



**( Corporate Governance : CG )**



## MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

### **Introduction**

Muangthai Capital Public Company Limited (“The Company”) committed to management and operation business with consideration to social and stakeholder responsibility as shareholder customer, vender, employee, community, and society to create sustainable business operations and be able to manage the stable and acceptable growth of the Company in society.

The Company realize to importance of good corporate governance to demonstrate effective, transparent, and verifiable management system to ensure the confidence of shareholders, invertors, stakeholders and contribute to the Company’s stable and sustainability growth.

Since the Company entered the listed company in 2014, the Company has encouraged good corporate governance continuously by expectation to the board, executive and employees comply with the good corporate governance guidelines to build an awareness of operating according to The Principles of Good Corporate Governance for Listed Companies 2012.

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### Part 1 General Information

Good Corporate Governance system that demonstrates efficient, transparent, and verifiable management capabilities. This enhanced investors and all relevant parties' confidence in the sustained growth of the Company's business and while considering stakeholders, establish competitiveness to maintain capital and enhance the long-term value of shareholders society and environment.

The Board of Directors established guidelines for Good Corporate Governance procedures as a basis for efficient management given that it must prioritize effective corporate governance. Furthermore, the Board of Directors demanded that previous policies be reviewed on a regular schedule to ensure most effective effectiveness and compliance with good corporate governance guidelines in the year 2012 of the Stock Exchange of Thailand and the Securities and Exchange Commission.

#### 1.1 Good Corporate Governance objectives

- 1) To serve as a guideline for the Boards, Directors or Executives to promoted transparency and accountability in their duties.
- 2) To instill confidence in shareholders, investors, stakeholders, and all parties involved, in demonstrating efficient business operations and continuous growth.
- 3) To provide a framework for conducting valuable business operations and driving sustainable business growth in the future.

#### 1.2 Meaning and Importance of Good Corporate Governance

Good corporate governance refers to the structuring and internal management mechanisms within a business to sustainably create value for both the business and society. This involves efficient structures and systems for governance, monitoring, and evaluation. The Company operates its business under the fundamental principles of good corporate governance, which encompass:

- 1) Integrity: Managing with honesty, integrity, and reliability, while adhering to correctness.
- 2) Fairness: Treating stakeholders of the organization fairly.
- 3) Transparency: Conducting operations with clear disclosure of information to stakeholders and allowing for scrutiny.
- 4) Responsibility: Fulfilling roles and responsibilities with intellect and capability, aiming for successful and improved performance.
- 5) Accountability: Accepting responsibility for the outcomes of actions, decisions, instructions, and judgments according to one's role, and being able to explain and justify those decisions.



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### Importance of good corporate governance

- 1) Strengthening management systems to be transparent and fair to all stakeholders and adhere to clear, internationally recognized standards. This will enable the Company to compete effectively, prevent, and eliminate conflicts of interest that may arise.
- 2) Establishing frameworks for the Company's operations to comply with relevant laws, regulations, ordinances, and guidelines, such as the Public Limited Companies Act, the Securities and Exchange Act, and good practice guidelines issued by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- 3) Establishing accountability frameworks for the Board of Directors and Executives towards stakeholders.
- 4) Building confidence among both domestic and international investors, as well as all stakeholders.

### 1.3 Definition of words

<b>The Company</b>	Muangthai Capital Public Company Limited and Subsidiaries
<b>The Boards</b>	The Board of Directors of Muangthai Capital Public Company Limited and Subsidiaries
<b>Directors</b>	The Directors of Muangthai Capital Public Company Limited and Subsidiaries
<b>Executives</b>	The Executives of Muangthai Capital Public Company Limited and Subsidiaries
<b>Stakeholders</b>	<p>Divided into 7 groups, they are as follows:</p> <ol style="list-style-type: none"><li><b>1. Customers</b> refer to individuals or entities using the services of the Company.</li><li><b>2. Shareholders</b> are divided into 2 types:<ul style="list-style-type: none"><li>"Non-Controlling shareholders" refer to individuals or entities who do not participate in the management of the Company.</li><li>"Controlling shareholders" refer to individuals or entities, whether directly or indirectly, holding more than 10% of the total voting shares of the Company. This includes shares held by related parties.</li></ul></li><li><b>Investors</b> refer to (1) institutional investors, (2) Ultra High Net Worth (UHNW), (3) High Net Worth (HNW), and (4) Retail investors who transact with the Company and (2) and (3) must meet financial qualifications as defined by the SEC.</li><li><b>Creditors</b> refer to individuals or entities to whom the Company owes money.</li></ol>

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**3. Employees** refer to regular employees of contract employees of the Company.

**4. Partners** refer to individuals or entities selling goods and/or providing services to the Company, whether legal entities or individuals.

**5. Competitors** refer to entities competing in the market with the Company.

**6. Communities and Society** refer to groups of people living together in the same area who benefit from or are affected by the Company's business operations.

**7. Regulatory agencies** refer to government and private sector agencies with legal mandates and authority to control or oversee the Company's operations.

***Good Corporate  
Governance principles***

The fundamental principle crucial for corporate governance to ensure alignment of practices among all parties as follows

1. Integrity
2. Fairness
3. Transparency
4. Responsibility
5. Accountability

***Good Governance  
principles***

Guidelines for organizing to enable society of the country to coexist peacefully and be fair.

***Collective Action Against  
Corruption (CAC)***

As a member of the Thai private sector

In order to participate in addressing the problem of corporate anti-corruption

***Thai Institute of Directors  
(IOD)***

The Association promotes the Thai Institute of Directors as a non-profit organization, gaining recognition both domestically and internationally as a key entity in fostering good corporate governance development. It plays a significant role in enhancing the professionalism of directors and fostering good corporate governance practices in Thailand.

***Employee Stock Option  
Program : ESOP***

The Employee Stock Ownership Plan (ESOP) is a tool that helps to create motivation for Company personnel to work efficiently and contributes to the growth of the business.



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<b>SET 50 Index</b>	An index used to show the level of common stock prices of the top 50 securities, selected based on market capitalization and high liquidity for trading, ranked in the top 50
<b>MSCI Index</b>	An index compiled by Morgan Stanley Capital International (MSCI) to serve as a benchmark for measuring investment returns, widely popular among international investors.

### 1.4 Guidelines and Compliance Monitoring

The Company defines the duties and responsibilities of directors, executives and all employees to be acknowledge and comply with the policies and requirements. These are contained in the Company's Good Corporate Governance guidelines and it is considered important to encourage employees under their command to have knowledge and understanding as well as strictly complying with the Company's Good Corporate Governance guidelines.

The Company must not take any action that is illegal or contrary to good corporate governance principles. If the directors, executives or employees violate the stated good corporate governance principles, they will be subject to disciplinary action. If there is an action that is believed to be against the law, rules, regulations and government regulations, the Company will refer the matter to the police for further action.

If the employees at all levels of the Company have problem in making decisions or performing work related to business ethics that are not stipulated in the Company's business ethics, the following questions about the action must be asked:

2.1 Is the action against the law?

2.2 Does the action have negative effect on the stakeholders of the Company seriously?

2.3 Is the action against the policy or code of conduct or negatively affect the image of the Company or not?

The employees at all levels can report complaints, comments and suggestions as well as clues about illegal actions and/or codes of conduct in accordance with good corporate governance principles. This includes the behaviors that may imply corruption or misconduct of individuals in the organization and the stakeholders of the Company to report clues to the Company's communication channels.

The Company should communicate and announce of the Good Corporate Governance guidelines on the Company's website and intranet system for communicate to the Boards, Executives, and all employees, ensuring a 100% acknowledgment rate regarding all the Company policies. This is to raise awareness about policy adherence and the strict enforcement of such policies, as well as to inform stakeholders about the Company's policies, practices, and operational guidelines in a fair,



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honest, and transparent manner in accordance with globally recognized principles of good corporate governance, which are fundamental values of the leading organization.

Additionally, the Company should conduct training programs relevant to various policies, ensuring a 100% completion rate, including the development of assessments, to ensure that employees at all levels have the knowledge and understanding to align their practices with ethical principles or comply fully with operational guidelines

### 1.5 Guidance on the Good Corporate Governance Guidelines

- 1) To the Board of Directors, executives and all employees understand the content of the Good Corporate Governance guidelines and learn content related to their own duties and responsibilities.
- 2) To the Board of Directors, executives and all employees regularly review the knowledge and understanding of the contents of the Corporate Governance guidelines.
- 3) Notify superiors or responsible individuals when witnessing violations or failure to adhere to ethics.
- 4) Collaborate in investigating various facts with the assigned units or individuals.
- 5) Consult with superiors if there are doubts or questions.
- 6) All levels of management must lead by example in adhering strictly to good corporate governance principles.

### Part 2 Good Corporate Governance

The Company must commit to conducting business for stable and sustainable growth by creating added value for shareholders and shared values for all stakeholders. The Board of Directors must give importance to the practices of the Stock Exchange of Thailand in order to have the Good Corporate Governance to according with the Good Corporate Governance Code 2017 (CG Code). The Board of Directors has established a corporate governance policy and code of conduct for the directors, executives and employees so that everyone can be used as a guideline for working with all stakeholders. This is announced and communicate to all employees to be informed as well as being published on the Company's website and with the objective for the Company's employees and those involved to have knowledge and understanding in the principles of corporate governance in the same direction by adhering to transparency, fairness, accountability, and ethics in business operations. The practices are compliant with related rules, regulations and laws as well as being responsible to the economy, society and environment by setting guidelines for the framework of operation and treating stakeholders to all stakeholders as follows:

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1. Directors, executives, and all employees must diligently apply the principles of good corporate governance, ethical conduct in business operations, as well as adhere to legal requirements, regulations, and relevant guidelines to sustainably create value for the Company.
2. The Board of Directors must instrumental with the management in defining the vision, strategies, policies and important plans of the Company as well as setting up a management structure that is consistent and fairly related to the Board of Directors, executives and shareholders. The Company has management approach and appropriate business operations and must undertake to ensure that the accounting, financial reporting and auditing systems are reliable.
3. The Board of Directors must instrumental in reviewing the vision, strategies, policies and practices of good corporate governance annually to increase the efficiency of supervision and raise the standard of corporate governance to suit the changes.
4. The Board of Directors must have roles with a management in communicating and ensuring adherence to the vision, strategy, policies, as well as the practices of good corporate governance, so that employees are informed and adhere rigorously.
5. Directors, executives and all employees must adhere to fairness by treating all stakeholders equally, while monitoring, controlling, preventing any decision or action with conflicts of interest and connected transactions by adhering to the benefits of the Company.
6. Directors, executives and all employees must adhere to and follow the anti-corruption manual and does not violate intellectual property with respect to the law and human rights an anti-corruption system powerful to ensure that the management is aware and give importance to comply with the anti-corruption policy.
7. The Board of Directors must perform operational with internal control system and risk management to be at an appropriate level as well as having an accurate and reliable system of accounting and financial reports.
8. The Board of Directors must perform of the Company's management structure to have good corporate governance with the clearly defined antiunity, duties, and responsibilities of each director and executive.
9. Directors, executives and all employees must operate with consideration for their responsibilities to shareholders, stakeholders, communities, society, and the environment.
10. The operation is performed with due regard for the responsibilities of shareholders, stakeholders, community, society, and environment.
11. Directors, executives, and all employees must be aware of and respect the rights of shareholders, treating them equally.

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12. Directors, executives, and all employees must strive for excellence in business operations, committing to customer satisfaction by actively listening and self-reflecting to enhance management capabilities and consistently create the best outcomes.
13. Directors, executives, and all employees must ensure sufficient, credible, and timely disclosure of important information, as far as it does not impact the company's fair interests.
14. Directors, executives, and all employees must efficiently manage taxes with adherence to good governance principles, effective tax risk management, and transparency in disclosure.
15. The Board of Directors and executives must lead by example in ethical conduct, demonstrating honesty, integrity, fairness, and transparency that can be audited.
16. Directors, executives, and all employees must uphold fairness by treating all stakeholders equally while overseeing, controlling, and preventing any decisions or actions that could conflict with each other's interests, benefits, and related items.

As part of adhering to the Company's corporate governance policy, it is considered a key indicator in evaluating the business management performance of the Board of Directors, executives, and assessing the performance of all employees.

The Board of Directors is confident that good corporate governance and business ethics, coupled with sustainable development considering participation in the development of the country's economy, society, and environment, are essential factors in leading the Company towards sustainable growth and stability. This instills confidence in shareholders and investors. The Company ensures the following actions as follows:

1. The Company must provide training on good corporate governance, code of conduct and business ethics for directors, executives and employees at all levels achieve 100 percent.
2. Training on good corporate governance, code of conduct and business ethics of conduct will be part of the new employee training to ensure that employees at all levels recognize, understand and comply with good governance, ethics and work practices.

In addition, the Board of Directors has reviewed and monitored the performance according to the plan of good corporate governance including social, community and environmental responsibility plans continuously at least once a year.



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### **The Principles of Good Corporate Governance for the Listed companies 2014 (CG Code) compliance policy.**

The Board of Directors, executives and all employees must attach great importance to and has always adhered to the principles of good corporate governance and business Code of Conduct for the Company have effective management, be transparent and aware of the impact on all direct and indirect stakeholders. It is in accordance with such policy. The Board of Directors therefore appoints and assigns the Corporate Governance and Sustainability Committee to be responsible for overseeing, monitoring and supporting the Company's operations in accordance with the policies and guidelines on corporate governance and business ethics including the Company's sustainable development policy.

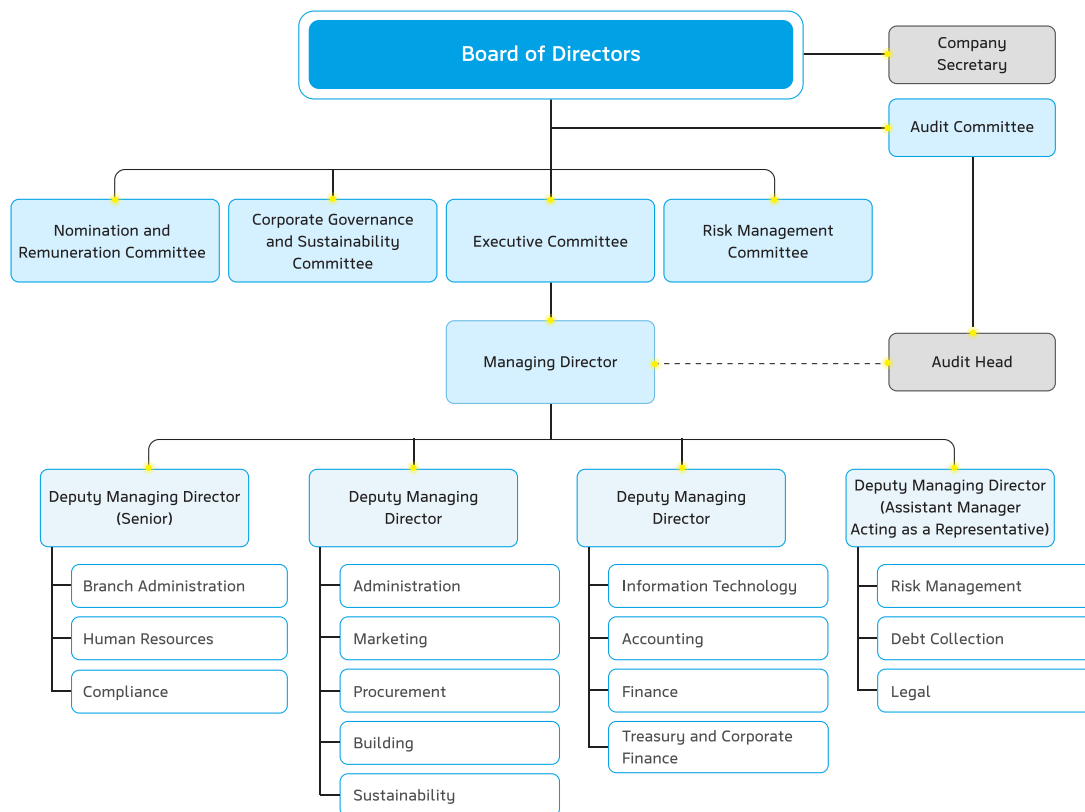
In 2023, the Board of Directors must review various policies such as reviewing the implementation of corporate governance policies and guidelines in accordance with the Good Corporate Governance Principles for Listed Companies (CG Code), Corporate Governance (CG Rating) Consideration of the election of directors who must retire by rotation, Consideration of the performance appraisal form of directors and the results of the assessment, Consideration of the structure of the board and sub-committees, Consideration of appointment of new directors to replace the existing directors, etc.



