in accordance with laws, particularly the Chairman's tasks.
- (9) To support and lead as role model for operations in accordance with good corporate governance and anti-corruption policy and business ethics.
- (10) To perform supervision to ensure the duties of the Board of Directors, the subcommittee, and each director of the Company are carried out with effectiveness and efficiency to meet the objectives as planned.
- (11) To enhance good relationships between executive directors and non-executive directors, and between the Board of Directors and the management team

3.2 Charter of the Executive Committee

➤ Purpose of the Executive Director Committee

The Board of Directors Appointment of the Executive Committee It consists of a number of qualified directors. To manage and control the Company's business as assigned by the Board of Directors.

➤ Composition of the Executive Committee

1. Executive Committee Appointed by the Board of Directors.
2. The Chairman of the Executive Committee is not the same person as the Managing Director.
3. The company has adopted a policy that the Managing Director can serve as a director to other companies.

The said company shall not have any conflict with the company prior to the appointment and this has to be informed and reported to the board of directors.

➤ Scope of duties and responsibilities of the Executive Committee

1. To make decision on the Company's significant operations such as to limit and regulate the Company's objectives, dimension of missions, policies; to monitor the overall operations including products and customers relationship all of which should be done within the Company's plan and budget set by the Board of Directors.
2. To consider and give approval on procurement, investment and sales & purchase of the Company's fixed assets. Proposal to the Board of Directors is needed in the case of procurement, investment and sales & purchase of the Company's fixed asset is not in plan or budget assigned.
3. To be the representative of the Company to agree upon with outsiders on any related issues that are beneficial to the Company's business.
4. To propose to the Board of Directors the issue on fund raising.
5. To authorize any consultancies that are necessary to business operations.
6. To manage the general operations of the Company.
7. To consider and authorize any duties and plans of each department together with considering the approval on each department requests that are beyond the department's decision authority.
8. To propose and ask for approval from the Executive Directors if the operations according to the Company's plan exceeds 10% of the proposed budget.
9. Set the guidelines for evaluating the performance of the Managing Director. And the remuneration of the Managing Director.

The Executive Directors must follow the regulations and limits assigned above and shall not approve any transactions that self or other will have benefits over the Company or approve any transactions that will create a loss to the Company. All approvals must be reported to Board of Directors. Any other limits that do not include in the above, the authority from the Board of Directors is needed.

➤ **Meeting of the Executive Committee**

1. The Executive Committee shall hold a meeting at least once every 3 months.
2. At the meeting of the Executive Committee, at least one-half of the total number of members must be present to form a quorum.

➤ **Reporting of the Executive Committee**

1. To report results of performance to the Board of Directors for acknowledgement or approval.

3.3 Charter of the Audit Committee

➤ Purpose of the Audit Committee

The Board of Directors recognizes the importance of good corporate governance and it has appointed the Audit Committee comprising of independent directors, under regulations of The Securities and Exchange Commission, Thailand and The Stock Exchange of Thailand. who have the duties in reviewing the effectiveness of internal control to ensure that the performance of related agencies is effectively and review financial report, in collaboration with the auditors to ensure that the Company's financial report is credible, disclose accurate and truthful information in accordance with the regulations and standards. The Audit Committee also provides credibility and reliability to investors and all stakeholders.

➤ Composition of the Audit Committee

The Audit Committee must be composed of at least 3 independent directors At least one member of the Audit Committee should have knowledge and understanding or experience in accounting or finance field sufficient to review the credibility of financial report.

➤ Term of Office of the Audit Committee

1. Members of the Audit Committee shall each have a term of office of 3 years.
2. After the term expired, the members can be re-appointed. In addition to vacating office upon the termination of the term mentioned, the members shall vacate office upon:
 1. Dead
 2. Resignation
 3. Being disqualified under regulations of The Securities and Exchange Commission Thailand and The Stock Exchange of Thailand
 4. Removal from office by resolution of the Board

A member who wishes to resign must tender his or her resignation to the Chairman of the Board for the Board's approval.

If all of the members resign at the same time they must remain in office until a new Committee is appointed.

