



Corporate Governance Policy

FNS Holdings Public Company Limited

(Revised 2023)

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Corporate Governance Policy

FNS Holdings Public Company Limited and its subsidiaries are committed to conducting their business affairs in line with the principles of good corporate governance, and attach importance to ethics in the conduct of business affairs. They serve as a behavior framework which reflects the organization's values. The main objectives are self-development of the Company's personnel at all levels and recognition of their responsibilities towards the performance of duties in a moral and ethical manner. All Company's Directors, Executives, and employees are obliged to apply such guidelines in an appropriate and adequate manner, adhering to the morality and honesty principles while complying with all the related laws. The Company believes that management processes influenced by good corporate governance and ethics are an important factor in helping the Company achieve its business goals and earning trust from the society, as well as supporting the positive images of the Company.

Corporate Governance Code

Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

Principle 1.1 Understand and recognize responsibilities as leaders

Members of the Company's Board of Directors independently make their decisions. Each Director enjoys rights and equality in making decisions on various matters. The duties of the Board of Directors, the Audit Committee, other Committees, the Chief Executive Officer and the management are clearly segregated. In this connection, the Board of Directors is responsible for the duties as specified by the laws and are responsible for attending meetings to consider the Company's business management in line with the established agenda or others as deemed appropriate by the Chairperson. These include, among others, the following:

1. Determine or approve missions, strategies, goals, policies, and budgets.
2. Oversee and monitor the management's performance regularly, ensuring that they are in line with the established goals.
3. Ensure that good internal control systems and appropriate risk management measures are put in place and implemented.

Principle 1.2 Create sustainable values to the Company

The Board of Directors is confident that an effective and transparent management process on par with international standards will enhance the Company's competitiveness and make it more acceptable. This acceptance will be an important factor not only in helping the Company achieve its business goals and enhance its economic values, but also in building the confidence of shareholders,

investors, and all groups of stakeholders, as all of them will be treated in an equitable manner. The Company has thus established the principles of corporate governance under the guidelines from the Stock Exchange of Thailand and the Securities and Exchange Commission, along with the Handbook of the Code of Ethics for Directors, Executives, and employees to adhere to.

Principle 1.3 Role of the Company's Board of Directors

The Company's Board of Directors performs various roles including governing, overseeing and monitoring the Company's business operations, ensuring that they are in line with the strategies, objectives, goals, rules and regulations, resolutions adopted at shareholders' meetings and the Good Corporate Governance Policies. The roles must be performed in a responsible, honest, careful manner in the best interests of the Company. The Board also ensures reasonable implementation, paying attention to the events that affect the Company and its business affairs. Members of the Board must employ their abilities and dedicate themselves to the performance of their duties. Importantly, they must take full responsibility and work independently.

The Board of Directors also puts in place control systems relating to operations, financial reporting as well as compliance with the regulations and policies. In this connection, the Board appoints persons or work units responsible for monitoring the implementation of such control systems, the information of which must be disclosed in Annual Reports. The persons or work units must be independent in the performance of their duties.

Principle 1.4 Scope of duties and responsibilities

Determine the duties of the Board of Directors, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee, and other sub-committees, as well as clearly segregate the duties and responsibilities of the Chairman and the Managing Directors.

Directors must understand the scope of their responsibilities. The delegation of the authority to manage the organization to the Executive Officer and the management must be made in writing.

Principle 2 Define main objectives and goals of the business, which foster sustainability

Principle 2.1 Main objectives and goals concerned with looking after stakeholders

The Company realizes the importance of protecting the rights of all stakeholders following the requirements of the law and the Company code of conduct as follows:

1. **Shareholders** : The Company is determined to achieve a good operating performance to create shareholders satisfaction, with due consideration to the growth of the Company's value over the long term. The Company discloses all information in a transparent and trustworthy manner. In addition, every shareholder has an equal right to vote except for shareholders who have conflicts of interest in which they will have the right to vote only for the election of directors, but not on that particular matter.
2. **Employees** : The Company treats all employees with care and fairness and provides reasonable remuneration and benefits such as provident funds, including welfare as required by the Labor Law. The Company also supports the enhancement of its employees' capabilities and promotes a decent business culture, teamwork, and a favorable and secure working atmosphere.
3. **Customers** : The Company focuses on providing high quality services, treating customers' information as confidential and ensuring that the process and procedure for handling customers' complaints is clearly and fairly stated, and that responsible persons are assigned to deal with any such complaints.
4. **Business Partners** : The Company focuses on selecting appropriate business partners, dealing with fair treatment and providing opportunity to those business partners of the same product types to compete in the Company's purchasing procedure in both prices and quality of products. Moreover, the Company also attaches great importance to the integrity of fulfilling the terms and conditions made with business partners and commits to no exploitation under the agreed conditions; the Company has a procedure in selecting reliable, professional vendors with good performance and providing quality products and services; the Company also organizes a list of regular vendors who provide good services, and updates the list every year by means of assessment of prices, quality of products, delivery and after-sales services in order to maintain business vendors' quality of products and services.
5. **Lenders** : The Company attaches great importance to the integrity of fulfilling the obligations made with trading lenders and commits to no exploitation under the conditions that are mutually agreed and discloses information with accuracy, adequacy and in a timely manner via appropriate channels which lenders can review.
6. **Competitors** : The Company follows the rule of fairness in competing with others and avoids any wrongdoing toward its competitors.
7. **Society and Environment** : The company takes a responsible attitude towards society. Business operations not only strictly adhere to the relevant laws, but also create the benefits for society and

public sector in the areas of economy, culture, tradition and environment. The Company also supports activities relating to the environment, including a campaign to turn off the lights and computer screens during the lunch break, to adjust the temperature to suit the workplace, and a campaign to print only necessary documents. The senior management of the Group plays an important role in promoting the principles of social responsibility.

8. **Public Sector** : The Company conducts its business in adherence to laws, rules and regulations of the authorities as well as provides effective cooperation according to government policies. Moreover, the Company will not involve or operate business with any illegal organizations or individuals.

In summary, the Company abides by all relevant laws and regulations in order to ensure the rights of all stakeholders are well protected. The Company also supports useful activities and treats any complaints as important in order to improve its operations.

Principle 2.2 Define main objectives and goals of the business, which foster sustainability

FNS Holdings Plc. is an investment holding company with strategic investments in Real Estate Development and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust. The Company also makes Private Equity and other investments.