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### Part 3 Good Corporate Governance Structure



#### 3.1 Structure of the Board of Directors

The Company requires the directors of the Company to comply with the code of best practices for directors of listed companies following the guidelines of the Stock Exchange of Thailand. The Board must understand and be aware of their roles, duties, and responsibilities and must perform their responsibilities under the law, objectives and regulations of the Company as well as the resolution of the shareholders' meeting with honesty considering the benefits of the Company and key stakeholders. The Board of Directors sets policies for business goals, business plans, and company budgets along with directing review and monitoring of management to follow the procedure and specified direction with efficiency and effectiveness for the most benefit of the Company.

#### Good Corporate Governance Structure of the Board of Directors

1. The Board of Directors must consist of no less than 5 directors who are domiciled in the kingdom, including at least one-third independent directors of the total of a committee's but not less than 3 directors. The Boards must also include at least a half non-executive of all committees with clear separation of roles and responsibilities between the Board of Directors and executives to ensure a balance of authority and operation. This involves maintaining a



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balance between non-executive directors and executive directors, with independent directors being free from the control of management, controlling shareholders, and having no financial or operational interests.

2. Chairman of the Board of Directors must be an independent director and must not be the same individual as the Chairman of the Executives or the Managing Director. They must perform their duties independently to ensure clarity in the division of responsibilities between setting governance policies and managing regular operations, as well as to clearly separate roles and responsibilities between them.
3. The Audit Committee must consist of all independent directors at least 3 directors, who has sufficient accounting knowledge and experience more than moiety of the audit committee to be able to review the reliability of the Company's financial statements. The Audit Committee has the roles and responsibilities to inspect the internal control system of the Company through the internal audit department to perform their duties independently so that every stakeholder can be confident that the Company operates the business with transparency and have sufficient and useful internal control systems. In this regard, the Board of Directors requires the internal audit results to be monitored quarterly and reported to the Board of Directors.
4. The Nomination and Remuneration Committee must consist of directors at least 3 directors and an independent half more than the Nomination and Remuneration Committee and non-executive directors' amount of one-third of the Nomination and remuneration committee with the duties and responsibilities in selecting directors considering qualifications, knowledge, and experience following the strategy and goals of the organization. It must be not against the law and related requirements with transparency and ensures that those who are nominated will be able to perform their duties following the two crucial fiduciary duty principles, namely the Duty of Care and Duty of Loyalty. The Nomination and Remuneration Committee prepares and reviews the Skill Matrix annually to be used as the guideline in selecting an appropriate committee able to create board diversity in terms of knowledge, experience, skills, expertise, gender, and age necessary for the management and creating maximum benefits for the Company. Apart from nominating by the Nomination and Remuneration Committee, the Company provides an opportunity for individual shareholders to propose a list of suitable candidates for a position of director. The nomination form to be appointed as a director can be submitted via the Company secretary's email or send the original to the Company's Head Office within the specified date and time. In addition, the Nomination and Remuneration Committee must consider the qualifications and suitability of the applicants by specifying the period for nomination to allow sufficient time for screening according to the process set by the Board of Directors before the shareholders' meeting. The Company will include the names

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of the persons approved by the Board of Directors on the agenda of the shareholders' meeting.

5. The Risk Management Committee must consist directors at least 3 directors and an independent half more than of the Risk Management Committee and executive director amount of one-third of the Risk Management Committee responsible for determining the risk management policy and assessing external and internal risk factors that affect the goals and business operations of the Company. It is also responsible for determining the persons who responsible for risks in various departments along with assigning risk management, responsible of every executive to specify the risk appetite quarterly. Additionally, monitor compliance with anti-corruption measures and risk management systems linked to the risks that may arise from corruption, and report the results to the Boards as well as provide knowledge and instill a risk management culture throughout all the Company's employees.
6. The Corporate Governance and Sustainability Committee must consist directors at least 3 directors an independent half more than of the Corporate Governance and Sustainability Committee and non-executive directors' amount of one-third of the Corporate Governance and Sustainability Committee has responsible for supporting the Board of Directors in establishing policies and directions in accordance with the good governance and sustainability, as well as to develop the governance and business conduct continuously and cultivated as a corporate culture. Additionally, ensuring the disclosure of information regarding the Company's governance and sustainable development to stakeholders in the annual and sustainability reports.
7. The Executive Committee must determine the business approaches and strategies to meet the goals set by the Board of Directors.

### 3.2 Nomination of Directors and Independent Directors

#### 3.2.1 Criteria for nomination of Directors and Independent Directors

1. Regard the qualifications, knowledge in working and necessary skills that are still lacking on the Board and to be consistent with the Company's business strategy such as knowledge and skills in the financial industry; financial, banking or insurance. The Board of Directors can apply the aforementioned knowledge and skills to develop a strategy and long-term business plan for the Company to enhance operation effectively at most and to determine the qualifications of the Directors to be nominated. This includes the use of Director databases such as the Thai Institute of Directors (IOD) or a consulting Company and the database of professional directors.

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2. Nominate directors from the Director's Pool. It is a source for recruiting new directors. The Nomination and Remuneration Committee will consider the person who has qualifications as stipulated in the charter of the Company's directors as prescribed by law and according to the table of knowledge and specialization (Board Skill Matrix). The Skill Matrix that the Company has set in line with the Company's business strategy in various areas as follows:
  - 2.1 Financial industry, banking, lending, insurance
  - 2.2 Accounting
  - 2.3 Management and Strategies
  - 2.4 Human Resource Management
  - 2.5 Development of Information Technology
  - 2.6 Risk management
3. For the consideration of the position, the nominated person as director in the Company must not hold director positions in listed companies for more than 5 companies in total.
4. For the consideration of the position, the nominated person as director in the Company must be qualified as the Company's principles and laws, also do not have the forbidden characteristics as required by disciplines and laws.

### 3.2.2 Nomination of Directors Processes

The Company attaches great importance to the recruitment and selection of personnel to serve as the Directors. The Board of Directors assigns the Nomination and Remuneration Committee and consideration of compensation to act on behalf and to be presented to the Board of Directors' meeting for consideration and opinion and to be presented to the shareholders' meeting.

1. The Nomination and Remuneration Committee to consider the selection of the Directors. The Company adheres to the policy of diversity in the structure of the Board of Directors (Board Diversity) and adheres to the qualifications according to Section 67-68 of the Public Limited Companies Act B.E.2535 (1992) including establishing the Board Skill Matrix to set a criteria and qualification examination for director recruitment of the Company. For the consideration is a skill and demanded necessity. The Company must carefully consider to ensure that a proposed director is well-qualified related to the Board of Directors' composition and structure following the business strategy including risk strategy and financial security monitoring of the Company.
2. The Nomination and Remuneration Committee has selected the Board from the Director's Pool. In addition, the nominated person for the Board election must be approved by the shareholders.
3. The Company provides an opportunity for all shareholders equally to propose a name to hold the director position via platforms as prescribed on the Company's website before the Annual

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General Meeting of shareholders (AGM), regularly on October – December, continually practicing every year.

### 3.2.3 Directors Election Process and Appointment

#### The Procedures of Director Appointment

1. When the Nomination and Remuneration Committee selects qualified and suitable persons to hold the position of the Directors, the names will be presented to the Board of Directors and then to the shareholders' meeting of the Company for consideration and approval. This process is to comply with the Company's Articles of Association and the composition of the Board of Directors.
2. Voting to appoint the Directors must be at the shareholders' meeting. Individual voting will be used at the meeting. The shareholders' meeting must have a resolution approved by a majority vote of the shareholder attending the meeting and have the right to vote by electing Directors according to the criteria and methods of the Company's Articles of Association as follows:
  - 2.1 Each shareholder shall have one vote for each of the shares held.
  - 2.2 Election of the Directors is to vote on the shareholders' meeting based on the criteria and the voting guidelines according to the Company's regulations.
  - 2.3 The persons in order of the votes received, starting from the one with the highest votes, shall be appointed to fill the vacant directorships. In the event that the persons appointed to fill the remaining vacant directorships receive the same number of votes, the Chairman of the meeting shall cast the deciding vote.
3. In the event of a vacancy in the Board of Directors due to other factors aside from the end of the directorship term, the Board of Directors shall select any persons qualified with the Public Company Limited Act and Security and the Stock Exchange Act to fill in. Unless such vacant directorship remains less than two months. A replacing Director holds the position for the rest of the term as the replaced Director.

The resolution of the Board of Directors must contain three-fourths of the votes from the Board.

The Board of Directors must be appointed by the shareholders to take overall responsibility for the Company. These responsibilities include directing, approving, and overseeing the implementation of the Company's strategy, Corporate Governance and corporate values. The Board of Directors is responsible for the selection of a qualified CEO of the Company and top executive management, including oversight of the succession plan.





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### 3.3 Nomination of Chairman of the Executive Committee (CEO)

#### 3.3.1 Criteria for nomination of Chairman of the Executive Committee (CEO)

1. Qualifications of the of Chairman of the Executive Committee (CEO) must be a person with knowledge, competence, skills, experience in management and experience in business operations that are consistent with the business of the Company proficient specific areas that are beneficial to the Company's business without gender discrimination, age, race, etc., as well as having the concept and vision of management in the same direction as the Board of Directors.
2. Good leadership have a far-reaching vision Moral and ethical as well as having a good attitude toward the organization, being able to dedicate sufficient time for the benefit of the Company's business operations. The Chairman of the Executive Committee (CEO) and the Board of Directors must have mutual trust as well as being closely coordinated.
3. Have a transparent work history. Including having no prohibited features specified in the announcement of The Securities and Exchange Commission (SEC).

#### 3.3.2 Nomination of Chairman of the Executive Committee (CEO) processes

1. The Nomination and Remuneration Committee select the right person by screening from qualified persons which can be recruited from people within the Company and outside the Company.
2. In the nomination of the Chairman of the Executive Committee (CEO). The Nomination and Remuneration Committee will recruit people with knowledge and ability skills and experience that are beneficial to the operation of the business or from the nomination from the Board of Directors or the Company's Top-executives.

#### 3.3.3 Selection of Chairman of the Executive Committee (CEO) processes

1. After selecting the right person Nomination and Remuneration Committee will nominate such person to the Board of Directors' meeting for further appointment.
2. In appointing the chairman of the Board of Directors, there must be a resolution approved by a substantial majority of the attending committee and they must have the right to cast their votes.



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### Part 4 Good Corporate Governance practices

The Company shall establish the Good Corporate Governance principles for listed companies in 2012, consisting of principles and best practices related to corporate governance, excluding those already clearly specified by law, which are divided into 5 categories as follows: 1. Rights of Shareholders 2. The Equitable Treatment of Shareholders 3. Role of Stakeholders 4. Disclosure and Transparency 5. Responsibilities of the Board of Directors as follows:

#### Category 1: Rights of Shareholders

##### Principles

The shareholders have ownership rights by controlling the Company through the appointment of the committee to act on their behalf and have the right to make decisions about material changes of the Company. Therefore, the guidelines must establish to perform various tasks and to encourage shareholders to exercise their rights, including the fundamental rights of shareholders by disseminating them through communication channels in the Company. This includes the Company's website to be used as a guideline for treating shareholders as business owners which reflects respect for the fundamental rights of shareholders consisting of:

1. The right to trade or transfer shares
2. The right to attend the shareholders' meeting
3. The right to vote for election or removal of individual directors
4. The right to vote on the appointment and determination of the auditor's remuneration
5. The right to appoint another person to attend the meeting and vote on his/her behalf
6. The right to determine the remuneration of the Company's directors
7. The right to vote on matters requiring approval from the shareholders' meeting
8. The right to be informed of important information and news of the Company accurately, completely, sufficiently and in a timely manner, equally verifiable, and provide up-to-date important information through the website.
9. The right to express opinions and ask questions at the shareholders' meeting, including offering an option for shareholders unable to attend the meeting and voting.

##### Guidelines for Directors, Executives and Employees are as follows:

Shareholders have the right of ownership and control over the Company through the appointment of the Board of Directors. They represent themselves and have the right to make decisions regarding significant changes in the Company. Therefore, guidelines for various operations should be established to empower shareholders to exercise their rights, including basic shareholder rights disclosed through internal communication channels and the Company's website, serving as



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guidelines for dealing with shareholders as owners of the business, reflecting respect for the fundamental rights of shareholders, which include:

### ■ Basic Rights

Basic rights that shareholders and institutional shareholders should receive include the right to vote, the right to receive dividends, the right to buy, sell or transfer shares, right to attend the shareholders' meeting. The Company does not commit any actions that restrict the rights to vote or opportunities, or create difficulties for shareholders to attend the meeting as follows:

1. The Company does not restrict rights to appoint and remove directors. Each director appointment must receive a majority vote of the shareholders attending the meeting and having the right to vote.
2. The Company shall not restrict rights to approve the appointment of independent auditors.
3. The Company shall not restrict rights to approve the director's remuneration both in monetary and non-monetary
4. The Company shall not restrict rights to receive sufficient, equitable information and in a suitable form for the decision of the shareholders.
5. The Board of Directors shall realize the importance to the rights of shareholders by encouraging shareholders to exercise their rights and not violate the rights of others whether it is a fundamental right to obtain appropriate, sufficient and timely information, as well as being able to fully attend the meeting to vote and express opinions.
6. The Board of Directors shall supervise that important matters required by law and matters that may affect the direction of the Company's business shall be considered and/or approved by shareholders as an agenda for the shareholders' meeting.
7. The Company shall provide a proxy form according to the form specified by the Ministry of Commerce and has clear explanations of the procedures for granting a proxy and required documents on the Company's website for shareholders who require another person to attend the meeting on their behalf. The proxy form can be downloaded on the Company's website (the Company has prepared both Form A, Form B, and Form C by introducing Proxy Form B to facilitate shareholders to appoint a proxy).
8. The Company shall provide stamp duty for shareholders who have provided a proxy at no cost.

Regarding to shareholders, the Company shall provide a channel for requesting a proxy for shareholders who are unable to download documents can request a proxy by E-mail, specifying name-surname, address and telephone number clearly. The Company documents will be sent by postage on the next business day.

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Since the Company has only one type of shares, namely ordinary shares, with 1 share having the right of 1 vote and hold the majority vote except where otherwise required by law. If any shareholder has a special interest in any agenda which the meeting will pass a resolution, such shareholder will not have the right to vote in such agenda. Apart from voting for the election of the directors, the nominated directors and the shareholders with voting rights will be able to vote according to the Company's Articles of Association.

As the Company held the shareholders' meeting via electronic media, the voting procedure should be the use of ballots in every agenda with approving, disapproving and abstaining. In the election of directors, a majority vote must be obtained in form of "One Share Per One Vote". To show transparency in the meeting and voting, the Company determined the shareholders to register and inform a requirement of attendance for the AGM via a QR code system. Moreover, the voting system was via E-AGM as per the Company's conditions.

Director election shall be in accordance with the rules and procedures as follows:

- One shareholder has one vote for number of shares held.
- Each shareholder shall use all the votes electing one person or several to hold a director's position. In case of electing several persons as directors, each shareholder must take all the votes they have to a person since the votes cannot be divided.
- The sequence of persons who are appointed starting from the highest votes shall be appointed respectively as the director(s) as equal to the total number of the directors who will be appointed or elected in that period. However, when there are two or more persons getting the same number of votes which caused to exceed the sum of appointing or electing of the directors in that period, the decision of the Chairman of election shall prevail.

The Company shall facilitate shareholders to fully exercise their right to attend the meeting and vote. In the event that a meeting is held in the form of electronic media (E-AGM), the Company shall bring technology to organize a modern meeting. That passed the standards of the Electronic Transactions Development Agency (ETDA), Which is in accordance with the Royal Decree on Electronic Media Meetings BE.2563 (2020) and the Ministry of Digital for Economic and Social Affairs Regarding the security standards of meetings through electronic media to facilitate shareholders to attend the meeting easily and there are no steps or complicated conditions for attending.



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### Category 2: The Equitable Treatment of Shareholders

#### Principles

1. All shareholders must be treated equally and fairly.
2. The Board of Directors should organize a shareholder meeting process by encouraging equal
3. The Board of Directors should ensure that shareholders are treated and protect their fundamental rights in Category 1 equally.
4. The Board of Directors should have preventive measures in case directors and executives use inside information for oneself or others in a wrong way.