If a member vacates office during the term of appointment, the Board shall appoint a replacement within 90 days in order to maintain the required number of members as set forth

➤ Scope of duties and responsibilities of the Audit Committee

1. To examine and ensure that the Company's financial reports were correct, complete and sufficiently disclosed. This was to do with the cooperation from the external auditor and the management, who were responsible for providing quarterly and annually financial reports.
2. To examine and ensure that the Company operated the proper and effective internal control system and internal audit. This was to do with cooperation from both external and internal auditors.

3. To examine and ensure that the Company's operations were conducted in accordance with the regulations of the Stock Exchange of Thailand (SET) or any regulations related with the Company's business.

4. To consider, select and appoint, termination the Company's auditors and the Company's internal auditor together with his/her remunerations through the consideration of creditability, sufficiency of resources, quantity of auditing works of the particular audit office and the experience of the individual assigned for the Company's auditing..

5. To examine and ensure that the Company's related transactions or any issues that might incur conflict of interests to be clearly and completely revealed.

6. To perform any other tasks as assigned by the Board of Directors with the approval of the Audit Committee, such as reviewing financial and risk management policies, review the operation of management to comply with the Code of Conduct, review with company executives on key reports which must be presented to the public as required by law, such as reports and analysis of the management, etc.

7. To provide report on activities of Audit Committee and reveal the report in the Company's annual report. The report should attach the signature of the Chairman of Audit Committee and contain the following information

- Point of view on process of report composition and disclosure in the Company's financial reports.
(with consideration on correctness, completeness and reliability)
- Point of view on sufficiency of internal control system of the Company
- Reasons to support whether The Company's auditor is appropriate to be assigned for another term.
- Point of view on the Company's operations whether they were conducted in accordance with the regulations of the Stock Exchange of Thailand (SET) or any regulations related with the Company's business.
- Other reports that deemed appropriate to publicize according to duties and responsibilities assigned from the Board of Directors.
- Report on the performance of the Audit Committee, the Board of Directors acknowledged every quarter.

➤ **Meeting of the Audit Committee**

The Committee shall meet at least four (4) times a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance.

3.4 Charter of the Remuneration and Nomination Committee

➤ Purpose of the Remuneration and Nomination Committee

The Board of Directors it has appointed the Remuneration and Nomination Committee to support the good governance of the company. The committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors and sub-committees.

Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

➤ Composition of the Remuneration and Nomination Committee

1. The Remuneration and Nomination Committee must be composed of at least 3 directors.
2. The Independent Director shall be the Chairman of Remuneration and Nomination Committee.
3. The Remuneration and Nomination Committee by more must Independent Director than one-half of total number.

➤ Term of office of the Remuneration and Nomination Committee.

1. The Remuneration and Nomination Committee shall each have a term of office of 3 years.
2. After the term expired, the members can be re-appointed. In addition to vacating office upon the termination of the term mentioned, the members shall vacate office upon:
 1. Dead
 2. Resignation
 3. Removal from office by resolution of the Board

A member who wishes to resign must tender his or her resignation to the Chairman of the Board for the Board's approval.

If a member vacates office during the term of appointment, the Board shall appoint a replacement the required number of members as set forth, The substituted member can only be in the office within the remaining term of the member he/she replaced.

➤ Scope of duties and responsibilities of the Remuneration Committee

1. To consider and determine the standard procedure for the company's directors' remuneration.
2. To consider the remuneration of directors and propose to the company's board of directors and put as an agenda during the shareholder meeting.
3. To consider and propose the remuneration of CEO during the Directors' meeting for consideration and approval.
4. To be responsible in the job assigned by the Board of Directors.

➤ Scope of duties and responsibilities of the Nomination Committee

1. To determine the qualification of the candidates for Independent & Director and Sub-Committee.

2. Nomination and recommendation of persons who are qualified for the position of independent directors.
Company Directors to the Board of Directors to propose to the shareholders' meeting for approval.
3. To propose successor CEO, together with the President. for presentation to Board of Director approval.
4. Consider successor Managing director, presented by the president for presentation to the board of director approved the company.
5. Consider the appropriateness of the Board of Directors. To be presented to the conference board approval.
6. To be responsible in the job assigned by the Board of Directors.

➤ **Meeting of the Remuneration and Nomination Committee**

The Committee shall meet at least two (2) times a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance.