FNS's strategic objectives over the next three years can be summarized as follows:

1. Support the management of each of FNS's strategic investments in planning and meeting their respective strategic goals.
2. Monetizing the Private Equity investments by steering them towards a liquidity event, such as a listing on the Stock Exchange of Thailand, that will enable FNS to generate capital gains.
3. Identify additional Private Equity investment opportunities.

Vision

To deliver returns to shareholders in the form of dividends and capital appreciation through deploying the Company's assets productively into strategic investments that have upside potential both in terms of value recognition and in terms of improved performance across a range of metrics that include financial performance, corporate governance, employee training, development and compensation and overall business sustainability.

Principle 3 Enhance effectiveness of the Board of Directors

Principle 3.1 Specify and review the structures of the Board of Directors

The Company's Board of Directors is responsible for specifying and reviewing the structures of the Board of Directors in terms of size, composition, and appropriate proportion of Independent Directors. The Board is also responsible for ensuring that it is composed of Directors with diverse qualifications in terms of skills, experiences, abilities, and specific characteristics, as well as gender and age, which are necessary for achieving the organization's key objectives and goals. In this connection, the purpose is to ensure that the Board of Directors as a whole has the right mix of appropriate qualifications.

Number of Directors and proportion

The number of the Company's Directors shall be in line with the legal requirements and the principles of good corporate governance, comprising at least 5 directors and should not be more than 12 directors. Checks and balances of management shall be exercised by non-executive, non-employee directors. Said non-executive, non-employee directors may not authorize decisions or sign binding documents on behalf of the company and must have no interest in the management of the Company or its subsidiaries.

In addition, the Board of Directors includes the Audit Committee, comprising at least 3 independent directors, constituting more than one-third of the total number of Directors and thus considered adequate checks and balances of business operations by non-executive directors. All the Company's independent directors must have required qualifications promulgated by the Securities and Exchange Commission and Stock Exchange of Thailand.

The Board should explicitly disclose in the company's annual report and on the website its diversity policies and details relating to directors, including directors' age, gender, qualifications, experience, shareholding percentage, years of service as director, and director position in other listed companies.

The Company establishes the term of office for directors in its Articles of Association. At each General Meeting of shareholders, one-third of the directors - or if their number is not a multiple of three, then the number nearest to one-third - must retire from office. In the first and second years following a registration of the Company, the directors who retire are decided by drawing lots; after that, directors who have been in office the longest shall retire first. The retiring directors may also be re-elected.

The Company has appointed a Company Secretary to support and assist the Board in its activities including providing advice pertaining to laws and regulations and communicating and monitoring compliance with the resolutions of the Board of Directors.

In terms of the selection process of independent directors, when the independent directors are due to retire from their term of office or when there is a need to nominate more independent directors, the Nomination, Compensation and Corporate Governance Committee will consider selecting qualified persons who have experience, knowledge and expertise suitable and beneficial to the Company and also meet the minimum qualifications set forth below and set the remuneration to be proposed to the Board of Directors' Meeting or the Shareholders' Meeting for consideration pursuant to the Company's Articles of Association.

The Company's independent directors' qualifications meet all requirements of the Capital Market Supervisory Board. The qualifications are as follows:

- 1) Holding not more than 0.5% of the Company's shares with voting rights, or those of any subsidiary company, associated company or juristic person with conflict of interest, which shall be inclusive of the shares held by related persons.
- 2) Not being a director who is involved in the Company management, an employee, a staff member, an advisor who receives a regular salary from the Company, or a controlling person of the Company, subsidiary company, associated company, subsidiary company with the same level or of juristic person with a conflict of interest within the last 2 years.
- 3) Not being a connected person, by virtue of a blood relationship or legal marriage, being father, mother, spouse, sibling, child, including spouse of a child, of the executives, major shareholders, controlling persons or persons who are about to be nominated as executives or controlling persons of the Company or subsidiary company.
- 4) Not holding a business relationship with the Company, subsidiary company, associated company or with a juristic person with a conflict of interest in a way that may interrupt the exercise of independent discretion. Not being a major shareholder, a non-independent director, or an executive of a business holding a relationship with the Company, subsidiary company, associated company or of a juristic person with a conflict of interest within the last 2 years.
- 5) Not being an auditor of the Company, subsidiary company, associated company or of juristic person with a conflict of interest, and not being a major shareholder, non-independent director,

- executive or managing partner of the audit firm providing the auditors of the Company, subsidiary company, associated company or of juristic person with a conflict of interest within the last 2 years.
- 6) Not being a professional service provider including legal or financial adviser receiving service fee of more than Baht 2 million a year from the Company, subsidiary company, associated company or from a juristic person with a conflict of interest within the last 2 years. In the case that the professional service provider is a juristic person, it shall include the major shareholder, non-independent director, executive or managing partner of such service provider.
 - 7) Not being a representative director appointed by the Company's directors, major shareholders or shareholders related to major shareholders.
 - 8) Not operating a business with the same nature and in competition with the Company and its subsidiaries or not being a partner in a partnership or a director involved in administration or an employee, officer, routine consultant or holding share more than one percent of all shares with voting rights of other company with the same nature and in competition with the Company and its subsidiaries.
 - 9) Not holding other characteristics that prohibit the expression of independent opinion on the Company's operations.

The Company has organized several committees, including the Executive Committee, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee, the Group Investment Committee and the Group Risk Management Committee in order to administer specific issues in detail. Each committee is composed of members with duties and responsibilities as follows:

1. The Executive Committee

Consisting of 2 executive members, the Executive Committee is authorized to control and oversee the Company's businesses in line with the assignments given by the Board of Directors. As well, the Committee is required to directly report its performance to the Board of Directors.

2. The Audit Committee

Comprises 3 members whose qualifications are in line with the requirements imposed by the regulatory agencies. Performing its duties in a fully independent manner and reporting directly to the Board of Directors, the Committee serves as the Board of Directors' key tool for overseeing and ensuring that the business operations management not only has appropriate standards and transparency, but also complies with the regulations of the state agencies as well as those of the

Company. The objectives are to put in place effective internal control as well as reliable reporting systems, which are of benefit to all the parties concerned and shareholders.