#### Guidelines for Directors, Executives and Employees are as follows:

The Company shall attach great importance to the equitable treatment of all shareholders, including minority shareholders and foreign shareholders, by having guidelines to protect and prevent violations of shareholders' rights equally and fairness to build confidence in the investment with the Company. Therefore, good practice guidelines have been established for practice to shareholders equally as follows:

1. The Company shall give an opportunity to shareholders to propose meeting agendas, to nominate candidates for directorships, and to submit questions in advance of the meeting date during October-December. It will continue to practice every year. However, proposing the meeting agenda or nominating a person to be a director must comply with the laws and regulations of the Company including the rules set by the Company and disseminating details on the Company's website.
2. The Company shall establish procedures for issuing proxies to shareholders who are unable to attend meetings and provide guidelines for assigning voting rights to other individuals or independent directors of the company as proxy holders for attending meetings, specifying the names and professional backgrounds of all Independent Directors for consideration in selecting one person as a proxy holder on behalf of the shareholder.
3. The Company must establish Code of Conduct regarding the use of internal information and the trading of company securities to prevent executives and employees from using internal information for personal gain or benefiting others without permission. This includes providing guidelines and policies for everyone within the organization to adhere to, along with regular monitoring and follow-up on outcomes.
4. Directors and executives are responsible for reporting their securities holdings and changes in securities holdings according to the criteria set by the Securities and Exchange Commission and reporting to the Board of Directors every time there is a securities transaction. Additionally, the Company Secretary must report a summary of Directors' securities holdings to the Boards at each meeting.



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### Category 3: Role of Stakeholders

#### Principles

1. The stakeholders should be taken care of by the Company according to the rights that are stipulated by relevant laws.
2. The Board of Directors should consider having a process to promote cooperation between the companies and stakeholders in creating financial stability and sustainability of the business.
3. The Board of Directors should have measures to report clues to the Committee on issues about breaking the law, financial report accuracy, defective internal control system or unethical behavior.
4. The Board of Directors should establish the policy and guidelines on preventive measures corruption on receiving and giving things or any other benefits in order to incentivize them to act in a wrong way, causing conflicts by disclosing the guidelines to the Company's business partners, assessment process, fraud risk control, monitoring, evaluation, and training.
5. The Board of Directors should establish policy on fair treatment and responsibility to trading partners should be formulated and does not infringe on the property or copyright of others.
6. The Board of Directors should have a policy to strictly comply with the conditions, contracts and obligations agreed with creditors.
7. The Board of Directors should be established policy for efficient use of resources considering the environment and society.

#### Guidelines for Directors, Executives and Employees are as follows:

The Company must realize that stakeholders in the Company's interests should be taken care of by the Company according to the rights established by law or by mutual agreement considering the good relationship and cooperation between each other to create financial stability and sustainability of the business. Therefore, the following guidelines have been established:

1. The Company shall establish a code of conduct and guidelines towards its stakeholders, shareholders, customers, employees, business partners, creditors and competitors, regulators, society and the environment by announcing to all directors, executives and employees to be informed and strictly follow including the penalties for non-compliance in employee guidelines, code of conduct guidelines and good corporate governance guidelines.
2. The Company shall establish a mechanism to protect the rights of whistleblowers to the Board of Directors on issues of illegality, financial reporting accuracy, defective internal control systems, or unethical practices through the Board of Directors and the Audit Committee directly.

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3. The Company shall establish a policy to provide equal and fair treatment to its trading partners, considering the best interests of the Company and on a fair basis for both parties. The situations that lead to conflicts of interest are avoided and comply with contractual obligations to provide true information and accurate reports in compliance with the conditions strictly agreed with partners. In the event that any conditions cannot be complied with, it shall be notified in advance to jointly consider and find a solution to the selection criteria to be a partner covering 6 areas as follows:
  - 3.1 Technical Capabilities
  - 3.2 Financial Status
  - 3.3 Expertise and Experience
  - 3.4 History related to complaints
  - 3.5 Conflicts of Interest / Connected Transactions
  - 3.6 Anti-Corruption Policy and sustainable quality policy
4. The Board of Directors should have a policy to strictly comply with the conditions, contracts and obligations agreed upon with creditors whether it is the purpose of using the money, repayment, quality care collateral and any other matters that have been agreed upon with the creditors. In the event that any of the conditions cannot be complied with, the Company will notify the creditors as soon as possible in order to jointly find solutions using reasonable principles.
5. The Company shall announce that the Executive Directors and employees who are aware of internal information that may significantly affect the change in the trading price of the securities shall suspend the purchase and sale of the Company's securities in the period after the closing of the financial statements until the results of operations are announced or the inside information will be disclosed to the public.

In addition, the Directors and Top-executives shall notify the Board of Directors or the person assigned by the Board of Directors regarding the trading of the Company's shares at least 1 day in advance of trading.
6. The Company has promoted the efficient and cost-effective use of resources with training to promote knowledge of the environment requiring employers to pay attention and work with safety in mind and environment. This can encourage the Company's stakeholders to participate in community and social development and continue to uphold and develop the treatment of stakeholders continually.
7. The Board shall provide measures for whistleblowing or complaints against illegal acts, codes of conduct, or behaviors that may imply corruption or misconduct of individuals in the Company from employees and other stakeholders. This includes inaccurate financial reports or defective

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internal control systems. There is a mechanism to protect whistleblowers so that stakeholders can take part in looking after the interests of the Company more efficiently.

### Channels for Whistleblowing or Complaints

#### 7.1 Send the letter by email

E-mail: [whistleblower@muangthaicap.com](mailto:whistleblower@muangthaicap.com)

#### 7.2 Send the letter by postage

Chairman of Audit Committee

Mrs. Kongkaew Piamduaytham

Muangthai Capital Public Company Limited

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#### 7.3 Telephone to the whistleblowing receiving department

+66 81-751-1587

#### 7.4 Unauthorized use of personal data without consent from the data owner,

E-mail: [DPO@muangthaicap.com](mailto:DPO@muangthaicap.com)

8. The Board of Directors should determine measures for the affected people. The Company provides whistleblowing channels and measures for the affected people appropriately with monetary such as compensation and non-monetary such as open-minded consultation through channels specified by the Company.
9. The Board of Directors shall formulate policies and guidelines on anti-corruption and prohibits directors, executives, and employees of the Company (including subsidiaries, associated companies, other companies that the Company has control business partners and persons who may be regarded as intermediaries or agents of the Company) to act or accept or support all forms of corruption, directly or indirectly, and has disclosed the practice to be known to all.

## Category 4: Disclosure and Transparency

### Principles

The Board of Directors must recognize and gives importance to the disclosure of important information accurately, completely, in a timely manner, equally, and sufficiently for decision-making. At the same time, the Company's information is based on business confidentiality and key operational strategies.

The Board of Directors must response for the Company's financial statements and financial information appearing in the Annual Report (56-1 One report). Such financial statements are prepared in accordance with generally accepted accounting standards in Thailand by choosing the appropriate accounting policy and implementing it regularly including the disclosure of complete and sufficient information in the financial statements. In this regard, the Audit Committee is responsible for reviewing

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the quality of financial reports and internal control systems including sufficient disclosure of important information in the notes to the financial statements and report to the Board of Directors for acknowledgment.

The Company shall commit to equitable disclosure of information to its shareholders, investors and stakeholders as well as to the public in accordance with the requirements of the Securities and Exchange Commission and the regulations of The Stock Exchange of Thailand. Apart from disclosing through the Annual Report, the Company has presented the information through the website of The Stock Exchange of Thailand and the Company's website. This makes it easy for shareholders, investors, analysts, stakeholders and interested parties to have easy access to information as well as equality and reliability. There is also a policy for disclosing information about the securities holdings of directors and executives clearly.

### **Guidelines for Directors, Executives and Employees are as follows:**

1. The Company has guidelines for disclosing important information through channels that are easily accessible, convenient and reliable such as disseminating various information through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)), the website of the Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)), and the Company's website ([www.muangthaicap.com](http://www.muangthaicap.com)) so that all groups of stakeholders can access the Company's information which contains the following information:
  - 1.1 The Company's Vision and Mission.
  - 1.2 Nature of the Company's business.
  - 1.3 List of the Board of Directors and Executives of the Company.
  - 1.4 Financial statements and reports on current and previous year's financial position and results of operations.
  - 1.5 Annual Report which can be downloaded.
  - 1.6 Any other information or documents that the Company presented to analysts, fund managers, or media.
  - 1.7 Company's direct and indirect shareholding structure.
  - 1.8 Company's group of controlling shareholders, both directly and indirectly holding shares of at least 5 percent of the total number of shares sold and having voting rights.
  - 1.9 Direct and indirect shareholding of directors, controlling shareholders, top-executives.
  - 1.10 Invitation to the General and Extraordinary General Meeting of Shareholders.
  - 1.11 Company's Articles of Association, Memorandum of Associations, and agreements of the group of shareholders (if any).
  - 1.12 Good Corporate Governance Guidelines.
  - 1.13 Enterprise Risk management including methods for managing various risks.

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- 1.14 Anti-Corruption policy including channels for reporting complaints or whistleblowing
- 1.15 Charter or duties, responsibilities, qualifications, term of office of the Board of Directors including matters requiring approval from the Board of Directors.
- 1.16 Charter or duties, responsibilities, qualifications, office terms of the Audit Committee
- 1.17 Company's Code of Conduct guidelines for the Board of Directors, executives and employees.
- 1.18 Contact information of agencies or persons who are responsible for investor relations, such as the name of the person who can provide information and phone number.
2. The Company shall submit a financial reports to the office of the Securities and Exchange Commission and the Stock Exchange of Thailand, within the specified time and there is no item that the auditor expresses a conditional opinion.
3. The Company shall disclose the information in the annual report and the Company's website such as financial statements, corporate governance policies, business ethics, Corporate Social Responsibility Policy, analysis from various institutional analysts, nature of business, annual report, annual registration statement, shareholder meeting, list of major shareholders, SET news, news from publications, etc.
4. The Company shall establish an investor relations unit to be a channel for communication in a variety of information, such as organizing a meeting of analysts and presenting information to investors (Road Show) in the country and abroad.
5. Purchase-sale of the Company's shares must has set the policy for Directors and Executives to inform the Company at least 1 day in advance for trading securities through the Company's secretary and reporting to the Board of Directors' meeting quarterly.
6. The Company shall clearly disclose the criteria for remuneration of directors and executives in the annual report.
7. The Company shall clearly disclose information about the shareholding of directors and executives and set a policy for directors and executives to report the following matters:
  - 7.1 Purchase-sale of the Company's shares: The policy should be established for all directors, executives and management including close people (spouse and minor children) to refrain from buying, selling or transferring the Company's shares in the period before the disclosure of the financial statements. In the event that the financial statements have been announced to the public, the purchase-sale shall notify the secretary to prepare a report on the change of securities holding (59-2) to the SEC within the specified time. The securities holdings of directors are reported to the Board of Directors' meeting quarterly.

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- 7.2 Related transactions and reports on the interests of directors and executives to prevent conflicts of interest of directors and executives are reported to the Chairman of the Board and are included as an agenda to inform the Board of Directors' meeting quarterly.
8. The Company shall have none of being punished background of amending financial statements from the Stock Exchange of Thailand and the Securities and Exchange Commission.
9. The Company shall have none of receiving a trading sign by the Stock Exchange of Thailand and the Securities and Exchange Commission.
10. In appointing a certified public accountant approved by the general meeting of shareholders, the auditor's qualifications are not contrary to the regulations of the Stock Exchange of Thailand. The auditor does not give other management to the Company and has no relationship and/or having a stake in the company/subsidiary/executive/major shareholder or related person.
11. The Company's financial statements shall unconditionally be certified by the auditor.
12. Disclosure information about Directors and Executives on the Company's website including name, position, education, and shareholding in the Company, the work experience and photographs must clearly state.
13. The Top-executives shall attach great importance to investor relations by regularly participating in meetings, providing information and exchanging opinions with shareholders, investors, analysts and journalists. The shareholders, investors, analysts, journalists, and the general public are able to equally access the Company's information that is accurate, complete, transparent and timely especially important information that will affect the Company's stock price and can bring that information to make effective investment decisions will affect the true value of the Company.

The Company should disclose information and news in accordance with the guidelines and rules set by the Securities and Exchange Commission and the Stock Exchange of Thailand through various channels such as the use of communication channels and dissemination of information of the Stock Exchange of Thailand, opportunity for investors or analyst to visit the Company's business (Site Visit) or talk to the Company's executives (Company Visit); giving journalists an opportunity to meet and interview, issuing news documents on the Company's performance to the public on a regular basis to hold the meeting with analysts to monitor the Company's performance quarterly.



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### Category 5: Responsibilities of the Board of Directors

#### Principles

The Company attaches great importance to the determination of the Board's responsibilities in order to protect the interests of shareholders and all stakeholders such as formulating business strategies, and operational audits to ensure that the business operation is transparent and is subject to the specified criteria with details as follows:

1. The Board of Directors shall be instrumental in corporate governance for the best interest of the Company.
2. The Board of Directors shall be responsible for the performance of duties to the shareholders.
3. The Board of Directors shall be independent of the Company's management.

#### Guidelines for Directors, Executives and Employees are as follows:

As a representative of the shareholders, the Board of Directors is responsible for overseeing the Company's management to comply with the law, objectives and Articles of Association of the Company. The Sufficiency Economy Philosophy has been applied in business operations by defining the Company's vision, mission, business plans, strategies and policies with details as follows:

#### **5.1 Structure of the Board of Directors**

1. The structure of the Board of Directors consists of Directors who have a wide range of qualifications in terms of skills and experience, and special abilities that are beneficial to the Company. They play an important role in formulating policies and the overview of the Company and business plans. They also play an important role in overseeing, auditing and evaluating the Company's operations to be in accordance with the plan as well as operating the Company's business to be in accordance with the laws, regulations and resolutions of the shareholders' meeting with honesty and ethics under the Code of Conduct. It includes overseeing the management in accordance with the goals and guidelines that have been set and creating the greatest benefit to the Company and its shareholders having both males and females. The Board of Directors has provided the disclosure of the policy in determining the composition of the said committee including the number of years of being a director in the Company of each director in the Annual Report and the Company's website.

The Company should establish a Good Corporate Governance Structure of the Board of Directors in accordance with the Good Corporate Governance Structure of the Board of Directors framework that the Company has set forth to ensure compliance with the criteria set by the Securities and Exchange Commission and the Stock Exchange of Thailand for good corporate governance.



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2. Independent Directors must be able to provide independent opinions on the Management's operations, leading to a balanced decision-making process on various matters, including scrutinizing the Management's performance to maximize the Company's benefits. Moreover, Independent Directors of the Company should also serve on the Audit Committee. The number of Independent Directors and the number of Member of the Audit Committee must comply with the criteria set by the Securities and Exchange Commission and the Stock Exchange of Thailand, including meeting the qualifications specified in relevant regulatory announcements.
3. The appointment of Directors must comply with company regulations and relevant laws, ensuring transparency and clarity in the selection process. Consideration and appointment processes must involve reviewing the educational background and professional experience of the individuals thoroughly, providing sufficient details for the benefit of the Company's decision-making and shareholders.
4. The Board of Directors shall serve for a term of 3 years each, and directors leaving their positions may be re-elected. During the Annual General Meeting, one-third of the total number of Directors must retire according to the law.
5. The Board of Directors should have a policy allowing independent directors to serve for no more than three consecutive terms, with a cumulative maximum of 9 years. However, the Board may consider extending the tenure of independent directors as deemed appropriate. At the end of the term, the board may propose the re-election of such directors for consideration and appointment by the shareholders at the Annual General Meeting.
6. The Board of Directors should consider dividing responsibilities and duties and clearly defining policies for governance and daily management. The Chairman of the Board of Directors and the Managing Director are elected from the Board of Directors.
7. The Board of Directors should establish policies and oversee the operations of management at a policy level while allowing management to handle various Company operations in accordance with established policies. The Chairman of the Board of Directors should not participate in daily management activities but should provide support and guidance to management through the managing director. Meanwhile, the Managing Director should be responsible for managing the Company's operations within the framework of authority delegated by the Board of Directors.
8. Directors of the Company may hold directorships in other businesses, provided that it does not impede their duties as Directors of the Company. The Company should limit Directors to holding directorships in no more than 5 listed companies on the Stock Exchange of Thailand.
9. The Board of Directors should establish a policy regarding the holding of positions as directors in other companies by the Directors in accordance with the Company's associate articles which stipulate that Directors shall not engage in or hold shares in partnerships, limited

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partnerships, limited companies, or other public companies that operate in similar fields as the Company, and that do not compete with the operations of the Company.

Furthermore, the Company must not have a policy of sending Executives and Managing Directors to serve as Directors in other companies outside the group of affiliated companies. In cases where Company Executives wish to assume directorship positions in other companies, they must obtain approval from the Board of Directors beforehand, except for serving as directors in non-profit organizations that do not seek profit. Additionally, such directorship positions must not contravene statutory provisions or regulations related to the Company's business operations, and they must not exploit their positions within the Company to promote external business interests.