➤ **Reporting of the Remuneration and Nomination Committee**

1. To report results of performance to the Board of Directors for acknowledgement or approval.
2. To prepare the report of the Remuneration and Nomination Committee and disclose the report which has been signed by the Chairman of the Remuneration and Nomination Committee on the Annual Registration Statements Form 56-1 One Report.

3.5 Charter of the Corporate Governance Committee

➤ Purpose of the Corporate Governance Committee

The Board of Directors it has appointed the Corporate Governance Committee to help promote on the corporate governance and management to be the best under the principles of good corporate governance, to create organizational efficiency and transparency, opening to any inspection and stimulating credibility among shareholders and other stakeholders.

➤ Composition of the Corporate Governance Committee

1. The Corporate Governance Committee must be composed of at least 3 directors.
2. The Independent Director shall be the Chairman of Corporate Governance Committee.
3. The Corporate Governance Committee by more must Independent Director than one-half of total number.

➤ Term of office of the Corporate Governance Committee

1. The Corporate Governance Committee shall each have a term of office of 3 years.
2. After the term expired, the members can be re-appointed. In addition to vacating office upon the termination of the term mentioned, the members shall vacate office upon:
 1. Dead
 2. Resignation
 3. Removal from office by resolution of the Board

A member who wishes to resign must tender his or her resignation to the Chairman of the Board for the Board's approval.

If a member vacates office during the term of appointment, the Board shall appoint a replacement the required number of members as set forth, The substituted member can only be in the office within the remaining term of the member he/she replaced.

➤ Scope of duties and responsibilities of the Corporate Governance Committee

1. Rules and Regulations and best practices of effective corporate governance processes appropriately.
2. Propose and practice good corporate governance to the Board of Directors of the company.
3. Follow up new announcements involved and to determine the appropriate improvements.
4. To review and consider the practice and principles of corporate governance that are appropriate to the business.
5. Propose code of conduct regulations in business ethics for the management and staffs to practice.

➤ Meeting of the Corporate Governance Committee

The Committee shall meet at least one (1) times a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance.

➤ Reporting of the Corporate Governance Committee

1. To report results of performance to the Board of Directors for acknowledgement or approval.
2. To prepare the report of the Corporate Governance Committee and disclose the report which has been signed by the Chairman of the Corporate Governance Committee on the Annual Registration Statements Form 56-1 One Report.

3.6 Charter of the Risk Management Committee

Board of Directors has appointed the Risk Management Committee to manage and control corporate risk from both internal and external factors, to monitor and prevent impacts that may occur unexpectedly.

➤ **Purpose of the Risk Management Committee**

The Risk Management Committee is a subcommittee of the Company that is appointed to set the framework and policy for risk management covering the entire organization, supervise the establishment of a risk management system or process to reduce the impact on the business in order to build confidence and credibility among stakeholders, and to increase value and promote sustainable growth of the organization

➤ **Composition of the Risk Management Committee**

The Risk Management Committee consists of at least three directors and at least one of whom must be an independent director.

➤ **Term of Office of the Risk Management Committee**

1. Each member has a term of office of 3 years and when the term of office has expired, they may be appointed to serve as a member of the Risk Management Committee again.
2. In addition to leaving the position according to the above-mentioned term, the Risk Management Committee shall leave the position when:
 1. Dead
 2. Resignation
 3. The board of directors has resolved to terminate him from office
3. In the event that the Risk Management Committee position becomes vacant for reasons other than the expiration of the term, the Chairman of the Risk Management Committee shall propose a person for the Board of Directors to consider and approve the appointment.

➤ **Scope of duties and responsibilities of the Risk Management Committee**

1. Establish the overall risk management policy and guidelines of the Company, which cover various types of significant risks.
2. Establish a core risk management policy that is consistent with the company's objectives, goals, strategies and acceptable risks to serve as a framework for risk management operations.
3. Appoint a risk management working group to analyze and assess risks, determine methods or guidelines for risk prevention, monitor performance results to report to the Risk Management Committee.
4. Provide advice and support to the management team on corporate risk management, including promoting and supporting the continuous improvement and development of the organization's internal risk management system.
5. Monitor and supervise the risk management process of the management to be at an appropriate level and in accordance with the specified policy.