3. The Nomination, Compensation and Corporate Governance Committee

Comprises 2 independent directors and 1 executive director. the chairperson of the Committee shall be an independent director with power and duties as specified by the Company's Board of Directors. The roles and responsibilities of the Committee which reports directly to the Board of Directors are specified in the Charter of The Nomination, Compensation and Corporate Governance Committee

4. The Group Investment Committee

Is composed of directors from each company in the group responsible for setting business policies and supervising investment of the Company and its affiliates.

5. The Group Risk Management Committee

Is composed of directors from each company in the group responsible for setting risk management guidelines and policies of the Company and its affiliates.

Principle 3.2 Selection of the Chairperson of the Board of Directors

The Chairperson of the Board of Directors should be an independent director and not the same person as the chief executive officer. The Company has clearly defined the scope of authority and duties of the Chairperson of the Board.

Chairman of the Board of Directors: Scope of Duties

1. Setting Board meeting agendas in consultation with the Managing Director and overseeing the process to ensure the Board members receive accurate, complete and clear information prior to the meeting to assist them in the decision making process.
2. Providing leadership and direction to the Board of Directors and being chair of the Board meetings.
 - 2.1 Conducting a Board meeting according to the agenda, the Company's Articles of Association, and applicable laws.
 - 2.2 Allocating sufficient time to each Board member to discuss and express his/her opinion freely and use his/her discretion in making decisions by taking all stakeholders into consideration.
 - 2.3 Summarizing the Board meeting resolutions clearly.
3. Being Chairperson in a meeting of shareholders and conducting the meeting according to the agenda, the Company's Articles of Association and relevant laws by allocating appropriate time

along with providing opportunities for shareholders to express their opinions equitably and ensuring that shareholders' inquiries are responded to appropriately.

4. Supporting management according to the principles of good corporate governance and the Company's Code of Conduct.
5. Ensuring that the Board of Directors has an appropriate structure and composition.
6. Ensuring that there is a performance assessment of the Board of Directors as a whole and self-assessment of directors including Sub-committee members and that the assessment results are reviewed for performance improvement.

Principle 3.3 Nomination and selection of Directors

The Nomination, Compensation and Corporate Governance Committee comprises two independent directors and one executive director. It has Roles, Duties, and Responsibilities in Policy Making and Guidelines in Nominating Directors and Authorized Persons:

- 1) To review the suitability of the overall structure and composition of the Company in order to ensure its strength and achieve a balanced foundation for the Company. The Committee shall seek and select candidates with knowledge and capability that match with the Company's businesses in order to further propose to the Company's Board of Directors or the Shareholders' Meeting as required by each circumstance.
- 2) To seek and select candidates from the following:
 - (2.1) Selecting candidates from the Company's personnel by identifying persons with knowledge, competence, and skills suitable for the position by ways of promoting personnel with knowledge, competence, and direct experiences suitable for that certain position.
 - (2.2) Selecting candidates from outside the Company, focusing on persons from financial institutions or financial fields with experience appropriate for the position.
- 3) To Consider the following qualifications in selecting suitable candidates:
 - (3.1) Selecting and nominating persons with appropriate qualifications who are not restricted by any laws or official regulations.
 - (3.2) Selecting and nominating persons who have appropriate knowledge, competency, and experience in accordance with the Company's target and vision for those positions.
 - (3.3) Selecting and nominating persons who do not have a conflict of interest with the Company.
 - (3.4) Selecting and nominating persons with integrity, good morality, and honesty.
 - (3.5) Selecting and nominating persons who can dedicate time and effort for such roles and responsibilities.

- 4) To approach qualified persons as mentioned and to ensure their interest and disposition in assuming directorship if they were to be appointed by the shareholders.
- 5) To consider the independence of each Independent Director to assess the qualification of an Independent Director. Also, to consider whether nominating a new Independent Director is required in the case of insufficiency in Independent Directors in accordance with the policies set by the Company's Board of Directors.
- 6) To consider an annual performance evaluation of Directors and authorized persons.

The election of the members of the Board of Directors is made at shareholders' meetings pursuant to the following procedures:

1. Each shareholder has one vote for each share held.
2. Each shareholder may cast all of his/her votes to select one or more candidates, but if selecting more than one candidate the number of votes given to each candidate cannot be greater or lesser than the number of votes given to the other(s).
3. The persons successively receiving the highest number of votes will be elected as directors until the permissible number of directors in the particular election is reached. In the case of an equal number of votes given to more than one candidate, which causes the number of directors to be greater than the permissible number, the chairman shall cast the deciding vote.

Principle 3.4 Remuneration of Directors

The Nomination, Compensation and Corporate Governance Committee is responsible for setting the policy and criteria for the remuneration of directors and managing authorities. The remuneration of the Board of Directors must be approved by the Board of Directors and by the Meeting of Shareholders of the company. The Nomination, Compensation and Corporate Governance Committee uses the following criteria to determine the remuneration of directors:

- 1) To establish an appropriate structure of remuneration packages, taking into account the duties and responsibilities of Directors and authorized persons in order to retain and incentivize appropriately while fairly reflecting the performance results.
- 2) The remuneration package must go through a process and procedure that is transparent, in compliance with corporate governance, and open to examination.
- 3) To determine regulations for the remuneration by considering the following:
 - (3.1) Comparing with companies in peer or similar industries.
 - (3.2) Suitable with the Company performance, appointed duties and responsibilities, and at an appropriate level to retain and incentivize as well as annual performance evaluation.

- (3.3) Being at a level that is fair to shareholders.
 - (3.4) Being under framework, criteria, and regulation of the authority concerned. Being transparent, in compliance with good corporate governance and fair with all related parties.
- 4) In the evaluation of Directors and authorized persons, responsibilities and associated risks must be considered as well as an importance to add value to shareholders in the long term.

The Board should disclose the roles and responsibilities of the Board and the Committees, the number of meetings and the number of Directors participating in meetings in the previous year, along with board and committee performance in the annual report.