10. The Board of Directors must appoint a Company Secretary with suitable qualifications and experience, according to the Securities and Exchange Act and Stock Exchange regulations. The Company Secretary is responsible for providing legal advice and guidance on various laws and regulations that the Board of Directors must be aware of and follow also facilitate the Board's activities and ensure compliance with Board resolutions. The qualifications and experience of the company secretary must be disclosed in the annual report and on the Company's website.
11. The Board of Directors should promote and support continuous training and development for the Company secretary in various areas such as law, accounting, or Company secretary duties. This includes ensuring that the Company secretary receives regular training and development to enhance their knowledge and skills.

### **Qualifications of Directors and Independent Directors**

#### **Qualifications of the Board of Directors**

1. Possess comprehensive qualifications and are devoid of any prohibited characteristics in accordance with the pertinent rules and laws as follows:
  - (1) Public Limited Companies Act.
  - (2) Securities and Exchange Act.
  - (3) The Securities and Exchange Commission (SEC)
  - (4) The Stock Exchange of Thailand (SET)
  - (5) Article of Association of the Company
  - (6) Good Corporate Governance of the Company
2. Possess knowledge, expertise, and experience that are advantageous and suitable for the Company's business.
3. Demonstrating perseverance and the capability to dedicate ample time to fulfill their duties in accordance with their responsibilities is essential.

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### Qualifications of Independent Directors

The Qualification Requirements for Independent Directors within the Company are more stringent than those stipulated in SEC notification No. TorChor. 4/2009 dated 20<sup>th</sup> February 2009.

1. Independent Directors are required to maintain ownership of voting rights not exceeding 0.5 percent in the Company, its parent company, subsidiary company, affiliate Company, controlling shareholder, or controlling person unless such conditions have been terminated for a period of at least two years. This provision, however, does not apply to Independent Directors who previously served as civil servants or consultants to the government sector and held a majority of company shares or acted as a controlling person.
2. Independent Directors shall not be appointed to any directorial role involving the Company operation, employee, staff, or as a consultant receiving a fixed salary. Additionally, they shall not hold the position of controlling person in the Company, parent company, subsidiary company, affiliate company, subsidiary company at the same shareholding level, major shareholder, or controlling person of the Company, unless such condition have been terminated for a minimum of 2 years. This provision, however, does not extend to Independent Directors who were civil servants or consultants in the government sector, holding a majority of company shares or serving as a controlling person.
3. Independent Directors are precluded from having blood or legal marriage relations with any individuals, including parents, spouses, siblings, children, or spouses of children, who are associated with members of the management team, major shareholders, candidates for the management team, or authorized persons to the Company or subsidiaries.
4. Independent Directors shall not have any connection to the business of the Company, parent company, subsidiary company, affiliate company, major shareholder, or the controlling person that may compromise their independence or discretion. Additionally, they shall not be a significant shareholder or controlling person over any individuals related to the Company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person, unless such conditions have been terminated for a minimum of 2 years.
5. Independent Directors are strictly prohibited from assuming the roles of an auditor for the Company, parent company, subsidiary company, affiliate company, major shareholder, or the controlling person of the Company. Moreover, they shall refrain from holding significant shareholder, controlling person, or partner positions within the audit company associated with the Company, parent company, subsidiary company or where the major shareholder or the controlling person participates unless such condition has been terminated for a minimum of years.

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6. Independent Directors are expressly prohibited from providing professional service, including legal and financial consultation, for which remuneration exceeds 2 million baht per year, to the Company, parent company, subsidiary company, affiliate company, a major shareholder or a controlling person of the Company. Additionally, they shall not hold significant shareholder, controlling person, or partner positions within such service-rendering companies, unless such conditions have been terminated for a minimum of 2 years.
7. Independent Directors are precluded from being appointed as directors to represent company directors, major shareholders, or any shareholders related to controlling shareholders.
8. Independent Directors shall refrain from affiliating with any business or partnership that is similar to or competes with the Company or subsidiaries. Additionally, they shall not hold positions as Executive Director, employees, or consultants receiving a monthly salary, nor possess more than 1% of shares with voting rights in other companies engaged in the same business or competing with the Company and subsidiaries. No other conditions shall compromise the independence of discretion of company management.

### 5.2 Board of Directors

The Board of Directors of Muangthai Capital Public Company Limited shall realize the importance of corporate governance and social responsibility in promoting and enhancing the confidence of shareholders and stakeholders as well as the public and believes that compliance with corporate governance and social responsibility with cautious, carefulness and honest will benefit the shareholders to achieve the vision and mission of the Company. Able to drive the organization towards becoming a sustainable organization with quality and the best interests of the Company be fair to related parties under the principles of good corporate governance.

The Board of Directors shall legally responsible for supervising the business of the Company and responsible to all stakeholders including customers, shareholders, employees, trade partners, creditors, competitors, environment, society, and community the relationship between the Board of Directors and the Management is collaborative. The Chairman of the Executive and Managing Director is responsible for the day-to-day business operations of the Company in relation to planning, execution, decision-making, and operations. The Board of Directors provides opinions on the action plan and recommends strategies and monitors the operations and the Company's performance.

#### Office Term of the Board of Director





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1. The Board of Directors shall hold office for a term of 3 years each. Directors who retire from office may be re-elected. At every annual general meeting, One-third of the total number of directors shall be retired.
2. In addition to the retirement by rotation Directors will vacate office upon:
  - The term of office is complete.
  - Death
  - Resignation
  - Privation
  - Retired from being a Company Director.
  - Disqualified from being an Audit Committee Member in accordance with this charter or in accordance with the rules of the Stock Exchange of Thailand.
  - The shareholders' meeting passed a resolution to retire with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and have the right to vote.
3. Directors wishing to resign to submit a resignation letter to the Company the resignation is effective from the date the resignation letter reaches the Company.
4. The Board of Directors has a policy for independent directors to hold directorships for no more than 3 consecutive terms and can renew their terms for a total of not more than 9 years unless they are knowledgeable persons with expertise and work experience that is very beneficial to the Company's business operations and expresses their opinions independently.

### 5.3 Roles, Duties, and Responsibilities

In carrying out the Company's operations, the Board of Directors must act with responsibility, prudence, and integrity, ensuring compliance with laws, objectives, the Company's associate article, and resolutions of the Boards, as well as shareholders' meetings. They must provide accurate, complete, transparent, and timely disclosure of information to shareholders, which can be verified and reviewed. The Board of Directors has the following duties:

The Board of Directors of the Company has the responsibility to review, approve, and provide input on important matters related to the Company's operations, such as vision, policies, strategies, goals, business plans, annual budgets, internal controls, and risk management. They also oversee the efficient and effective implementation of policies and plans set forth, ensuring operational activities are conducted in accordance with established policies and plans.

Additionally, the Board of Directors is responsible for the financial management of the Company. They delegate the duties of financial oversight to the Audit Committee, which is tasked



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with examining financial reports and ensuring the preparation of high-quality and accurate financial reports in accordance with generally accepted accounting standards. They ensure transparent and adequate disclosure of important Company information, holding meetings with the accounting department and/or auditors to present financial reports to the Board of Directors and/or the Company's Audit Committee on a quarterly basis. The Board of Directors is ultimately responsible for the financial management of the Company, including the financial information presented in the annual report.

### 5.3.1 Duties power and responsibilities

1. Management for the maximum benefit of shareholders (Fiduciary Duty) by adhering to 4 key practices:
  - 1.1 Duty of Care
  - 1.2 Duty of Loyalty
  - 1.3 Compliance with laws, objectives, articles of association, and resolutions of the shareholders' meeting (Duty of Obedience)
  - 1.4 Disclosure of information to shareholders, orders accurately, completely, and transparently (Duty of Disclose)
2. Determine a vision, mission, policies, action plans, and budget plans, and control the operations of the management to be in accordance with the policy with efficiency and effectiveness for the stability and benefits of balance and sustainability of all concerned parties. The vision and mission are reviewed and approved annually.
3. Establish organizational values and culture both in operational activities and in cultural aspects to drive sustainable growth of the Company's business.
4. Arrange for the review and improvement of important policies and plans to be up-to-date and appropriate to the business conditions on a regular basis including reviewing important policies to be appropriate and consistent with the business operations according to good corporate governance principles such as corporate governance policy, anti-corruption policy, etc.
5. Supervise the process of appointment and election of Company directors to be transparent and clear and consider appointing various sub-committees to support the work in accordance with the responsibilities of the faculty directors as appropriate and necessary the performance of the sub-committees is regularly monitored.
6. Supervise and review to ensure that there is a financial reporting system and that the disclosure of important information to shareholders and all groups of stakeholders is correctly transparent and sufficient.

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7. Supervise a system of information security this includes establishing confidentiality policies and practices (Confidentiality), maintaining reliability (Integrity), and availability of information (Availability), including management of information that may affect securities prices (Market Sensitive Information), as well as ensuring that directors Top-executives, and employees, as well as third parties involved in compliance with the information security system.
8. Supervise that there is a process and channel to receive and deal with complaints of those who wish to report clues or all stakeholders effectively.
9. Supervise the preparation of anti-corruption and anti-corruption policies and guidelines strictly comply with the Company's anti-corruption and anti-corruption policies and measures to be a good role model for the Company's personnel as well as to encourage communication both within and outside the Company for real practice.
10. Ensure that the operations of the subsidiary company are aligned with the same policies and directions as the parent company, to ensure that the Company's investments are efficient, appropriate, and beneficial to the Company.
11. Determine and review the Board structure on the number of directors proportion of independent directors, as well as a variety of qualifications, to suit the Company's business operations as well as considering the remuneration of the Directors and appropriate sub-committees which have been considered by the Nomination and Remuneration Committee.
12. Provide an internal audit unit, internal control system and internal audit efficiently and effectively.
13. Provide a company secretary to help oversee various activities of the board and to help the Board comply with the relevant laws and regulations.
14. Provide appropriate and effective risk management policies and procedures there are regular monitoring and assessment of risk management.
15. Provide business ethics for directors, executives, and employees of the Company as a standard for the Company's business conduct directors, executives, and all employees shall perform their duties in an ethical manner. and strictly comply with the Company's business ethics.
16. Strictly follow the principles of good corporate governance of the Company and arrange to operate in accordance with the principles of good corporate governance and encourage communication to employees at all levels in the Company to be informed and strictly adhere.

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17. Evaluation of the performance of the Board of Directors, both the committee and the individual on an annual basis as well as follow up on the evaluation results of the Board of Directors and sub-committees to consider jointly in the Board of Directors.
18. Continuously develop knowledge and abilities by attending training or attending courses related to the performance of directors' duties or any activities that continually increase their knowledge of operations.
19. Attend the Board of Directors' meeting and the annual shareholders' meeting except in the event of force majeure the directors who were unable to attend the meeting shall notify the Company Director or Company Secretary in advance of the meeting.
20. Consider and approve the Board of Directors and Sub-committee's charter.

### **5.3.2 Scope of Authorities, Duties and Responsibilities of the Chairman of the Board of Directors**

The Chairman of the Board of Directors has a vital role in ensuring that the Board of Directors performs its duties following the specified direction and strategic goal for the utmost benefit of the Company and shareholders as a whole. The Chairman of the Board takes leading roles for the Board of Directors at least covering the following aspects:

1. Supervise, monitor and ensure the efficient execution of duties by the Board of Directors to attain its objectives and primary goal;
2. Ensure and manage critical relationships between Executive Directors and Non-Executive Directors, as well as between the Board of Directors and the management department.
3. Convene a meeting of the Board of Directors, preside over board meetings and shareholders meetings, and participate in formulating meeting agendas with the Managing Director.
4. Support and encourage the performance of the Board of Directors in achieving the Company's determined goals. Furthermore, the Board of Directors should operate at full capacity in accordance with the Scope of authorities, duties and responsibilities, adhering to the principles of Good Corporate Governance.
5. Have a pivotal role in leading and controlling the meeting to be effective in compliance with the Company's regulations, supporting an environment that enables directors to freely express their opinions.
6. Cast the deciding vote in cases where the Board of Directors has a casting vote and the votes on both sides are equal.



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### **5.3.3 Scope of Authorities, Duties and Responsibilities of the Chairman of the Executive Committee**

1. Devise the Company's vision, mission, strategies, annual master operating plan, annual budget, goals and policies to propose to the Management Team for approval. Upon approval, present the proposal to the Board of Directors for approval.
2. Oversee and supervise business operations to optimize benefits and ensure alignment with the Company's pre-approved vision, mission, strategies and annual budget as sanctioned by the Board of Directors.
3. Monitor and audit the Company's performance to maximize benefit. Regularly report progress to management and the Board of Directors, while concurrently identifying avenues for sustainable business improvement and growth.
4. Ensure the establishment and maintenance of a transparent and accurate financial reporting system for the Company, compliant with all related regulations.
5. Manage corporate risks and consistently report on potential risks, along with proposed risk mitigate strategies, risks to the Audit Committee.
6. Authorize and approve contracts, operational documents, and business transactions within the monetary limits pre-approved by the Board of Directors.
7. Ensure that all Company's business transaction adheres to the legal and legislative guidelines of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). This encompasses adherence to policies related to transactions involving related entities, asset transactions policy, and other policies approved by the Board.
8. Establish and implement policies, guidelines and announcements to further the corporate mission to ensure compliance with good corporate governance, legal guidelines and anti-corruption policies to work toward company success.
9. Provide support for the research of new projects and innovations, evaluate their finances through due diligence, and present it to the Board of Management or Board of Directors (in some cases) for approval.
10. Represent the Company in communicating with the public, shareholders, customers and all stakeholders, with a focus on fostering a positive and reputable image of the Company.
11. Support the Board of Directors in maintaining consistent and appropriate communication with shareholders, providing transparent and accurate information about the Company.
12. Perform any other duties as assigned by the Board of Directors and/or the Sub-committees.

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### 5.3.4 Scope of authorities, duties and Responsibilities of the Managing Director

The Managing Director assumes a multifaceted role in management, aligning operations with the policies, strategies, and goals established by the Board of Directors, including formulating operational regulations, approving loans within specified authorization limits, recruiting and appointing procurement personnel, and overseeing the general management of the Company.

### 5.4 Sub-Committees

The Company has appointed sub-committees consisting of 1) The Audit Committee complies with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, 2) The Corporate Governance and Sustainability Committee, 3) The Risk Management Committee, and 4) The Nomination and Remuneration Committee to perform specific duties and propose matters to the Board of Directors in considering, approving or acknowledging. The Sub-Committees have the rights and duties as stipulated in the authorities and duties of each sub-committee.

#### 5.4.1 Audit Committee

The Audit Committee is appointed by the Board of Directors its purpose is to help the Board of Directors in the performance of supervisory duties follow up and give feedback for the Company to have good corporate governance, an internal control system, risk management, good internal audit, accurate and adequate financial reports, the internal operations are efficient, effective, and comply with the laws and regulations and policies involved in ensuring that the Company's financial reports are reliable. Disclosure of information is complete and correct in accordance with relevant standards and requirements builds confidence and credibility for investors, financial institutions business partners and stakeholders are carefully monitored and supervised fair, transparent and conducting business in accordance with good corporate governance principles.

#### Office Term of the Audit Committee

1. Members of the Audit Committee have a term of office of 3 years.
2. Members of the Audit Committee may vacate office upon:
  - The term of office is complete.
  - Death
  - Resignation
  - Privation
  - Retired from being a Company Director



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- Disqualified from being an Audit Committee Member in accordance with this charter or in accordance with the rules of the Stock Exchange of Thailand.
  - The Board of Directors resolves to vacate the position.
3. Resignation of the Audit Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors at least 1 month in advance with reasons. Unless there is a necessity which is force majeure for the Board of Directors to consider appointing other persons who have full qualifications as specified in the charter to replace the resigned Audit Committee member.
  4. In the event that the Audit Committee member vacates office as a whole group, the Audit Committee that vacates office shall remain in office until a new group of the Audit Committee takes office.
  5. In the event that the Audit Committee vacates office due to the expiration of the term of office members of the Audit Committee member who have retired may be reappointed for another term but not more than two-terms and to appoint a new Audit Committee member to the Committee as appropriate. Unless, the Board of Directors has an opinion otherwise.
  6. In the event that the member of the Audit Committee vacates office before the end of the term for any reason other than the expiration of the term. The Board of Directors shall appoint an Audit Committee member as soon as possible. The person who replaces the Audit Committee member can hold office only for the remaining term of the replaced Audit Committee member.
  7. The Audit Committee's remuneration is appropriate to the duties and responsibilities. It is approved by the shareholders' meeting and the remuneration must be disclosed in the Company's Annual Report.