6. Perform any other operations as assigned by the Board of Directors' Meeting with the approval of the Risk Management Committee.

➤ **Meeting of the Risk Management Committee**

1. Organize a meeting at least twice a year, that consist of management, executives, or related employees or those who are suitable to attend the meeting and provide opinions.
2. In every Risk Management Committee meeting, the quorum must consist of not less than two-thirds of the total numbers of Risk Management Committee members in office at that time in order to be considered a quorum.
3. Risk Management Committee members who have a conflict of interest in any matter being considered shall not participate in the consideration or vote on that matter.
4. In voting, each Risk Management Committee member shall vote with one vote and shall use a majority vote as the criterion. In the event of a tie vote, the Chairman of Risk Management Committee shall have one additional vote as the deciding vote.

➤ **Reporting of the Risk Management Committee**

The Chairman of the Risk Management Committee has duties and responsibilities to report the results of risk management operations to the Board of Directors and prepare a summary report of the Risk Management Committee annually to be disclosed in the Annual Information Form/Annual Report (Form 56-1 One Report) signed by the Chairman of the Risk Management Committee.

➤ **Performance Appraisal**

The performance of the Risk Management Committee shall be evaluated once a year and disclosed in the Annual Information Form/Annual Report (Form 56-1 One Report).

3.7 Charter of the Sustainable Development Committee

➤ Purpose of the Sustainable Development Committee

The Board of Directors appoints the Development for Sustainability Committee to support the Board in determining economic, social and environment policy which must be appropriate, adequate, effective and efficient, to supervise a system or procedure to develop the overall economy, society and environment at an acceptable level.

➤ Composition of the Sustainable Development Committee

Development for Sustainability Committee comprises at least 3 members and at least 1 director, chairing the board.

➤ Term of office of the Sustainable Development Committee

1. The Development for Sustainability Committee term of office is 3 years, and can be re-elected.
2. After the term expired, the members can be re-appointed. In addition to vacating office upon the
 1. Dead
 2. Resignation
 3. Removal from office by resolution of the Board
3. In case of vacancy, the Board of Directors shall appoint a qualified person to replace the position. The person being appointed may hold the position for the remaining period of the director he replaces.

➤ Scope of duties and responsibilities of the Sustainable Development Committee

1. Determine goal, policy, strategy and operation plan in terms of economy, society and environment of the organization.
2. Set the time frame for operation and assign personnel for responsibility in each area.
3. Consider and propose a budget for every activity.
4. Has the power to appoint the Development for Sustainability Committee to jointly hold responsibility and proceed as assigned by the Board of Directors.
5. Supervise to ensure compliance with the policy, strategy and operation plan on economy, society and environment.

➤ Meeting of the Sustainable Development Committee

The Committee shall meet at least one (1) times a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance.

➤ Reporting of the Sustainable Development Committee

1. To report results of performance to the Board of Directors for acknowledgement or approval.
2. To prepare the report of the Sustainable Development Committee and disclose the report which has been signed by the Chairman of the Sustainable Development Committee on the Annual Registration Statements Form 56-1 One Report.

3.8 Executive Chairman Charter

➤ **Purpose**

The Nominating Committee selects and scrutinizes the successors of the Chairman of the Executive together with the former Executive Chairman. To present to the Board of Directors for approval to perform the duty of company management.

➤ **Scope of duties and responsibilities**

1. Management and control in the Company's businesses to comply with its objectives, policy and the Articles of Association.
2. Ensure that high-level executives and personnel in various departments perform their duties and operate efficiently Efficiency and effectiveness As well as to push for continuous development of the organization and personnel, including And maintain a good image of the organization.
3. Has the power to approve operating expenses and other expenses according to the manual "Authority"
4. Consider the selection of persons to be senior management positions. Propose to the Nomination Committee for submission to the Board of Directors.
5. Perform any tasks as assigned by the Board of Directors.

3.9 Managing Director Charter

➤ **Purpose**

Chairman of the Executive selects and scrutinizes the successors Managing Director to The Nominating Committee. To present to the Board of Directors for approval to perform the duty of company management.