Principle 3.5 Performance of duties and time allocation

All Directors should ensure that they have responsibility for carrying out duties and allotting adequate time as follows:

1. Scheduling the Board of Directors' meeting in advance for each year to ensure attendance of directors.
 - 1.1 The Board of Directors shall meet at least 4 times a year, considered suitable for the Company.
 - 1.2 The Audit Committee shall meet at least 4 times a year.
 - 1.3 The Nomination, Compensation and Corporate Governance Committee shall meet at least 2 times a year.
 - 1.4 For other Committees, frequency of meetings shall be left to the discretion of each Committee's chairperson.
2. Directors are responsible for participating in all meetings of the Board of Directors, except when necessary. In this connection, the Director who will be absent at a meeting is required to inform the chairperson of the Board of Directors or the corporate secretary of the absence in advance. Each Director is required to attend at least 75% of all Board meetings held each year.
3. The Board of Directors shall hold a meeting at least once a year without the participation of an Executive Director.
4. Upon voting in each Board meeting, there shall be not less than two-thirds of all its members attending which constitutes a quorum. The number of Directors attending Committee meetings, which constitutes a quorum, shall be in line with the charter issued by each Committee, and no less than two-thirds of the total number of directors shall constitute a quorum.
5. Directors shall not hold positions of directors in more than 5 other listed companies.
6. In the case that the Managing Director will take up a directorship in another company (except the company which is owned by his/her immediate family member), this must be approved by the

Board of Directors before taking up the directorship. The Board of Directors will consider the type of directorial position and number of companies that a director can take up the directorship. In this connection, holding of a position in any other companies must not violate the requirements or regulations of the other regulatory agencies concerned.

Principle 3.6 Governance of subsidiaries and other invested companies

The Company shall appoint a CEO as a director to oversee business operations of businesses that the Company or its subsidiary company hold as an investment, and reports on their investment status are required at the Board Meeting at least quarterly.

The Board of Directors has determined the subsidiary governance policy as follows:

- (1) Assign the Managing Director to appoint in writing subsidiary directors, executives, or others with controlling power.
- (2) The duties and responsibilities of the Company's appointed representative as mentioned in (1) are to oversee the subsidiaries' operations to ensure compliance with applicable law and standards, and the subsidiaries' policies. If the company's subsidiary has investors other than the Company, the Company's appointed representative is required to perform his/her role in the subsidiary's best interest and consistent with the governance framework and policies of the company.
- (3) The appointed representative shall ensure that the subsidiary's internal control systems are effective and that all transactions comply with relevant law and standards.
- (4) In the case of businesses in which the company has or plans to hold a significant investment (such as between 20 percent and 50 percent of shares with voting rights), other than subsidiaries, the board should ensure that shareholder agreements or other agreements are in place to enable the company's performance monitoring and participation in the businesses' management, including approval of significant transactions and decisions. This is to ensure that the company has sufficient, accurate, and timely information for the preparation of its financial statements that conform with relevant standards.

Principle 3.7 Performance appraisal

The board should conduct a formal annual performance evaluation of the board, its committees, and each individual director. The evaluation results should be disclosed in the annual report.

- (1) The board's, committee's and individual directors' performance evaluation should be conducted at least once a year to facilitate consideration and improvement of the board's performance and

effectiveness and resolution of any problems. Assessment criteria and process for the board's, committees' and directors' performance should be systematically set in advance.

- (2) The annual assessment of the performance of the board and committees should be carried out as a whole and on an individual director level. The criteria, process, and results of the evaluation should be disclosed in the annual report.

Principle 3.8 Skills and knowledge enhancement for directors' duties

The Company's Board of Directors oversees the directors, ensuring that each of them has knowledge and understanding about their roles and responsibilities, nature of business operations, and the laws related to the business operations. The Board of Directors also encourages all directors to regularly enhance their skills and knowledge useful for the performance of their duties as Directors. In this connection, the directors are required to attend training courses or seminars in order to broaden their knowledge in the performance of their duties. The information of which has to be disclosed in the Annual Report.

The board should ensure that newly appointed directors receive a formal and proper induction and all information relevant to their responsibilities and performing their duties, including details about the company's objectives, the nature of the business, and the company's operations. When a director is replaced, the company secretary or Secretary of the Board of Directors shall prepare the following documents for the newly appointed directors:

1. The Company's annual report, which contains visions, strategies, and goals of the Company.
2. The schedule of the Company's Board of Directors meetings and sub-committees meetings as well as the monthly meeting agendas and special meeting agendas.
3. The manual of position of directors and executives including qualifications and profile prohibited by laws related to financial institutions, key policies of FNS Group such as Good Corporate Governance Policies, Anti- corruption Policies, risk management policies, policies in using outsourcing services, etc. as well as the relevant acts and notifications.

Principle 3.9 Board of Directors' performance of duties

The Company's Board of Directors ensures orderly performance of its duties and ability to access necessary information. As well, the Board of Directors is supported by the Company's secretary who has knowledge and experience necessary and appropriate for supporting the Board of Directors' performance of duties.

1. The Company establishes the schedules and agenda of various committees' meetings for each year in advance. In this connection, the Company shall notify each Director of the schedules so that they will be able to allocate time for attending the meetings as follows:
 - 1.1 The Board of Directors shall meet at least 4 times a year, considered suitable for the Company, as the Company is a holding business.
 - 1.2 The Audit Committee shall meet at least 4 times a year.
 - 1.3 The Nomination, Compensation and Corporate Governance Committee shall meet at least 2 times a year.
 - 1.4 For other Committees, frequency of meetings shall be left to the discretion of each Committee's Chairperson.
2. Meeting documents should be sent to each director at least 7 business days before the meeting.
3. The board should encourage the chief executive officer to invite key executives to attend board meetings to present details on the agenda items related to matters that they are directly responsible for, and to allow the board to gain familiarity with key executives and assist succession planning.
4. The board should have access to accurate, relevant, timely and clear information required for their respective roles from the chief executive officer, company secretary, or designated executive. If necessary to discharge their responsibilities, the board may seek independent professional advice at the company's expense.
5. Non-executive directors should be able to meet, as necessary, among themselves without the management team to debate their concerns at least once a year and report the outcome of their meeting to the company's managing director.
6. Appoint a company secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements, preparing board meetings and other important documents, supporting board meetings, and coordinating the implementation of board resolutions. The board should disclose the qualifications and experience of the company secretary in its annual report and on the company's website.
7. The company secretary should receive ongoing training and education relevant to performing his/her duties. The company secretary is also encouraged to enroll on a company secretary certified program.

Principle 4 **Ensure Effective CEO and People Management**

Principle 4.1 **Ensure Effective CEO and People Management**

The board should ensure that a proper mechanism is in place for the nomination and development of the chief executive officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the company to achieve its objectives as follows:

1. The board should establish, or assign the Nomination, Compensation and Corporate Governance Committee to establish, the criteria and procedures for nomination and appointment of the managing director.
2. The board should ensure that the managing director appoints knowledgeable, skilled, and experienced key executives. The board or the Nomination, Compensation and Corporate Governance Committee together with the managing director should establish the criteria and procedures for nomination and appointment of key executives.
3. To ensure business continuity, the board should ensure that development and succession plans for the managing director and key executives are in place.
4. The board should promote continuous development and education of the managing director and key executives that is relevant to their roles.