### **Scope of authorities, duties and Responsibilities of the Audit Committee**

1. Review to ensure that the Company has accurate quarterly and annual financial reports and adequate disclosure of information to ensure equality of shareholders.
2. A review of the Company has a risk management system, internal control system, internal audit system is appropriate and efficient and considers the independence of the internal audit unit as well as approves the appointment, transfer, termination of employment, and assessment of the performance of the head of the internal audit unit or other agencies responsible for internal audits.
3. Review the Company's compliance with the Securities and Exchange Act. requirements of the Stock Exchange and laws related to the Company's business.





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4. Review the Company's operations to ensure compliance with the policy of the Private Sector Collective Action Coalition Against Corruption ("Thailand's Private Sector Collective Action Coalition Against Corruption-CAC").
5. Consider connected transactions or transactions that may have conflicts of interest to comply with the laws and regulations of the Stock Exchange of Thailand this is to ensure that the said transaction is reasonable and in the best interests of the Company.
6. Review and consider the major risks detected by the management. Including giving suggestions for improvements.
7. In compliance with the scope of powers and duties, the audit committee has the power to invite or order the management or supervisors to attend a meeting to clarify or submit relevant documents and has the power to hire or seek independent opinions from consultants or other professional experts when deemed necessary.
8. Prepare the Audit Committee's report to be disclosed in the Company's annual report. The report shall be signed by the Chairman of the Audit Committee and contains the following information.
  - 8.1 Comments on the correctness and completeness of the credibility of the Company's financial reports.
  - 8.2 Opinion on the adequacy of the Company's internal control system.
  - 8.3 Opinion on compliance with the Securities and Stock Exchange laws and regulations of the Stock Exchange of Thailand.
  - 8.4 Opinion on the suitability of the auditor
  - 8.5 Opinion on reports that may have conflicts of interest.
  - 8.6 Number of Audit Committee meetings and participation in audit meetings.
  - 8.7 Consensus or overall remarks received by the Audit Committee from the performance of duties in accordance with the charter.
  - 8.8 Other items that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
9. Consider, select, nominate, appoint and propose the Company's auditors' remuneration which is independent to act as the Company's auditor including attending a meeting with the auditor at least once a year without the management attending the meeting.
10. Consideration on the independence of the audit department and offer comments to the management regarding appointments, transfers, terminations, internal audit office managers, as well as evaluate performance, budgets, and staffing levels of the internal audit department.
11. Consider and approve the internal audit department's charter implementation plan and performance appraisal agreement.

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12. Review the Audit Committee charter at least once a year.
13. Perform other acts as required by law and assigned by the Board of Directors and related operations to achieve the objectives of the Audit Committee.
14. In the performance of duties of the Audit Committee if found or suspected of an item or action which may have a significant impact on the financial position and operating results of the Company the Audit Committee reports to the Board of Directors to make improvements within the time the Audit Committee deems appropriate if the Board of Directors or the management fails to make improvements within the specified time. Any member of the audit committee may report such transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.
15. Act in accordance with Section 89/25 of the Securities and Exchange Act when the auditor reports suspicious behavior that may involve fraud. or violate the law related to the performance of duties of Directors and executives the Audit Committee shall conduct an audit without delay and report the audit results to the Securities and Exchange Commission and the auditor within 30 days after being notified.
16. Consider and comment on monitoring compliance with anti-corruption measures. Including a risk management system linked to risks that may arise from corruption to ensure that the operations of the Company are transparent, honest, fair, in accordance with moral and ethical principles and conduct business with anti-corruption in all forms.
17. Receive complaints, report clues, the act of corruption both inside and outside at the director executives or employees of the Company involved and check the facts as informed and present it to the Board of Directors to jointly consider the punishment or solve the problem according to the anti-corruption policy.
18. Audit the Company's operational practices to ensure compliance with laws/regulations/directives mandated by regulatory and supervisory agencies, such as the Debt Collection Act, Personal Data Protection Act.
19. Summary of the missions of the Audit Committee to present to the Board of Directors.

### **5.3.2 Corporate Governance and Sustainability Committee**

The Corporate Governance and Sustainability Committee by the approval of the Board of Directors is responsible for supporting the performance of the Board of Directors in defining policies and guidelines in various aspects of the Company to continually develop better Corporate Governance and create good work ethics standards as well as foster an organizational culture for all employees to have knowledge, understanding, and be able to apply them thoroughly and continuously in real work in order to manage the business on the basis of morality, quality, and



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efficiency in accordance with international good Corporate Governance practices that listed companies should follow and to build confidence for investors and all stakeholders.

### **Term of office of the Corporate Governance and Sustainability Committee.**

1. The term of office in the Corporate Governance and Sustainability Committee is 3 years and retiring directors may be reappointed.
2. Corporate Governance and Sustainability Committee will retire when:
  - The term of office is complete.
  - Retired from being a director of the Company.
  - Death
  - Resignation
  - The Board of Directors resolves to vacate the position.
3. Resignation of the Corporate Governance and Sustainability Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors not less than 30 days in advance unless there is a necessity that is a force majeure approved by the Board of Directors.
4. When the Corporate Governance and Sustainability Committee member retires before the end of the term to have the Board of Directors appoint a director who is fully qualified to be a member of the Corporate Governance and Sustainability Committee by holding office only for the term of the Corporate Governance and Sustainability Committee member that vacates office.

### **Scope of Authorities and Responsibilities of the Corporate Governance and Sustainability Committee**

1. Establish policy guidelines on the Company's Sustainable Development (SD), including High-Performance Organization (HPO), Stakeholder Value Creation (SVC) and communication for presenting to the Board of Directors.
2. Establish corporate governance and code of conduct to present for the approval from the Board of Directors in order to advise and encourage on every level of operation and review the mentioned policy properly in accordance with the laws and practices of the universal guidelines annually, including monitoring the assessment and reporting the practices of corporate governance and code of conduct regularly.
3. Suggest and enhance conducting business relating to corporate governance and sustainable development to meet the goal, be equal with the leading companies and



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support the Board of Directors, Executives and employees to follow the Company's corporate governance and sustainable development guidelines effectively.

4. Consider proposing good practices in relation to corporate governance for the Committee or propose the determination of the Committee's regulations on such matters to be in accordance with the universal guidelines and suggestions of the regulatory institutes.
5. Conduct, monitor and assess the performance of sustainable development to be balanced and efficient in order to be most beneficial for the Company and stakeholders, also report the process of the business to the Board respectively.
6. Examine and review the goals, policies and process plans of sustainable development to be suitable with the state of conducting business in relation to the laws and the universal practice guidelines and suggestions from other institutions including consideration of recommendations associating with shareholders and shareholders' respondents.
7. To review the corporate governance policy and sustainable development annually.
8. Consider and review the charter of the Board of Directors annually.
9. Consider and review the anti-corruption policy, the policy of accepting, giving gifts or any other benefits and the appointment of the anti-corruption commission and monitoring compliance with anti-corruption measures to ensure that the operation of the Company is transparent, honest, fair, in accordance with moral and ethical principles and operates the business with anti-corruption in all forms.
10. Oversee the disclosure of information regarding the Company's governance and sustainable development to stakeholders on form 56-1 One Report and Annual Sustainability Reports.
11. Promote the dissemination of good corporate governance culture and participation in social activities.
12. Report on progress and performance on corporate governance and sustainable development to the Board of Directors.
13. Any other acts assigned by the Board of Directors.

### 5.3.3 Risk Management Committee

The Risk Management Committee by the approval of the Board of Directors is responsible for supporting the Board of Directors' operations to set a policy risk management framework, supervise and support the implementation of risk management. In accordance with the strategy and business goals to reduce the impact of various risk factors both outside and inside the



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organization to the Company's business operations including the roles and duties as specified by the Board of Directors so that the Risk Management Committee can perform its duties effectively as assigned by the Board of Directors.

### **Term of office of the Risk Management Committee**

1. In the Risk Management Committee, the term of office is 3 years and the retiring directors may be reappointed.
2. The Risk Management Committee will retire from the position when:
  - The term of office is complete.
  - Retired from being a director of the Company
  - Death
  - Resignation
  - The Board of Directors resolves to vacate the position.
3. Resignation of the Risk Management Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors at least 30 days in advance, unless there is a force majeure circumstance approved by the Board of Directors.
4. When a member of the Risk Management Committee vacates office before the end of term, the Board of Directors appoints a fully qualified person to be a member of the Risk Management Committee. Replacing director will be in the position only for the remaining term of the resigned director.

### **Scope of Authorities and Responsibilities of the Risk Management Committee**

1. Determine and review the organization's risk management framework policies.
2. Regulate and support the implementation of corporate risk management to be consistent with strategy and business goals including changing circumstances.
3. Consider reporting the results of corporate risk management and expressing opinions on the risks that may arise. Including guidelines for the determination of control measures or Mitigation Plans and development of organizational risk management systems for the Risk Management and Internal Control Committee (RMCC): RMCC to make the management system effective continuously.
4. Report the results of corporate risk management to the Board of Directors for acknowledgment and in the case of factors or important events which may have a significant impact on the Company shall report to the Board of Directors for acknowledgment and consideration as soon as possible.



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5. Set risk management policy and the Company's risk appetite is proposed to the Board of Directors for consideration on overall risk management. Liquidity risk market risk operational risk or other risks that is significant to the Company.
6. Determine the organizational structure and resources of risk management according to the Company's risk management policy and able to analyze, evaluate, measure and monitor risk management processes effectively.
7. Regulate, review and recommend to the Board of Directors regarding risk management policies, and standard practice. Overall risk strategy and measurements to ensure that risk management strategies are properly implemented.
8. Perform any other duties as assigned by the Board of Directors.

### 5.3.4 Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Directors responsible for setting the rules and policies for the nomination and remuneration of the Company's directors and sub-committees, including nominating, selecting, and proposing suitable persons to serve as directors of the Company and fixing remuneration for the Company's directors as well as performing other tasks as assigned and presented to the Board of Directors and/or the shareholders' meeting, as the case may be.

#### Term of office of the Nomination and Remuneration Committee

1. In the Nomination and Remuneration Committee, the term of office is 3 years and the retiring directors may be reappointed.
2. The Nomination and Remuneration Committee will retire from the position when:
  - The term of office is complete.
  - Resign from being a director of the Company
  - Death
  - Resignation
  - The Board of Directors resolved to resign from office.
3. Resignation the Nomination and Remuneration Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors at least 30 days in advance unless there is a force majeure circumstance approved by the Board of Directors.
4. When a member of the Nomination and Remuneration Committee vacates office before the end of term, the Board of Directors appoints a fully qualified person to be a member of the Nomination and Remuneration Committee. The replacing director will be in the position only for the remaining term of the resigned director.



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### **Scope of Authorities and Responsibilities of the Corporate Governance and Sustainability Committee**

Nomination and Remuneration Committee performs duties as assigned by the Board of Directors. The scope of authorities, duties and responsibilities are as follows:

#### Recruiting

1. Specify criteria and policies for nominating directors and sub-committees by considering the suitability of the number of structures and the composition of the Board of Director's qualifications. Propose to the Board of Directors and/or propose for approval to the shareholders' meeting as the case may be.
2. Consider, select, and propose a suitable person for the position to replace the directors who completed their terms and/or have a vacancy and/or appoint more.
3. Perform any other duties regarding the nomination as assigned by the Board of Directors.
4. Evaluate the performance of the top management of the Company to be proposed to the meeting of the Board of Directors for acknowledgment and approval.

#### Determination of Remuneration

1. Prepare rules and policies for determining the remuneration of the Board of Directors and sub-committee to propose to the Board of Directors and/or propose for approval at the shareholder's meeting as the case may be.
2. Set necessary and appropriate remuneration both in and not in the monetary terms of the Board of Directors individually by determining the remuneration of the Board of Directors considering the appropriateness with the duty's responsibility, portfolio, and compare with companies in similar businesses and the benefits expected from the directors to be proposed to the Board of Directors to consider and propose to the shareholders' meeting for approval.
3. Responsible for the Board of Directors and responsible for providing clarification, and answering the questions about remuneration for directors at the shareholders' meeting.
4. Report the policy, principles, and rationale for the remuneration of directors and executives according to the regulations of the SET by disclosing in the annual registration statement (56-1) one report of the Company.
5. Perform any other duties related to the remuneration as assigned by the Board of Directors, the management and various departments. The relevant information and documents shall be reported or presented to the Nomination and Remuneration Committee to support the performance of the Nomination and Remuneration Committee to achieve the assigned duties.



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### 5.5 Positions of Director in Other Companies

In order to ensure that the Board and executives can perform their duties with full efficiency, the Board has established guidelines for directors, CEO and the top executives of other listed companies as well as internal guidelines for the directors and CEO of the Company as follows:

#### **Positions of Directors, CEO, and Top executive in Other Listed Companies policy.**

1. The Board of Directors supervises that each director is unable to be a director in other listed companies which is no more than 5 listed companies on the Stock Exchange of Thailand (including the CEO and Top-executives) In addition, such policy ensures that the directors shall perform their responsibilities and duties efficiently and devote their time to being the directors of the Company thoroughly.
2. The Directors shall not be a director in other companies which involves conflict of interests and effects on the performance as a director of the Company.
3. In the event that the CEO and the top Executive of the Company is a director in other companies besides the Company's subsidiary companies, approval and process shall be followed by the procedures of approval authority and the process approved by the Board of Directors.
4. Directors shall not engage in partnerships or serve as directors in other entities with similar characteristics and which compete with the Company's business.

### 5.6 Board of Directors Meeting

1. The Board of Directors meeting shall consist of at least half of the total number of directors presenting at the meeting to constitute a quorum. In the event that the Chairman is not present at the meeting or unable to perform duties if there is a Deputy Chairman, the Deputy Chairman shall be chairing the meeting. If there is no Deputy Chairman or is unable to perform duties, the members attending the meeting shall elect one among themselves to chair the meeting.
2. The judgment of the Board of Directors meeting shall be passed by a majority vote with one Director having one vote. The Director having an interest in any matter has no right to vote in that matter. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.
3. The Board of Directors meeting is usually held for at least 3 months at a time. The Chairman of the Board shall convene a meeting of the Board of Directors. In the necessary case, if there are more than 4 Directors, the Chairman may be requested to convene the Directors meeting for the Chairman to set a meeting date within 14 days from the date of receiving the request.





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4. The Chairman of the Board of Directors assigned by the President of the Board will determine the date, time and place of the Board of Directors' meeting. The meeting venue may be specified otherwise apart from the locality in which the Company's Head Office is located or the nearby province. If the Chairman of the Board of the director assigned by the Chairman of the Board does not specify the meeting venue, the Company's Head Office shall be used as the meeting venue.
5. In convening the Board of Directors' meeting, the Chairman of the Board or the assigned Director shall send the meeting invitation by registered mail or hand it over to the Directors or representatives of the Directors directly specifying the date, time, place and business to be held to the Directors for not less than 5 days prior to the meeting date. Except in case of urgent need to preserve the rights or benefits of the Company, the meeting will be convened by other methods or set a meeting date earlier than that.
6. In determining the minimum number of quorums at the time the committee votes at the meeting, there shall be no less than two-thirds of the total number of Directors.
7. The Chairman shall approve the arrangement of the matters to be included in the agenda of the Board of Directors' meeting with consultation and discussion with the Chairman of the Executive Committee and the Managing Director jointly determining the scope, level of importance and matters to be set as the meeting agenda. The Directors shall be requested to include other important matters as an agenda for consideration in the next meeting.
8. The Chairman of the Board shall allocate sufficient time for the presentation of executive documents and information for questioning and discussion on important issues of the Board of Directors.
9. The Board of Directors assigns Non-executive Directors to have meetings as necessary without the participation of management at least once a year to provide an opportunity to discuss issues both related to the Company's business and matters of interest. The Managing Director shall inform the meeting results including the meeting report to the Chairman of the Executive Committee and the Board of Directors for acknowledgement. If the Chairman cannot attend the meeting, the meeting shall select one director to act as the Chairman of the meeting and the Company's secretary shall be the secretary of the meeting of the non-executive directors.
10. The Board of Directors shall dedicate time and attention to the Company fully and ready to attend meetings regularly. In case of important tasks resulting in not being able to attend the meeting, the Chairman of the Board shall be notified.
11. The Board of Directors has access to the necessary information to request documents and information. The services about the Company's operations should be consulted by Top-executives. An independent opinion is possibly sought from an external consultant or

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professional when necessary to accompany each meeting which is considered as an expense of the Company.