➤ **Scope of duties and responsibilities**

1. To monitor and control on general operations and promote the qualitative management.
2. To follow up and evaluate the operational performance according to the Company's plan.
3. To be the leader in the review of qualitative management.

The Managing Director must follow the regulations and limits assigned above from the Board of Directors and/or Executive Director. Any other issues besides the mentioned duties and responsibilities shall be authorized by the Board of Directors or Executive Directors.

3.10 Company Secretary Charter

➤ Purpose

The Board of Directors appoint the Company Secretary to oversee the Meeting of the Board of Directors and/or the Meeting of Shareholders and other activities of the Board of Directors to help the Board of Directors and the Company comply with relevant laws and rules, and promote corporate governance to be in line with good corporate governance standard.

The Board of Directors has appointed Mr. Chumpol Techakraisri as the Company Secretary from 8 August 2008. (Qualifications of Company Secretary are shown in Annual Registration Statements Form 56-1 One Report.)

➤ Scope of duties and responsibilities

1. To Supervise and advice on corporate governance of the Board of Directors.
2. To Organize and facilitate board of directors and sub- committee meetings.
3. To Organize the annual general meeting of shareholders, and record and publish the related minutes
4. To keep Stakeholders reports informed by directors or executive, and other important documents such as Registration of the Company's Directors, appointment notices of and minutes of the Meeting of the Board of Directors, the Company's Annual Report, including appointment notices of and minutes of the Meeting of the Shareholders.
5. To monitor and ensure that the Board is in compliance with all related laws and regulations.
6. To communicate with general shareholders to ensure that they are informed of their rights and the Company's news.
7. To take care of other matters Related to the board of directors, management team, and shareholders.
8. To carry out any other matters as prescribed by law or assigned by the Board of Directors or as prescribed by notification of The Securities and Exchange Commission.

4. Definition of Independent Director

1. Hold no more than 0.5% of total voting stocks of TKT, its parent company, its subsidiaries and its associated companies, related juristic entity with conflicts including stocks held by related persons.

*** The company has established stricter criteria than the announcement made by The Capital Market Commission in which they can hold a share of not more than 1 percent.**

2. Not a Board member or in the management team of the company / employee / wages / consultant who gets regular salary / has the authority to manage and direct the company , parent company , its subsidiaries, and its associated companies or related juristic entity with conflicts (present and for the past 2 years before the appointment)

3. Not related by blood or legal registration such as parents, spouse, brothers, sisters and children including the directors' children spouses, main shareholders, power to control and juristic entity who is entity who is appointed to manage the company or its subsidiaries.

4. No business relationship with TKT , parent company, its subsidiaries and its associated companies, or related juristic entity in order to have freedom in exercising the rights to express their ideas and opinions on the company performance

5. Is not appointed as a representative of the company's director, major shareholders or shareholders who are related to the major shareholders of the company.

6. No other impediments or impairments to express independent opinions concerning the operations of the company.

7. If qualified for the item 1-6, the independent director may be assigned by the Board of Directors to make decisions relating to business operations of the company, the company's major shareholder, a subsidiary an associate a subsidiary of the same tier or any juristic person with a conflict of interests, on the basis of collective decision.

5. Terms of transactions for major shareholder, directors, executives and related persons with the company.

The company is considered an important policy not to allow Major shareholder, board of directors, executives and related persons with the company from seeking personal benefits. Therefore, the company imposes procedures must follow:

1. Avoid self-related transactions that may create conflict of interests with the Company.
2. In case where the directors, executives, employees, or family members are involved whether directly or indirectly in any transactions that may create a conflict of interest, or are shareholders of the Company' s competitors, they are required to disclose such facts to the manager and the president of the Company in writing.
3. In case where the directors, executives and employees are directors, partners, or advisors in other organizations, it must not conflict with the interest of the Company.
4. In case where the transactions are within the scope of related transactions according to the rules and regulations of corporate governance official institutes, for example, the SEC, the SET, etc., they are required to strictly comply under the relevant rules, means and disclosure.
5. The related transactions are required to be reviewed or considered by the Audit Committees and the board of directors respectively. In case where any Audit Committees or directors have an interest in such related transactions, such Audit Committees or directors shall not be allowed to take part in the review and consideration of such related transaction.