Principle 4.2 **The establishment of an appropriate compensation structure and performance evaluation are in place.**

The board should ensure that an appropriate compensation structure and performance evaluation are in place as follows:

1. In the remuneration structure for Executives at the levels of Vice President and above, the Managing Director will be responsible for submitting a proposal to the Nomination, Compensation and Corporate Governance Committee.
2. Ensure that the individual total compensation takes into account industry standards and company performance.
3. The Nomination, Compensation and Corporate Governance Committee is responsible for establishing guidelines for appraising the annual performance of key executives as well as chief executive officers in support of the company's objectives, values, and long-term sustainable value creation, taking into account the benchmarks that have been agreed upon in advance with the Chief Executive Officer.

4. The Board of Directors may assign the Chairperson to consider and communicate the outcomes to the Managing Director.
5. The Company's Board of Directors oversees and ensures the establishment of the guidelines and factors to be used for performance appraisal across the organization.

Principle 4.3 Shareholder structure and relationship

The board should consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the company.

The Company's Board of Directors conducts a study aiming to understand the shareholder structure and relationship. In case there are agreements involving family shareholders, whether in writing or not, agreements amongst shareholders, or policies of the holding company, which have impacts on the power in management of the business operations, the Board of Directors ensures that the information about the various agreements which have impacts on the control of the business is disclosed to the public.

Principle 4.4 Human resources management and development

The board should ensure the company has effective human resources management and development programs to ensure that the company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

1. Ensure that the company is properly staffed, and that human resources management aligns with the company's objectives and furthers sustainable value creation. All employees and staff must receive fair treatment.
2. Ensure that the company establishes a provident fund or other retirement plan, and require management to implement a training and development programmer for employees and staff that promotes financial literacy, including on retirement savings, and educates employees and staff on life path investments that are suitable for their age.

Principle 5 Nurture Innovation and Responsible Business

Principle 5.1 Innovation that creates value for the Company

The Company's Board of Directors pays attention to and supports creativity and innovation which not only adds value to businesses but also is of benefit to customers or the parties

concerned. The Board of Directors also has responsibility towards society and the environment. The related details are as follows:

1. The Board of Director places emphasis on cultivating a culture of innovation and encourages the management to take into consideration the innovation culture cultivation when they review strategies, develop plans for streamlining business operations and monitoring performance.
2. The Board of Directors fosters creativity with an aim to add value to businesses, taking into account constant changes in the environment which encompasses adoption of business models, designing perspectives, development of products and services, research and work processes as well as cooperation with trading partners.

Principle 5.2 Responsibility towards society and environment

The board should encourage management to adopt responsible operations, and incorporate them into the company's operations plan. This is to ensure that every department and function in the company adopts the company's objectives, goals, and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the company as follows:

- (1) Responsibilities to employees, staff, and workers at least by adhering to applicable law and standards and providing fair treatment and respect for human rights, including a fair level of remuneration and other benefits, a level of welfare that is not less than the legal limit (but can be over the legal limit where appropriate), health care, non-discrimination and safety in the workplace, access to relevant training, potential skills development and advancement.
- (2) Responsibilities to customers at least by adhering to applicable law and standards, considering impact on health, safety of products and services, customer information security, sales conduct, after-sales service throughout the lifespan of products and services, and following up on customer satisfaction measurements to improve the quality of products and services. In addition, advertising and public relations should promote responsible consumption and must be done responsibly, avoiding taking advantage of or misleading customers, or causing misunderstanding about the products and services offered by the company.
- (3) Responsibilities to business partners by engaging in and expecting fair procurement and contracting, including fair contract or agreement conditions, providing access to training, developing potential and enhancing production and service standards in line with applicable law and standards, and expecting and supervising business partners to respect human rights, social

and environmental responsibilities, and treat their employees, staff, and workers fairly including ensuring that business partners have implemented sustainable and values-based business policies and procedures.

- (4) Responsibilities to the community by applying business knowledge and experience to develop and follow up on the success of projects that can concretely add value to the community while respecting community interests.
- (5) Responsibilities to the environment by preventing, reducing and managing negative impact on the environment from all aspects of the company's operations, including in the context of raw material use, energy use, water use, renewable resources use, rehabilitating the diversity of biology, waste management, and greenhouse gas emissions.
- (6) Fair competition by promoting ethical business conduct and not using anti-competitive practices to gain or protect a market position.
- (7) Anti-fraud and corruption by ensuring that the company complies with applicable anti-fraud and corruption law and standards, and implements, announces and reports on anti-fraud and corruption policies and practices to the public, including on its participation in private sector anti-corruption initiatives and certification programmes. The board should encourage the company to collaborate with other companies and business partners to establish and implement anti-fraud and corruption measures.

Principle 5.3 Efficient allocation and management of resources

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

1. The board should have a thorough understanding of the company's resource needs to support its business model, and how available resources correlate.
2. The board should have a thorough understanding of how the business model affects resource optimisation in support of ethical, responsible, and overall sustainable value creation.
3. The board should ensure that management continuously reviews, adapts, and develops the company's use and optimisation of resources, considering internal and external factors to meet the company's objectives.

Principle 5.4 Governance of enterprise IT

The board should ensure that management continuously reviews, adapts, and develops the company's use and optimisation of resources, considering internal and external factors to meet the company's objectives as follows:

1. The board should ensure that the company has an IT resource allocation policy that ensures adequate and optimal investment in and allocation of IT resources.
2. The board should ensure that the company's risk management includes IT risk management.
3. The board should ensure that IT security policies and procedures are in place.