12. The Board encourages Top-executives or related management to attend the Board of Directors' meeting as necessary and deemed appropriate to present information and additional useful information to relevant persons. The policy will be directly informed so that it can be implemented effectively for the consideration and decision of the Board of Directors as well as giving the Board of Directors the opportunity to know the Top-executives and to use in considering the succession plans in the future.
13. At the Board of Directors' meeting each time, the Company's secretary also attends the meeting. The minutes of the Board of Directors' meeting are recorded. The meeting summary and opinion of the Board of Directors shall be clear for reference proposed to the meeting to certify in the next meeting as well as to store information or documents related to meetings for ease of reference searching. Normally, the Board of Directors will attend every meeting every time unless there is a necessity which will be notified before the meeting.
14. The Board of Directors' meeting is scheduled in advance throughout the year to inform the Board of Directors of their acknowledgment and to plan their attendance at the meeting.
15. Every Directors has the right to review the meeting documents and other important documents. If independent directors or the Audit Committee has any questions, other Directors and the Company's management shall answer the questions as quickly and completely as possible.
16. In the event that the Directors disagree with the resolution of the meeting, the Directors can request the Company's secretary to record the objections in the minutes of the meeting or submit a letter of objection to the Chairman.

### **5.7 Assessment on the Operational Performance of the Board of Directors**

The Board of Directors has assigned that the Board shall have Board Self-Assessment at least once a year. The assessment is divided into 2 dimensions;

- 5.7.1 Assessment on the operational performance and efficiency of the Board of Directors and Directors.
- 5.7.2 Assessment on the expertise and experiences of Directors.

For the directors to use as the framework in specifying the norm to examine the performance of duties. The obtained results shall be compared to the operational performance following the Board's charter. It reflects the responsibilities in the performance of work for real efficiency as well as improving the operation of the Board to agree with the set policies. This is also beneficial for the plan of Board development efficiently. The assessment result in the 3 dimensions can be summarized as below:



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In the scoring process, the opinions of each committee are marked by (/) in only one score box from 0 – 4 in the assessment form. with the following meanings:

Assessment	Score
Strongly agree or has done excellent in that regard	4
Quite agree or has performed well in that matter	3
Agree or there is a reasonable action on the matter	2
Disagree or there is little action in the matter	1
Strongly disagree or no action is taken in the matter	0

Then take all the scores obtained for evaluation. by percentage of the full score which is defined as the following criteria:

Score (%)	Level
Equivalent or over 85 percent	Excellent
75-84 percent	Very Good
65-74 percent	Good
50-64 percent	Fair
Less than 50 percent	Need improvement

### 5.7.1 The assessment on the operational performance of the Board of Directors and directors.

The Self-Assessment of the Boards is held annually divided into: The assessment is divided into 4 types:

#### 1. Self-Evaluation of the performance of the whole Board of Directors

##### 1.1 Criteria for Performance Evaluation of the Board of Directors

###### 1.1.1 Structure and Qualifications of the Board of Directors

The Board of Directors has diversity (Board Diversity) with skills consistent with the nature of business operations of the Company through the preparation of a table of knowledge and expertise (Board Skills Matrix) and diversity in educational background and experience without limiting differences any difference independent directors account for more than 50 percent of the total number of directors. In addition, the Chairman of the Board is not the same person as the executive chairman and managing director in order to have a clear division of duties and operation.

###### 1.1.2 Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors has given importance and sufficient time to consider important matters related to the strategic direction and the Company's business plan,



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reviewing and approving the Company's corporate governance policy according to standards and Good Corporate Governance guidelines, ensuring compliance with various policies, reviewing the Company's business code of conduct and reviewing internal control system regularly to ensure that there is a good enough internal control system with appropriate risk management including tracking supervise the performance of the Executive Committee that is in accordance with the policies as the Board has assigned.

### 1.1.3 Board Meeting

The Company has notified a schedule of the Board meeting in advance and the Notice of the Annual General Meeting of shareholders and supporting documents for the meeting will be submitted to the Board at least 7 days before the meeting. This allows the directors to allocate time to attend every meeting, the number of meetings and the agendas are appropriate and support the Board of Directors performing their duties effectively. In addition, Directors receive meeting documents in advance and have time to study the information sufficiently for their decision-making. Moreover, the atmosphere of the board meeting allows for constructive opinions. However, directors who have interests in any agenda do not allow to participate in a decision-making.

### 1.1.4 Responsibilities of the Board

The Board of Directors has given importance and sufficient time to perform the duties of the Board of Directors including knowledge ability and experience from various fields at the same time, the Board of Directors also serves to appoint, remove and delegate various authorities and duties to sub-committees. the Board of Directors and the Executive Committee appropriate to the abilities of each committee for the operation of the Company effective. It complies with the principles of Good Corporate Governance and is in compliance with the laws set forth.

### 1.1.5 Relationship with the Management

The Directors can discuss with the Managing Director is straightforward and has a good relationship with Management which the Board does not intervene in the Management's duty performance.

### 1.1.6 The Board and Executive Self-Development

The Directors understand the roles, duties and responsibilities of being a director understand the business of enough company which will help practice the duties of directors are efficient. All committees have training in order to understand the performance of their duties as Directors. The Board of Directors has also developed a



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succession plan to keep the responsibilities of the Top-executives of the Company constantly.

### 1.2 The Process for Evaluating the Performance of the Board of Directors

The Company shall arrange the performance evaluation of the Board of Directors annually to evaluate the previous year operation. The Company Secretary will send an evaluation form to the members of the Board of Directors annually for the Board and individual assessments. After each Board's member has successfully completed the evaluation, the Board of Directors will approve and review the evaluation form to verify its accuracy and completeness. Then, the performance assessment form will be submitted to the Company's Secretary. The Secretary will collect a summary of the assessment and submit it to the Nomination and Remuneration Committee's meeting before reporting the assessment results and recommendations received from the evaluation to the Board of Directors to acknowledge and discuss for the improvement on the effectiveness of the Board's operation in the year.

## 2. Self-assessments of the Sub-Committees

### 2.1 Criteria for evaluating the Sub-Committees' performance

The Board of Directors shall assess the performance of sub-committees annually such as the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Corporate Governance and Sustainability Committee by evaluating as entire committees. The evaluation is the same as the one used of evaluate the Directors to the entire Board for the purpose of using as the framework for the performance evaluation during the past year which will be used to resolve and increase the efficiency in working. The evaluation will be submitted to the Board of Directors for acknowledgment.

### 2.2 The process for evaluating the Sub-Committees' performance

The Company has evaluated the performance of each of the Directors annually to analyze the previous year's operation. The Company Secretary will distribute the evaluation form to the sub-committees to evaluate the performance of each subcommittee and present it to the Board of Directors for its consideration.

## 3. Self-assessments of the individual of the Board of Directors

### 3.1 Criteria for Evaluating the Performance of Individual directors

3.1.1 The responsibilities for one's own decisions and actions.

3.2.2 The efficient performance of duties, equal treatment of stakeholders.



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3.2.3 The fairness and transparency in examinable operations, information disclosure and ethics/ business ethics.

3.4.3 Disclosure of information, including business ethics and Code of Conduct.

### 3.2 The Process for Evaluating the Performance of Individual Committees

The Company shall arrange the individual performance evaluation annually to evaluate the previous year's operation. The Company Secretary will be sending an evaluation form to the Board of Directors annually for the Board and individual assessments. Then, the evaluation result will be proposed and discussed at the Board's meeting. In addition, recommendations of the Board's assessment result. The Company will use them to improve the effectiveness of the Board's performance for maximum benefits in Corporate Governance.

## 4. Performance Evaluation of the Chairman of the Executive Committee (CEO)

### 4.1 Criteria for Evaluating the Performance of the Chairman of the Executive Committee

The Board of Directors shall evaluate the performance of the Chairman of the Executive Committee (CEO) at least once a year on relevant topics based on the assessment guideline provided by the Stock Exchange of Thailand (SET) as followed:

- 4.1.1 Leadership
- 4.1.2 Strategy set up
- 4.1.3 Strategy implementation
- 4.1.4 Financial planning and performance
- 4.1.5 Relationship with the Board of Directors
- 4.1.6 Relationship with outsiders
- 4.1.7 Operational management and relationship with employees
- 4.1.8 Succession plan
- 4.1.9 Knowledge on product and service
- 4.1.10 Risk management and internal control
- 4.1.11 Corporate Governance
- 4.1.12 Personal characteristics

### 4.2 The process for evaluating the performance of the Chairman of the Executive Committee

The Company arranges for the performance assessment of the Chairman of the Executive Committee (CEO) annually to assess the performance in the past year. The Company Secretary will deliver the assessment form to independent director of the Company



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or all non-executive directors to perform performance evaluations and bring the assessment results to discuss at the Board meeting for further consideration.

### **5.7.2 Assessment of the Expertise and Experiences of the Board of Directors**

For the approaches in nominating and selecting directors appropriate and in line with the Company's strategy and business operations, the Nomination and Remuneration Committee has considered and determined the required qualifications in the committee, namely, knowledgeable directors with economical management expertise or experiences, directors with expertise or experiences in finance and accounting, and knowledgeable directors with expertise or experiences in other areas beneficial for the sustainable development of the Company. Therefore, the Nomination and Remuneration Committee reviews the Board Skill Matrix at least once a year to consider the development plan for the directors suitable and in line with the direction of the Company's operation.

### **5.8 Orientation for New Director and Director Training**

The newly appointed director shall receive a proper training with the Chairman of the Board of Directors and the Company Secretary. Topics of the new director orientation include the Company's business details; the organization's culture and structure; policies and internal control; scope of duties and responsibilities of the Board and sub-committees; compliance with laws; the Company's Memorandum of Association and Articles of Association; minutes of the Board meeting in the past 1 year; the Director's manual: a framework for Board governance by The Stock Exchange; the Company's Corporate Governance and business ethics policy; laws relating to The Company's business; rules and regulations of the Company; training programs for directors; other information relating to the Company's business operation, etc.

To prepare the directors to perform their duties, the Company establishes a Board Orientation Guideline by presenting documents and information which are useful to the duty, such as the annual report (Form 56-1 One Report). The Company has prepared the information and proceeded as follows:

#### **5.8.1 Information about inviting new directors to take positions**

- Company history and the nature of the Company's business
- Company group structure, organizational structure, structure of major shareholders and directors.
- Directors' remuneration and benefits.
- Financial status and operating results for at least 3 years.
- Responsibilities of the board according to relevant laws.

#### **5.8.2 Information for orientation when being appointed as a director from the shareholders' meeting.**





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- Matters that must comply with the law.
- Memorandum and the regulations of the Company.
- Scope of duties and responsibilities of the Board of Directors and sub-committees.
- Board meeting minutes and meeting schedule.
- Corporate Governance Manual and Code of Conduct Manual
- Anti-Corruption Policy
- Policy on the use of internal information of the Company
- Risk Management Manual
- Internal Control Policy
- Connected Transaction Policy
- Measures for complaints and clues and countermeasures protection measures and mitigate damage to the reporter complainants or those who cooperate in reporting violations or violations of the Code.
- Policy of Gift Giving and Receiving, entertainment or alimony
- Legal Dispute
- Conflict of Interest Policy
- Human rights and treatment for employee policy

### 5.9 Board of Directors, Executives and Employees development

#### 5.9.1 Board of Directors and Executive development

The Company should have a policy to support and promote continuous development of knowledge for Boards and Executives. The Company secretary shall be the coordinator in sourcing relevant courses for the Boards, facilitating their participation in seminars, training programs, and knowledge exchange related to their duties as Boards. This includes promoting board members' participation in training sessions and seminars to continuously develop knowledge relevant to their duties, organized by institutions such as the Thai Institute of Directors (IOD), the Stock Exchange of Thailand, and other leading institutions both domestically and internationally, including in-house training and seminar activities within the Company.

The Company has defined the roles and responsibilities of the Board of Directors and Executives in attending training sessions as follows:

1. The Board of Directors shall promote and facilitate training and knowledge dissemination to stakeholders in the Company's corporate governance system, such as executives, auditors, compensation committee, risk management committee, corporate secretaries, and management, to continuously improve operational practices.



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2. The Board of Directors should delegate the Company Secretary to prepare orientation documents for newly appointed Boards, providing them with sufficient information about the Company's regulations and business-related information before assuming their duties. Board members will also receive continuous training and knowledge development to help them effectively oversee the Company's operations.
3. The Board of Directors should mandate the chairman of the Boards to regularly report on the development plan and succession plan. This ensures that the CEO, Managing Director, and executives have a continuous succession plan in place in case they are unable to perform their duties.
4. The Board of Directors should organize management development programs with the chairman of the Board reporting annually on the progress made during the year and jointly reviewing the succession plan.

### 5.9.2 Employees development

The Company should focus on employee development by providing continuous training in skills enhancement, capability development, and learning at all levels of employees. This is a crucial factor for the stable and robust growth of the business. This training and development policy aligns with the nature of the business and the Company's department, which have direct responsibility and aligns with external consultancy advice.

The Company mandates that employees at all levels must undergo training according to the specified courses, ensuring that all employees complete 100 percent of the required training to raise awareness of its importance and to build knowledge and understanding so they can perform their tasks correctly and comprehensively. The core training courses designated by the company for all employees include:

1. Basic knowledge for new employees - for new employees.
2. Knowledge for Branch Managers - for Branch Managers.
3. Excellent Services
4. Leadership and Team work management
5. Safety, occupational health and Fire prevention
6. Risk Management
7. Human Rights Policy and Labor Practices
8. Code of Conduct
9. Environment Sustainability



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### Part 5 Policies and Practices Related to Good Corporate Governance

#### 5.1 Policies and Practices Related to Directors, Shareholders and Stakeholders

##### 5.1.1 The Equitable Treatment of Shareholders

The Company should be aware of and prioritize the equal rights of all shareholders, without taking any action that violates or restricts their access to the company's information. Channels for communication with shareholders/investors should be increased through the Company's investor relations department, which includes personnel specializing in investor relations and communication. Information dissemination, including documents related to shareholders' rights, should be made available on the Company's website to facilitate shareholder access to information.

Moreover, the Company must prepare annual ordinary shareholder meeting invitations and presentation materials in both Thai and English to facilitate convenience for international shareholders, ensuring equal access to information for all shareholders.

##### 5.1.2 Facilitating and Encouraging the Shareholders on the Annual General Meeting of shareholders.

The Board of Directors must prioritize the rights of shareholders and include in the corporate governance principles a provision for the company to ensure that both ordinary shareholders and institutional shareholders receive equal rights as shareholders. The Board of Directors must be committed to protecting the rights and interests of all shareholder groups and support them in exercising their rights fairly. Therefore, the Company must establish a policy to facilitate and promote the participation of shareholders and institutional shareholders in ordinary shareholder meetings to ensure that event organization meets governance standards.

##### 1. Facilitating and encouraging shareholders before the Annual General Meeting of shareholders

- Right to Propose the Agenda of the Annual General Meeting of Shareholders and to Nominate a Person to be Elected as the Company's Director and the Right to Submit Questions for the Shareholders' Meeting in advance.

1.1 The Company prepared and sent an invitation letter for the Annual General Meeting of Shareholders and a meeting invitation document in order for the shareholders to acknowledge the date, time, venue and agenda of the meeting. This includes all information related to matters that have to be decided in voting at the meeting to the shareholders for acknowledgement along with the Annual Report Thai and English published on the Company's website for not less than 30 days in advance. The meeting invitation letter was sent by post to the shareholders together with the annual report in QR Code format 25 days in advance of the meeting date so that the shareholders can



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have enough time to study the information and the Company has clearly defined the agenda with the approval of shareholders on each agenda separated, such as the allocation of shares to directors and employees (ESOP), related transactions Acquisition or disposal of assets.

- 1.2 The Company provides a channel for individual shareholders to be able to present matters or agenda for consideration in filling the agenda and nominate qualified persons suitable for being elected as an individual director 3 months in advance by publishing the criteria, process, operational procedures, and documents for exercising the mentioned right on the Company's
- 1.3 In the event that shareholders are incapable of attending the AGM by themselves, the Company provides an opportunity for shareholders to appoint a proxy to Independent Directors or attendees to attend the meeting instead of themselves. The Company recommends a proxy form B sent with the invitation letter including the proposal of at least 1 Independent Director to be a shareholder's representative.
- 1.4 The Company shall not add agenda items or make significant changes to important information without prior notification to shareholders.
- 1.5 The Company shall prepare separate voting ballots for each agenda item to facilitate the voting process. After the completion of voting, the votes shall be combined with those cast in the proxy forms to determine the total votes, which shall be announced immediately on the meeting day.
- 1.6 In the case of holding ordinary shareholder meetings via electronic means (E-AGM), the Company shall allocate 1 minute for each agenda item for shareholders to consider and cast their votes accurately. The aggregated votes shall be combined with those cast in the proxy forms previously provided by the Company to shareholders upon notification.