Principle 6 Strengthen Effective Risk Management and Internal Control

Principle 6.1 Risk management and internal control

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

1. The board should be aware of and understand the nature and scope of the company's principal and substantial risks and should approve the risk appetite of the company.
2. The board should ensure the establishment and implementation of risk management policies that are consistent with the company's goals, objectives, strategies and risk appetite. The risk management policies should support identification and prioritisation of early warning signals of material risks. The risk management policies should be reviewed regularly.
3. The board should ensure that the company's principal and substantial risks are identified through consideration of internal and external factors.
4. The board should ensure that the impact and likelihood of identified risks are assessed and prioritised, and that suitable risk mitigation strategies and plans are in place.
5. Considering the size and nature of the company, the board may establish a risk management committee or assign responsibility to the audit committee to assist the board in its oversight functions related to guidelines nos. 1 – 4
6. The board should regularly monitor the effectiveness of the company's risk management.
7. The board has to ensure and monitor that the company complies with relevant and applicable law and standards, whether domestic, international or foreign.
8. In assessing the effectiveness of the company's internal controls and risk management, the board should consider the results of internal controls and risk management at its subsidiaries and

businesses in which it has a significant investment (between 20 percent to 50 percent of shares with voting rights).

Principle 6.2 Audit Committee

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

1. The board shall establish an audit committee that comprises at least three directors, all of whom must be independent directors, with required qualifications, and comply with applicable legal requirements, including those promulgated by the Securities and Exchange Commission and Stock Exchange of Thailand.
2. The board should clearly set out in writing the audit committee's duties and responsibilities, and include at least the following:
 - 1) To review the Company's financial reporting process to ensure that it is accurate and adequate.
 - 2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit.
 - 3) To maintain the Anti-Corruption Policy, reconsider the appropriateness of any change in Anti-corruption Policy, verify the report of the internal control system, carry out risk assessment, receive reports about staff violating the Anti-corruption Policy and investigate the report.
 - 4) To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
 - 5) To consider, select and nominate an independent person to be the Company's auditor including terminating his employment, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.
 - 6) To review connected transactions or transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations and are reasonable and for the highest benefit of the Company.
 - 7) To prepare, and to disclose in the Company's annual report, an Audit Committee's report which must be signed by the Audit Committee's chairman and consist of at least the following information:

- (a) an opinion on the accuracy, completeness, and credibility of the Company's financial report,
 - (b) an opinion on the adequacy of the Company's internal control system,
 - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - (d) an opinion on the suitability of the auditor,
 - (e) an opinion on transactions that may lead to conflicts of interests,
 - (f) the number of Audit Committee meetings, and the attendance at such meetings by each committee member,
 - (g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
 - (h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
- 8) To perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

Principle 6.3 Managing conflicts of interest

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

1. The board should establish an information security system, including appropriate policies and procedures, to protect confidentiality, integrity, and availability of business information, including market-sensitive information. The board should monitor the implementation of the information security policies and procedures and the adherence to confidentiality requirements by insiders, including directors, executives, employees and staff, and professional advisers, such as legal or financial advisers.
2. The board should ensure management and monitoring of conflict of interest situations and transactions. The board should adopt an ethics and conflicts of interest policy consistent with applicable law and standards (including fiduciary duties), and establish clear guidelines and procedures for disclosure and decision-making in conflict of interest situations. For example, any party who has a vested interest in a particular transaction, should disclose that interest, and not be involved in the decision-making.

3. The board should set requirements for all directors to report conflicts of interest in relation to any meeting agenda item at least before consideration of the matter at the meeting and record the reported conflict of interest in the meeting minutes. The board should also ensure that all directors that have a conflict of interest in relation to an agenda item abstain from being present for discussion of or voting on that agenda item.
4. The directors and executives are required to inform the board of directors about their acquisition/disposal of the Company's stock at least 1 day before trading.
5. The board should ensure that all directors, executives and employees are informed about the guideline for prevention of use of insider information and prevention of conflict of interest.

Principle 6.4 Anti-fraud and anti-corruption

In the conduct of business affairs, the Company adopts the important principle of not supporting businesses, groups of people or persons participating in or supporting direct or indirect pursuit of undue advantages by abusing one's authority. In this connection, the Company has put in place clear guidelines for supporting and cooperating with both the public and private sectors. In addition, the Company and the Group have approved anti-corruption policies and anti-corruption measures. The Company has also established guidelines for whistleblowers, the information of which is made available on the Company's website. Importantly, the Company has established guidelines for checking and assessing the progress achieved in the implementation of the anti-corruption policy, as well as urged the Company and the FNS Group to become members of Thailand's Private Sector Collective Action Coalition against Corruption (CAC).

Principle 6.5 Handling of complaints

The Company established an Investor Relations Department to take care of the Company's information dissemination to investors as well as receive suggestions or complaints unrelated to corruption issues from investors or stakeholders. Investor Relations can be reached at

Tel. : 02-697-3700
Website : www.fnsplc.com
E-mail : ir@fnsplc.com

Investors or stakeholders can communicate with directors through the following channel:

Registered mail : The Office of Directors
FNS Holdings Plc., 345 Surawong Raod
6th Floor, 345 Surawong Building, Suriyawongse
Bangrak Bangkok 10500

Investors or stakeholders who witness any corruption can inform or send a complaint of such corruption issues through the following channels:

Registered mail : The Independent Director Office
FNS Holdings Plc., 345 Surawong Raod
6th Floor, 345 Surawong Building, Suriyawongse
Bangrak Bangkok 10500

Website : www.fnsplc.com

E-mail : id@fnsplc.com

The Company has a policy and measures to protect a complainant by treating the complaint or the report about corruption confidentially.

Principle 7 Maintain financial credibility and information disclosure

Principle 7.1 Financial reporting system and disclosure of material information

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

1. They should ensure that any person (including chief financial officer, accountant, internal auditor, company secretary, Investors Relation officer) involved in the preparation and disclosure of any information of the company has relevant knowledge, skills and experience, and that sufficient resources, including staffing, are allocated.
2. When approving information disclosures, the board should consider all relevant factors, including for periodic financial disclosures:
 - (1) The evaluation results of the adequacy of the internal control system.
 - (2) The external auditor's opinions on financial reporting, observations on the internal control system, and any other observations through other channels.

- (3) The audit committee's opinions.
 - (4) Consistency with objectives, strategies and policies.
3. They should ensure that information disclosures (including financial statements, annual reports, and Form 56-1) reflect the company's financial status and performance accurately and fairly. The board should promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide to investors more complete and accurate information about the company's true financial status, performance and circumstances.
 4. For disclosures related to any individual director, that director should ensure the accuracy and completeness of the information disclosed by the company, including shareholders' information and any shareholders' agreement.

Principle 7.2 Financial liquidity and solvency

The board should monitor the company's financial liquidity and solvency as following:

1. The board should ensure that management regularly monitors, evaluates and reports on the company's financial status. The board and management should ensure that any threats to the company's financial liquidity and solvency are promptly addressed and remedied.
2. They should ensure that it does not consciously approve any transactions or propose any transactions for shareholder approval which could negatively affect business continuity, financial liquidity, and solvency.

Principle 7.3 Guidelines for addressing financial problems

The board should monitor the company's financial liquidity and solvency as following:

1. In the event of financial risk or difficulties, the board should enhance monitoring of the affairs of the company, and duly consider the company's financial position and disclosure obligations.
2. They should ensure that the company has sound financial mitigation plans that consider stakeholder rights including creditor rights. The board should monitor management's handling of financial risk or difficulties and seek regular reports.
3. They should ensure that any actions to improve the company's financial position are reasonable and made for a proper purpose.

Principle 7.4 Sustainability reports

The board should ensure sustainability reporting, as appropriate as following:

1. Consider and report data on the company's compliance and ethical performance (including anti-corruption performance), its treatment of employees and other stakeholders (including fair treatment and respect for human rights), and social and environmental responsibilities, using a report framework that is proportionate to the company's size and complexity and meets domestic and international standards. The company can disclose this information in the annual report and in separate reports, as appropriate.
2. They should ensure that the company's sustainability reporting reflects material corporate practices that support sustainable value creation.

Principle 7.5 Investor Relations

The Company shall establish a dedicated Investor Relations function responsible for regular, effective and fair communication with shareholders and other stakeholders (such as analysts and potential investors) as follows:

1. The board should establish a communication and disclosure policy to assist the company in meeting its disclosure obligations and to ensure that all information relevant and material to the company's shareholders, the market and third parties is disclosed in an appropriate, equal, and timely manner, using appropriate channels, while protecting the company's sensitive and confidential information. The board should ensure company-wide communication and implementation of the company's communication and disclosure policy.
2. The board should ensure the creation of an Investor Relations function responsible for regular, effective and fair communication with shareholders and external parties. The company's designated Investor Relations contact should be suitable for the role and have a thorough understanding of the nature of the company's business, and its objectives and values.
3. Establish a code of conduct for information sharing and market-sensitive information policy, as well as clearly define the roles and responsibilities of the Investor Relations function, so as to ensure effective communication between the company, the financial community and other stakeholders

Principle 7.6 Ensure the effective use by the company of information technology in disseminating information

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

The Rights of Shareholders

1. There are several basic rights of shareholders as stated in the Company's Articles of Association and other relevant laws and regulations. Such basic rights include the right to purchase, sell or transfer shares, the right to share in the profits of the Company, the right to receive sufficient information, the right to participate in shareholders' meetings, the right to give opinions and the right to participate in major decision making of the Company such as dividend payment, appointment or removal of directors, appointment of independent auditors, approval on important transactions which effects the Company's business direction and adjustments to the Company's Memorandum of Association and Articles of Association.
2. The Company recognizes and emphasizes the importance of the basic rights of shareholders. Relevant matters are undertaken with efficiency in accordance with the good corporate governance principles to protect such shareholders' rights.

Shareholders' Meeting

1. An annual shareholders' meeting is held within four months from the end of the previous year's accounting period. An extra-ordinary general meeting shall be held if there is an urgent or special agenda that has to be proposed to shareholders i. e. matters that affect shareholders' interests or matters requiring shareholders' approval under relevant laws or regulations.
2. The Company shall carry out the meeting as required by law and encourage all shareholders to vote, ask questions, express opinions and give suggestions on all business matters of the Company. The Chairman and directors shall clearly explain and answer every important inquiry from shareholders, and welcome shareholders' suggestions for business operations. In addition, representatives of the Company's auditor shall present at the meeting to answer shareholders' questions on financial statements. Voting procedures shall be transparently carry out according to the scheduled agenda.
3. The Company sets up a guideline for the shareholders' meeting to ensure that shareholders' rights would not be compromised. At any point in the meeting, shareholders can register and enter the meeting to honor their voting rights on agenda items on which vote casting has not been made. The

Company shall not adjust or distribute additional documents which contain important information during the meeting without prior notice.

4. The Company shall undertake steps to facilitate the shareholders' meetings. Greeters and registration staff are arranged to assist shareholders with the registration at least two hours before the meeting. The IT system with barcode is applied to the registration process for acceleration, accuracy and simplicity of the process. Besides, shareholders who attend the meetings are appropriately received.

Prior to the Shareholders' Meeting and Delivery of the Meeting Notice

1. The Company shall publish the Notice of Shareholders' Meeting in both Thai and English, and all complete documentation for the meeting to be attached including a detailed agenda, Board of Directors' opinion, minutes of the last shareholders' meeting, the Company's Articles of Association (Shareholders' Meeting part only), background of independent directors who will be appointed as proxy, other information necessary for making voting decisions and Proxy Form as well as a map of the meeting venue. The aforementioned information will be made available via various channels:
 - 1.1 News through the system of the SET : The resolutions of the Board of Directors' Meeting
 - 1.2 The Company's Website (www.fnsplc.com): The Company shall make available a notice of the annual general meeting at least 30 days before the meeting date.
 - 1.3 Mailing: The Company assigns Thailand Securities Depository Company Limited, the Company's Share Registrar, to send a notice and relevant document to all shareholders prior to the date of the shareholders' meeting at least for a duration required by law.
 - 1.4 Newspaper Advertisement: Publish the meeting invitation via newspaper advertisement daily for at least 5 days before the meeting date.
2. The Company's shareholders shall be allowed to propose additional agenda before the date of the shareholders' meeting, as well as to nominate persons for consideration as directors of the company, for a period of more than 2 months via the Company's website (www.fnsplc.com).

Meeting Procedure

Before the meeting commences, the MC shall clearly inform the meeting of all relevant rules including vote-counting procedures for each agenda item as required by the Company's Articles and voting rights for each agenda item. After information on each agenda item are presented, the Chairman shall offer all shareholders an equal opportunity to ask questions and give suggestions within appropriate time. Directors and management are present to answer all shareholders' queries.

Process after the Meeting

1. The Company discloses the voting results for each agenda via News through the SET System within the meeting day before 9:00 a.m. of the next business day.
2. The minutes of the meeting are recorded accurately and comprehensively, including significant details, e.g., the name of attending Directors, voting procedure, questions and answers for each agenda item, as well as the numbers of votes for approval, disapproval, abstention or void. The minutes of the meeting shall be submitted to the SET and also made available on the Company's website (www.fnsplc.com) within 14 days after the meeting day.