### **2. Facilitating and encouraging shareholders on the Annual General Meeting of Shareholders**

- **Right to Receive Information about the Annual General Meeting of Shareholders**

The Annual General Meeting of Shareholders (AGM) is set to be held annually within 4 months from the end of the fiscal year of the Company. However, if there is an urgent requirement for a special agenda consideration that impacts or is related to the interests of shareholders it requires approval from shareholders. The Board of Directors can call an Extraordinary General Meeting of Shareholders on a case basis. To organize the AGM, the Company follows the AGM Checklist set by the Thai Investors Association.

- 2.1 The Board of Directors must organize the Annual General Meeting of shareholders on the specified date and time, with venues designated in Bangkok and its vicinity to

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facilitate shareholders' attendance. In the case of an electronic meeting (E-AGM), it must comply with the Company's Article of Association, relevant laws, and adhere to the principles of the Shareholder Meeting Quality Assessment (AGM Checklist) and good corporate governance standards according to the Securities and Exchange Commission (SEC) guidelines.

- 2.2 To ensure the efficient conduct of the meeting, the Company must utilize barcode technology for the registration process, vote counting, and displaying voting results to ensure speed and accuracy. Additionally, the Company must allow shareholders to register at least 2 hours before the meeting.
- 2.3 The Board of Directors, the Sub-Committees, and the Chairman of the Board together with the top executives, auditors, and representatives who are legal advisors and inspectors attend the Annual General Meeting of Shareholders in unison. The representatives from the Thai Investors Association and volunteer representatives for controlling shareholders attend for observation to ensure that the meeting proceeds correctly and transparently in accordance with the laws and Articles of Association of the Company.
- 2.4 Before entering the meeting agenda, the Chairman of the Board assigned the Company's secretary, as the secretary of the meeting to inform the number and proportion of shareholders attending the meeting both in person and appointed a proxy to the meeting such as the meeting opening and voting as well as the procedure of vote counting on each agenda from shareholders as the Company's Articles of Association. The shareholders are given the opportunity to express their opinions and ask questions on various occasions independently before voting on each agenda. The voting results are announced for agreeing, disagreeing, abstaining and the number of invalid ballots in each agenda for the meeting to acknowledge.
- 2.5 The Company specifies the interests of the directors in the invitation letter. At the meeting, if directors have interests or are involved in a considering agenda, the chairman of the meeting and/or the Company Secretary will notify attendees for acknowledgment before consideration. The directors who have the interests shall not attend on those agendas.
- 2.6 The Company provides an opportunity to shareholders to serve as an inspector or scrutineer on the vote counting to show transparency including receiving questions about the process and procedure of election from shareholders.
- 2.7 The Company engages shareholders to maintain the rights of their benefit at the meeting by questioning, giving opinions, suggesting and voting on crucial agendas that might impact the Company including directors' appointment or discharge, independent

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director proposal, accounting auditor appointment and remuneration approval, dividend management, cost increase or decrease, specification or adaptation on the Company's Articles of Association, the Memorandum of Association and special program approval, etc.

- 2.8 The Company projects its important information on the screen at the meeting as well as providing the Investor Relations to welcome and answer questions from shareholders. At the meeting, video broadcast and the important information are recorded and disclosed on the Company's website on the next day.

### **3. Facilitating and encouraging shareholders after the Annual General Meeting of Shareholders.**

- 3.1 The Company must prepare an effective shareholder meeting report in both Thai and English, covering important details on various topics such as notifying shareholders of the voting process beforehand, recording questions and answers allowing shareholders to inquire clearly during each agenda item at the meeting, along with recording the votes for, against, and abstained for each voting item, and listing the names of attending directors. Shareholders and the general public must be informed through the Stock Exchange of Thailand's disclosure channel and the company's website within 14 days after the ordinary shareholder meeting, in accordance with the Stock Exchange's regulations.
- 3.2 The Company publicly discloses the resolution of the shareholders' meeting including the score by notifying the Stock Exchange of Thailand (SET) within the meeting day and also discloses on the Company's website.
- 3.3 The Company records a video and audio broadcast of the meeting and discloses records a video and audio broadcast of the meeting and discloses retrospectively for transparency by publicizing the meeting broadcast as a videocast on the Company's website on the next business day.
- 3.4 The Company arranges the quality evaluation of the shareholders' meeting through the shareholder evaluation form to develop the meeting to be more effective with transparency, and the shareholders' benefit.

#### **5.1.3 Independence and Diversity Policy of the Board of directors**

The Company strives to maintain the independence of the corporate governance structure to be a model of corporate governance for the Company and to create the utmost confidence to all stakeholders of the Company for being assured that the management and business operations of the Company will be transparent and auditable. The emphasis is put on the maximum efficiency. The Board of Directors consists of independent directors for more than half of the total number of



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directors having the chairman of the board as an independent director. Moreover, the Company's human right policy covers all stakeholders of the Company and the Board. The value and respect are paid on human rights by treating people or any group of people with equality in which ever gender, race, religion, social status, and political attitude. Thus, the directors are not selected or discriminated on human right policy (following the Remark) and consist of an appropriate number of female directors as reported in the following Independent and Diversity Assessment Report of Directors as follows:

### Progress Report on Variety of the Directors as Goals and Indicators of 2023

Regarded Matter	Goals and Indicators	Progress	
		Yes	ไม่ใช่
<b>Chairman of the Board and Chairman of the Executive Committee</b>	Chairman of the Board must be independent.	✓	Chairman of the Board And Chairman of the Executive Committee
	The Chairman of the Board is not the same person as the Chairman of the Executive Committee.	✓	
	Clear separation of the role and duties of the positions	✓	
Regarded Matter	Goals and Indicators	Progress	
		Ratio (person)	คิดเป็น (ร้อยละ)
<b>Number of the Board of Directors</b>	At least 5 directors and no more than 12, depending on scale, type and complexity of business	7	Number of the Board of Directors
<b>Non-Executive director per All directors</b>	At least two-third of number of all directors of the Company	5 : 7	Non-Executive director per All directors
<b>Independent directors per all directors</b>	More than half or 50 percent of number of all directors of the Company	4 : 7	Independent directors per All directors
<b>Female directors per all directors</b>	At least 2 directors or 30 percent of all directors	3 : 7	Female directors per All directors

The Board of Directors shall diverse skills (Board Diversity) with skills consistent with the Company's business strategy such as skills and knowledge on loan business; financial, banking or insurance, to enhance directors to apply such skills and knowledge to develop strategy and long-term business plans of the Company to be effective on the process at most through the preparation of knowledge tables Expertise (Board Skills Matrix) and there is a wide variety of educational background, experience, without limiting any other differences. The Company requiring at least 1 Non-Executive Director is qualified for financial industry to be beneficial for operation and to freely comment on business strategy of the Company.

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The Company should set the board skills matrix for the board of directors to be used to improve the operational efficiency of the company in all aspects according to the following requirements as follows:

1. Accounting Banking
2. Management and Strategic
3. Human Resources Management
4. Information Technology development
5. Loans Insurance
6. Risk Management

### 5.1.4 Policy in Reporting the Interests of the Directors and Executives

Criteria and methods for reporting the interests of the Directors and Executives

#### 1. Purpose

The Securities and Exchange Act (No. 4) B.E. 2551 (2008) stipulates that directors and executives must perform their duties in the Company's operation with responsibilities, caution, and honesty. The decision must be made without interest whether directly or indirectly in the matter of decision-making as well as refraining from doing anything that is significantly contrary to or inconsistent with the Company's interests.

Section 89/14 of The Securities and Exchange Act. (No. 4) B.E.2008 stipulates that the directors and executives have the duty to report their interests and those of related persons to the Company and Section 89/16 of the Securities Act stipulates that the Company secretary is responsible for submitting the copy of the report on interests to the Chairman of the Board and the Chairman of the Audit Committee within 7 working days from the date the Company received the report. According to the notification of the Capital Market Supervisory Board, the Board of Directors has been assigned to determine the rules and methods for reporting such interests. This was effective from 1st July, 2009.

In addition, there are other relevant laws such as the Public Companies Act B.E. 2535 (1992) requiring directors to report their interests in any contract with the Company and notify the Company of their shareholding or debentures in the Company and the affiliates.

Therefore, in order to comply with relevant laws, Muangthai Capital Public Company Limited ("the Company") has established this rule along with the reporting form to determine how to report interests and provide the Company with the necessary information to follow up and oversee the interests as well as reporting possible conflicts of interest of the Board of Directors and executives of the Company. This will help the Company's directors and executives perform their duties in accordance with the laws and prevent conflicts of interest.



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### **2. Persons who have the duty to report their interests to the Company**

The Securities Act stipulates that the Company's directors and executives are obligated to report their interests to the Company. The executive means the managers or the first four executive positions after the manager, persons holding an equivalent position with every four executive position and shall include persons holding management positions in accounting or finance or equivalent according to the definition of executives of the Capital Market Supervisory Board.

### **3. Interests and background information required to be disclosed in the report**

The directors and executives must disclose their own interests and those involved when agreeing to enter into any transaction with the Company and the affiliates.

In this regard, agreeing to enter into a transaction means entering into or agreeing to enter into any contract or agreement, either directly or indirectly, to cause the acquisition or disposition of assets, renting or leasing assets using or receiving services, giving or receiving financial assistance as well as providing professional services.

However, the directors and executives possibly consider not submitting a report on their interest if such transaction is insignificant to decision-making and the value of the transaction does not exceed 0.03 percent of the Company's net tangible assets or 20 million baht per year whichever is lower and in case of professional service transactions by independent directors with the value not exceeding 2 million baht per year.

In addition, the names of directors and executives must be disclosed in order for the Company to have information to support compliance with the regulations on connected transactions possibly causing conflicts of interest and possibly leading to the transfer of interests of the Company and the affiliates.

### **4. Methods and deadline for reporting**

- 1) Newly appointed directors or executives must prepare a report on their interests and background information using the report on interest and profile of directors and executives (Form 89/14) to submit to the Company Secretary within 7 working days from the date of appointment. The Company Secretary will facilitate the preparation of basic information. When there is a new transaction of interest or any change in historical data during the year, the report on changes in interest and profile of directors and executives (Form 89/14-1) shall be used and submitted to the Company Secretary within 3 working days from the date of transaction or information change.
- 2) After having received the report as in 4.1, the Company secretary shall make a copy of the report to the Chairman of the Board, Chairman of the Audit Committee and



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Chief Executive Officer within 7 working days from the date the Company received the report and report to the Board of Directors in the next meeting every quarter.

- 3) At the end of each year, the Company Secretary shall prepare the report Form 89/14 to be submitted to the Board of Directors and the executives to confirm the accuracy of the information for disclosure in the Company's annual information disclosure form and annual report.

### **Measures for Connected Transaction or Related-Party Transactions Approval**

The Company has given importance to the prevention of conflicts of interest arising from connected transactions or related-party transactions. In the approval process, the Company carefully consider in conflict of interest, honesty, fairness and independence under the moral ethics and principles of good corporate governance. To ensure that the process is honestly, the transaction must approve by the Board of Directors to prevent the conflicts of interest. Therefore, the Company has set the practices for the approval of connected transaction or related-party transactions of the Board of Directors as follow;

1. Each director must disclose an information or transactions that might lead to conflict of interests or connected transaction or related-party transactions as required by The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET)
2. Directors with related interest are prohibited from participating in approval process. In case the connected transactions have been conducted, the Audit Committee shall participate in giving opinion in accordance with the principles of good corporate governance and the regulations of The Stock Exchange of Thailand (SET)
3. To provide or invest in business that Director that interest must approved by the Board of Directors without attendance of such Director. To prevent conflict of interests, pricing and terms and conditions must be determined in accordance with the company normal trading and as same as the treatment that given to general customers. In 2022, the Audit Committee reported the audit results of connected transactions that occurred during the year to the Board of Directors together with the quarterly financial statements and annual financial statements.

### **5.1.5 Remuneration for Directors and Executives**

The Company has set the remuneration policy for directors and executives in correspondence with the strategy and short-term goals (salary, annual bonus and welfare), experience, scope of duties and responsibilities at a competitive level. The Company has set remuneration for directors and executives at an appropriate level. The rate is sufficient for treating directors and executives equally without excessive remuneration. It is at a level



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comparable to the Company in the same industry. The remuneration of directors has to be approved on the AGM. As for the remuneration of executives, it will be in accordance with the principles and policies set by the Board of Directors considering the duties, responsibilities and performance of each executive together with the consideration of the Company's operational performance. (There is no other form of remuneration, whether monetary or non-monetary.)

### **Composition of Remuneration**

The Company has set the remuneration for directors and executives dividing into 3 parts;

1. Monthly remuneration, according to duties and responsibilities of the Board of Directors or sub-committees
2. Meeting allowance, the remuneration of meeting attendance per time for Non-Executive Directors
3. Annual bonus, regarding to the Company's profit and number of dividends from the shareholders

**Criteria of Director Remuneration Consideration** consisting as follows:

1. The remuneration of executive directly modifies to the Company's performance result.
2. The evaluation of operation is based on key performance indicators (KPIs) including financial, sustain and other indicators; experiences, duties, scope of roles and responsibilities.
3. Roles, duties and responsibility of the directors and sub-committee directors.

### **Form of Remuneration for Company's Directors and Executives**

Position	Types of Remunerations				
	Salary	Meeting Allowance (Per Time)	Annual Bonus	Benefit	
				Insurance	Insurance
The Board of Directors	✓	✓	✓	-	-
CEO	✓	-	✓	-	-
Top Executive	✓	-	✓	✓	✓

*\*\*Remark: The Company has no other forms of remuneration for directors and executives in both monetary and non-monetary.*



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### **Purpose of Remuneration Payment**

1. To motivate and attract directors and executives who are capable of and have specialized knowledge on performance of the position.
2. To satisfy directors and executives for performance and to be remunerated as performing their duties and responsibilities of the position effectively. This is to retain directors and executives and to create loyalty to the Company.
3. To create stability and safety for all executives for an effective performance.

### **5.1.6 Dividend Payment Policy**

The dividend payment is in accordance with Category 6 Article 47-50 of the Company's Articles of Association which prohibits the Company in paying dividends from other types of money apart from profits. In the case that the Company still has accumulated losses, it is forbidden to pay dividends. The payment of dividends shall be distributed according to the number of shares, each share equally. The payment of dividends must be approved by the shareholders' meeting. However, the Board of Directors may pay interim dividends to shareholders from time to time when the Company was profitable enough. After paying dividends, the shareholders' meeting shall be reported acknowledgment in the next meeting.

The Company has the policy of dividend payment at the rate of not exceeding 50 percent of the net profit from the separate financial statements of the Company and subsidiaries each year after corporate income tax deduction and the allocation of legal reserves and accumulated losses carried forward (if any). However, the dividend payment is subject to change depending on the business expansion plan, liquidity, the need for working capital to manage the business, and the Company's business expansion including the economic conditions and other suitability in the future.

The dividend payment policy has been revealed on the Company's website in the "Shareholder Information" section to ensure transparency and fairness to the Company's stakeholders, especially to individual shareholders and financial institutes that invest in ordinary shares of the Company in the decision for investment.



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### 5.1.7 Policy and Guidelines for the Practices Towards Regulatory Agencies

The Company performs the business operation under a personal loan business license and a micro loan business license under the supervision of The Bank of Thailand. Therefore, the Company is obliged to operate the business in accordance with the supervision guidelines for business operators under the license. This includes fair Market Conduct and reporting of information to relevant regulators in a correct, transparent and timely manner.

The Company should be aware of the importance of complying with the law. Regulations related to business Local, national and regional levels Including compliance with international business ethics by requiring that directors, executives, and employees of the group of companies must conduct themselves within the framework of laws, rules, and regulations and must not be involved in, assist, or do anything that violates or violates laws, regulations, and other related regulations.

### 5.1.8 Social, Environment and Stakeholder Responsibility Policy

The Company operates its business under the framework of good governance. It is transparent and verifiable. with a commitment to business development while creating a balanced economy society and the environment. The Company is determined to maintain itself as a good corporate citizen for sustainable business operations and able to manage the business to grow steadily and is accepted in society Based on ethics and good corporate governance principles as well as to generate effective returns for shareholders, considering the impact of business operations on those involved with the Company in all aspects from the fact that the company Be aware of social and environmental responsibility.

In addition, The Company has published the policies and performance of Social, Environment and Stakeholder Responsibility Policy. The Company has collection of all CSR project on the Company website and the Company annual report (56-1 One Report).