The Equitable Treatment of Shareholders

The Company recognizes the importance of equitable treatment of all shareholders including executive shareholders, non-executive shareholders as well as foreign shareholders. Therefore, the Company has undertaken the following tasks to ensure such equal and fair treatment. Moreover, the Board of Directors also provides opportunities to minority shareholders so they can nominate a candidate for a director position and/or propose additional items for meeting agenda prior to the meeting. A proxy is made possible as an alternative for shareholders who are unable to attend the meeting to exercise their rights:

Voting Rights in the Shareholders' Meeting

1. Every shareholder has the right to vote in the meeting with one vote for each share held. In the event that there is a conflict of interest on any agenda item, the shareholder involved shall not have voting rights on that item (except for the election of directors).
2. Shareholders unable to participate in the meeting have the option to appoint proxies who could be independent directors or any other person instructed to attend the meeting. The Company will provide the name of an independent director who will act as a proxy in the proxy forms, as per the Ministry of Commerce's designation, to attend and vote in the meeting.

Meeting Agenda and Proposal for Additional Agenda Item

1. Meetings will be carried out in line with the Company's Articles of Association and according to the announced agenda. Detailed information on each agenda item is presented to the meeting for shareholders' consideration. The Company will avoid adding other agenda items besides the ones already presented to shareholders, especially important agenda items that shareholders need time to review prior to making any decision.

2. Shareholders holding an aggregate number of shares not less than one-third of the total number of shares sold can request to add other agenda items besides the ones already presented in the meeting notice.

Suggestions, Comments or Complaints

Independent Directors shall make up of no less than one-third of the total number of Directors and at least 3 Directors. The Company has 3 independent directors to ensure fair treatment of minority shareholders. Minority shareholders can express their opinions and give suggestions or complaints to independent directors who will inspect these opinions or complaints and arrange further measures, as appropriate.

Voting

Voting procedures are transparently carried out according to the scheduled agenda. Each shareholder has the right to vote for the election of each director. The Company provides voting cards for important agenda items and keeps the voting cards for shareholders' review should there be any dispute.

Principle 8 Promote participation of and communication with shareholders

Principle 8.1 Encourage shareholders to participate in decision making on important matters

1. The board should ensure that significant corporate decisions are considered and/or approved by the shareholders pursuant to applicable legal requirements. Matters that require shareholder approval should be included in the agenda for the shareholders' meeting and shareholders should be provided sufficient notice thereof.
2. The board should support participation of all shareholders through reasonable measures, including:
 - (1) Establishing criteria that allow minority shareholders to propose agenda items for shareholders' meetings. The board should consider shareholders' proposals to be included in the agenda, and if the board rejects a proposal, the reasons should be given at the meeting.
 - (2) Establishing criteria for minority shareholders to nominate persons to serve as directors of the company. The board should ensure that measures and criteria are established and promptly disclosed to ensure shareholder engagement and participation.

3. The board should ensure that the notice of the shareholders' meeting (including the Annual General Meeting (AGM)) is accurate, complete, and provided sufficiently in advance for the shareholders to exercise their rights.
4. The board should ensure that the company arranges for the notice of the shareholders' meeting and related papers to be sent to shareholders and posted on the company's website at least 28 days before the meeting.
5. Shareholders should be allowed to submit questions prior to the meeting. The board should therefore ensure that there are clear criteria and a process for shareholders to submit questions. The criteria should be posted on the company's website.
6. The notice of the shareholders' meeting and related papers should be fully translated into English and published at the same time as the Thai version.

Principle 8.2 Meetings of shareholders

The board of directors should ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights as following:

1. The board should set the date, time, and place of the meeting by considering the interests of shareholders, such as allocating sufficient time for debate, and choosing a convenient location.
2. The board should ensure that the company provide a convenient way for shareholders to attend the meeting and does not place an undue burden on shareholders through its meeting attendance requirements or prerequisites that exceed applicable legal and regulatory requirements.
3. In the interest of transparency and accountability, the board should promote the use of information technology to facilitate the shareholders' meetings, including for registration and vote counting.
4. The chairman of the board is the chairman of the shareholders' meeting with responsibility for compliance with applicable legal requirements and the company's articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders who wish to share their opinions or ask questions related to the company.
5. To ensure the right of shareholders to participate in the company's decision-making process in relation to significant corporate matters by participating and voting at shareholder's meetings on the basis of sufficient notice and information, directors who are shareholders should not be allowed to add items to the meeting agenda that have not been duly notified in advance.

6. All directors and relevant executives should attend the meeting to answer questions from shareholders on company-related matters.
7. The attending shareholders should be informed of the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods before the start of the meeting.
8. There should not be any bundling of several items into the same resolution. For example, the appointment of each director should be voted on and recorded as a separate resolution.
9. The board should promote the use of ballots for voting on resolutions proposed at the shareholders' meeting and designate an independent party to count or to audit the voting results for each resolution in the meeting, and to disclose such voting results at the meeting by identifying the number of "for", "against" and "abstain" votes. The voting results for each proposed resolution should be included in the minutes of the meeting.

Principle 8.3 Accurate and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings

1. The board should ensure that the company discloses the results of voting on proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and through the company's website by the next business day.
2. The board should ensure that minutes of the shareholders' meeting are submitted to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.
3. The board should ensure that the company promptly prepares the minutes of the shareholders' meeting, including the following information:
 - (1) attendance of directors, executives, and the proportion of attending directors;
 - (2) voting and vote counting methods, meeting resolutions, and voting results ("for", "against", and "abstain") for each proposed resolution; and
 - (3) questions asked and answers provided during the meeting, including the identity of the persons asking and answering the questions.

Implementation of the 2017 Corporate Governance Code for Listed Companies (CG Code)

The Company reviewed the Corporate Governance Policy, developed from the 2012 Good Corporate Governance Principles for Listed Companies in aligning with the guideline set by the Stock Exchange of Thailand, and the 2017 Corporate Governance Code for Listed Companies as prescribed by the Office of Securities and Exchange Commission.

After consideration, the Company adopted most principles and proposed to the Board of Directors' Meeting No.6/2018 on November 12, 2018 and would make improvements to suit the business of the Company and to be more in line with the corporate governance policy.