### 5.1.9 Participation in social deployment policy

Promoting and developing society plays a crucial role in conducting business in today's world because the changes that occur affect the deterioration of societal conditions. Therefore, companies consider their role in social responsibility to be important. This is one of the reasons why companies focus on and participate in developing society to make it better. The emphasis is on advancing society by actively engaging in sustainable development initiatives that aim to enhance the progress of individuals within the community. Companies strategize sustainable development efforts focusing on the social dimension, aiming to strengthen communities and integrate them into society. Companies conduct community development projects annually to contribute to the progress of communities.

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Furthermore, companies should disclose policies and performance regarding community engagement and development by compiling all related projects on their website.

### Compliance and Monitoring

The Company must implement performance tracking and report on the results of its policies regarding directors, shareholders, and stakeholders, including the imposition of penalties for those who do not comply with these policies. This is to instill confidence in all stakeholders, including employees and shareholders, that the company has clear measures and standards in place for the conduct of directors, executives, and staff. This information should be communicated to the Board of Directors at their regular annual meetings.

### 5.2 Anti-Corruption Policy

The Company realizes that corruption has a negative effect and is an obstacle to the country's social and economic development. It's a bad business practice causing unfair business which will negatively affect the reputation of the Company both in terms of business ethics competitiveness and is not universally accepted as well as making shareholders, investors and all stakeholders lack of confidence in the organization, the Company therefore regards it as an important principle in doing business to not support businesses, groups of people, or persons involved in pursuing undesirable benefits, whether directly or indirectly from the abuse of authority and ready to cooperate with the government, the private sector, the media and international organizations to demonstrate our commitment to fight against all forms of corruption. The Board of Directors has resolved to approve the Company's anti-corruption policy and measures. using the guidelines of official agencies Including the "Coalition of Thailand's Private Sector Collective Action against Corruption" whereby the company has set guidelines, set guidelines and operates with transparency to be regarded as clear guidelines for conducting business, which all directors, executives and employees must strictly adhere to as follows:

1. The Company prohibits directors, executives and employees of the Company to solicit, act or accept any form of corruption, directly or indirectly, whether monetary or non-monetary to government agencies or private entities or business partners with whom the Company operates or is in contact with. This is for the benefit of the organization, self, family, friends and acquaintances or for the benefit of business. This covers all businesses and all related departments of the Company and to regularly review the implementation of this anti-corruption policy and measure as well as reviewing practices and operating requirements. This is for complying with changes in business, rules, regulations and legal requirements. The violation of any action that supports and helps or cooperating with corruption will be considered punishable according to the Company's regulations.

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2. The Company does not cooperate or support any activities, persons or organizations that violate the law related to corruption or a threat to society.
3. Do not perform any behavior that shows that it is accepting bribes or giving bribes to stakeholders in the matter that they are responsible for, both directly and indirectly to obtain benefits in a wrongful way.

The Board of Directors should establish a comprehensive policy and measures to combat corruption and collusion, in order to ensure confidence that the Company's operations comply with relevant laws related to anti-corruption. This includes communicating this policy to the Board of Directors, executives, and employees at all levels, as well as relevant external parties, and promoting it as a culture and value within the Company. Additionally, the Board of Directors should review and reassess the anti-corruption policy and measures annually to ensure they align with changes in the business environment, regulations, and legal requirements.

The Company should prioritize the prevention of corruption by establishing guidelines related to anti-corruption in its business ethics. On October 18<sup>th</sup>, 2019, the Company received certification from the Thai Private Sector Collective Action Coalition against Corruption. The Board of Directors announced the adoption of this policy to be followed by all directors, executives, and employees. This policy was communicated internally through newsletters and detailed in the Company's governance manual. It was also included in the training curriculum for new employees to raise awareness about anti-corruption efforts.

The Company prohibits directors, executives, and employees from soliciting, engaging in, or accepting any form of corruption, whether directly or indirectly, monetary or non-monetary, from government agencies, private entities, or business partners. This prohibition applies to all business units and affiliated organizations of the Company. Regular monitoring and review of compliance with anti-corruption policies and measures are conducted to ensure alignment with changes in business, regulations, and legal requirements.

### **Whistleblower Protection Measures**

Muangthai Capital Public Company Limited has established channels for complaints or whistleblowing regarding legal or ethical violations, anti-corruption policies, or behaviors that may constitute corruption or misconduct within the organization, including employees, management, and stakeholders. Additionally, there are mechanisms in place to protect whistleblowers and ensure confidentiality in handling complaint data to instill confidence in the reporting parties.



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### **Complaint Reporting Practices and Whistleblower Protection Mechanisms**

#### **1. Objectives**

- 1.1 To promote ethical, transparent, fair, and accountable business conduct among managers and employees in alignment with the principles of good corporate governance and the company's ethics. The Company expects everyone to report honestly any actions that violate or are suspected to violate the aforementioned principles for the Company to acknowledge. The Company will then rectify, adjust, or take appropriate actions to ensure compliance, transparency, fairness, and legality according to the Securities and Exchange Commission and the Stock Exchange of Thailand's regulations, which protect honest information providers and are principles the Company follows.
- 1.2 To ensure that supervisors and human resources personnel of Muangthai Capital Public Company Limited (Public) properly oversee, advise, and monitor the behavior, conduct, and actions of employees. Whistleblowers will be protected if their actions are undertaken with sincere integrity.

#### **2. Scope of Whistleblowing or Complaints**

If anyone has a clue about the wrongdoing which meets the conditions in the following matters:

- 2.1 Illegal acts against Policy/Principles of Corporate Governance or business ethics.
- 2.2 Behavior that may lead to corruption or misconduct to seek unlawful benefits for oneself and or others such as corruption, embezzlement, fraud, etc.
- 2.3 Violation of rules, regulations, Company's Article of Association.
- 2.4 Exposure to unfairness in the performance of work or found a defective internal control system of the Company until it is suspected that it may be a channel for corruption or cause to suspect that it may be a channel for corruption or make the Company lose benefit.

The Company provides avenues for employees and stakeholders to express their opinions freely, including reporting misconduct. This is to facilitate continuous improvement in management systems. Employees and stakeholders are encouraged to voice their opinions through various channels. Complaints can be submitted directly to the independent committee via email or by sending a complaint letter through the designated complaint channels as follows:

1. Send the letter by email  
E-mail: [whistleblower@muangthaicap.com](mailto:whistleblower@muangthaicap.com)
2. Send the letter by postage  
Mrs. Kongkaew Piamduaytham  
Chairman of Audit Committee  
Muangthai Capital Public Company Limited

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3. Telephone to the whistleblowing receiving department  
+66 81-751-1587
4. The use of personal information without consent from the owners, a whistleblower can send the complaints to the Data Protection Officer (DPO) via  
E-mail: [DPO@muangthaicap.com](mailto:DPO@muangthaicap.com)

### 3. Conditions and Considerations for Whistleblowing or Complaints:

- 3.1 Information received will be kept confidential, and the identity of the complainant will not be disclosed to the public without consent.
- 3.2 Details of the complaint must be truthful, clear, and sufficient to allow investigation of the facts.
- 3.3 Response time to the complainant should not exceed 3 days after receiving the complaint.
- 3.4 The time frame for processing complaints depends on the complexity of the issue, the adequacy of the documentation and evidence provided by the complainant, as well as the respondent's explanations, but should not exceed 30 business days.
- 3.5 Whistleblowers and complainants will be protected regardless of whether they are employees or external individuals.
- 3.6 Persons responsible for handling complaints and those involved in the investigation process must keep relevant information confidential and disclose only as necessary, considering the safety and potential harm to the complainant or cooperating individuals, the sources of information, or related individuals.

### 4. Measures to Protect Whistleblowers or Complainants and Confidentiality

- 4.1 The Company will collect information and identity of the whistleblower or the complainant confidential.
- 4.2 The Company will disclose information as necessary considering safety and the damage of the reporting person. The source of the information or the person involved in the damage will be mitigated through appropriate and fair procedures.
- 4.3 The Company will not treat unfairly to the whistleblower who complains whether by changing job position, job description, workplace, suspending work, intimidating, interfering with work, laying off employment, or doing any other act that is unfair to the whistleblower or those who cooperate in the investigation of facts.
- 4.4 In case of complaints or those who cooperate in the investigation of facts can request the Company to determine appropriate protection measures or the Company may impose



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protection measures by the complainant or the person who cooperates in the investigation of facts without request if it is prone to damage or insecurity.

### **Compliance and Monitoring**

The Audit Committee has arranged for the monitoring of performance related to conflicts of interest and reports the results to the Board of Directors for acknowledgment.

### **5.3 Conflict of Interest Policy**

The Company must prioritize conducting business ethically, transparently, and with accountability. Therefore, it is crucial to consider potential conflicts of interest, related or interconnected transactions, or transactions between parties. The board of directors should establish policies regarding conflict of interest prevention based on the principle that any decision in conducting business activities must be made for the maximum benefit of the Company and shareholders as a whole. They should avoid actions that could lead to conflicts of interest and require those involved or affected by the transactions under consideration to inform the Company of their relationships or interests in those transactions. They must refrain from participating in decision-making processes or approving such transactions.

The Board of Directors must thoroughly evaluate potential conflicts of interest. Clear guidelines should be established for considering transactions that may involve conflicts of interest, always with the Company's and shareholders' best interests in mind. The policy should prohibit directors, executives, employees, and those associated with various individuals from seeking personal benefits conflicting with the company's interests. They should also avoid actions that could cause conflicts of interest, and those involved or related to the transactions under consideration must inform the company of their relationships or interests in those transactions. These individuals should not be involved in any decision-making processes related to such transactions.

The Audit Committee must present to the Board of Directors matters related transactions and transactions with potential conflicts of interest. Thorough consideration should be given, and the company should comply strictly with the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand concerning the pricing and conditions of transactions involving individuals with potential conflicts of interest as if they were transactions with external parties.

The Company must ensure that directors and executives report their securities holdings in the company, as well as those of their spouses and underage children, to the Securities and Exchange



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Commission according to Section 59 and the penalties prescribed in the Securities and Exchange Act B.E. 2535 (1992) Annual Registration Statements/Annual Report (56-1 One Report).

Furthermore, the Company should establish policies and practices regarding conflicts of interest and disclose them in the Company's code of conduct for the guidance of the Board of Directors and executives.

### Compliance and Monitoring

The Audit Committee has arranged for monitoring of performance in the area of conflict of interest and reporting the results to the Board of Directors for acknowledgment.

### 5.4 Prevention of Insider Trading Policy

The Company must establish policies regarding the use of internal information and the trading of securities of the Company in order to prevent directors, executives, employees, as well as their spouses and underage children, from using undisclosed internal information for their or others' benefit in an unauthorized manner. Directors, executives, and employees of the Company are prohibited from trading the company's securities during periods of significant financial information disclosure or during blackout periods, which the Company has set at 45 days.

The Company must be aware of and emphasize the importance of overseeing the use of internal information in accordance with principles of good corporate governance, adhering to moral principles, integrity, honesty, and ethics in conducting business for sustainability. To ensure that investors in the Company's securities receive timely and reliable information, the Company must establish regulations for overseeing the use of internal information and trading securities by directors, executives, and employees, in compliance with securities laws, and focus on transparency in business operations to prevent directors, executives, and employees from using the Company's internal information for personal gain or disclosing it to others. Additionally, the Company should adhere to various regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In addition, the Company should establish policies, guidelines, and penalties for cases of misuse of inside information for personal gain, as outlined in the Company's code of conduct. Communication should be disseminated to the Board of Directors, executives and all employees at all levels for general awareness and acknowledgment.

### Compliance and Monitoring

The Audit Committee has arranged for monitoring of performance in preventing the misuse of inside information and reporting the results to the Board of Directors for acknowledgment.



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### 5.5 Risk Management Policy

The Company is committed to advancing to a global level organization. Therefore, it is necessary to establish a risk management strategy that aligns with international guidelines and best practices, covering all financial business sectors for growth and long-term stable returns. Guidelines for developing the organization's risk management system have been prepared with the objective of raising awareness among executives, employees, and stakeholders about the importance of risk management. This entails ensuring a common understanding and direction throughout the organization, with a framework for risk management operations as follows:

1. Develop risk reporting forms to align with the encompassing management processes, identifying issues, establishing task forces, and evaluating for planning risk mitigation. This includes monitoring and reporting results for continuous improvement.
2. Conduct operational meetings involving all stakeholders to identify risk issues, propose prevention measures, and establish appropriate task forces.
3. Implement risk management through real-life scenario simulations at suitable frequencies to prepare for effectively addressing potential risks.
4. Assess risk management practices in line with the organization's vision and goals.
5. Monitor and evaluate the implementation of risk management plans.
6. Report on risk management performance at least twice a year at all levels and departments.

Furthermore, the Company should establish and disclose its comprehensive risk management policy and practices in the Company's risk management guidelines on the Company's website.

### Compliance and Monitoring

The Risk Management Committee has implemented a process to monitor the performance of risk management and reporting the results to the Board of Directors for acknowledgment.

### 5.6 Disclosure and Transparency

At present, Muangthai Capital is a listed company. The Company's securities were included in the calculation of the SET50 Index of The Stock Exchange of Thailand MSCI Thailand Index and FTSE Mid Cap Index as well. These indexes are included in the calculation making the company gain the attention of both domestic and foreign investors. Therefore, the Company places great importance on equal disclosure to shareholders, investors and all stakeholders of the Company as well as the public to comply with the requirements of The Securities and Exchange Commission (SEC). This includes the requirements of the Stock Exchange of Thailand and other revelations strictly.

the Company must disclose important information through channels that can access information easily, conveniently, and reliably such as the website of The Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)), the website of The Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)), the website



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of The Thai Bond Market Association ([www.thaibma.or.th](http://www.thaibma.or.th)) and the Company's website for investor relations ([investor.muangthaicap.com](http://investor.muangthaicap.com)).

1. The Company shall submit the financial reports without the transaction conditionally comments by the auditor, explanation of executives, Annual Report (Form 56-1 One Report), and sustainability report to the Office of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand within due period.
2. The Company must disclose information in accordance with the principles of good corporate governance which includes information and Company information. Including the mission, vision and values of the Company, financial information, stock information, shareholders' information such as list of major shareholders, Good Corporate Governance Policy, and other company policies, investor relations calendar, information and dividend payment policy, shareholder meeting, SET news, news from publications, Company's analysis including policies and strategies for sustainable development on the Company's website for investor relations correctly, completely, and timely.
3. The Company must disclose the criteria for the remuneration of directors and executives in the annual report.
4. The Company must disclose the information regarding the shareholding of directors and executives by stipulating that it is a policy for directors and executives to report the following transactions:
  - Trading of the Company's shares: The policy is set for all directors, executives and management including close people (spouse and underage children) to refrain from buying, selling or transferring shares of the Company in the period before the disclosure of the financial statements. In the event that the financial statements have been announced to the public, if there is a trade, it must be notified to the Company's secretary in order to prepare a report on changes in securities holding (Form 59-2) to the SEC within the specified time and the Company's secretary has a duty report the securities holding of directors to the Board of Directors meeting on a quarterly basis.
  - Connected transactions and reports of interest of directors and executives to prevent conflicts of interest. There are reports and requests for approval in accordance with the Notification of the Capital Market Supervisory Board on the rules for making connected transactions.

### Compliance and Monitoring

The Board of Directors has arranged for the monitoring of performance regarding disclosure and transparency, and there is quarterly tracking of results by the Executive Committees.

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### 5.7 Personal Data Protection Policy (PDPA)

Muangthai Public Company Limited is considered the data controller responsible for overseeing the collection, using, and disclosure of personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019) to prevent unauthorized processing or violations of personal data. The Company must establish practices to protect personal data, obtain consent and withdrawal of consent from data subjects, provide privacy notices, certify the exercise of data subject rights, establish data retention and deletion periods, ensure data security measures, report personal data breaches, and disclose customer information. Additionally, the Company must have a policy regarding confidentiality and security in customer personal data and refrain from profiting from customer personal data or disclosing it unless consent is obtained from customers or as required by law, such as disclosing information to government agencies as required by law. The company must appoint a Data Protection Officer (DPO) and an audit committee, conduct impact assessments on data protection, conduct internal audits on data protection, and provide data protection training to its employees.

The Company should establish the Personal Information Protection Committee of the Company and personal information protection officers, procedures for breach of personal information in the Company, whistleblowing channel for stakeholders if there are suspicious events or damage through the Company's internal communication channel and the Company's whistleblowing channel as well as stipulating the penal penalties in case of personal data breach both the Civil Liabilities and the Criminal Liabilities.

### Compliance and Monitoring

The Audit Committee has arranged for the monitoring of performance in Personal Data Protection Policy (PDPA) and has reported the results to the Board of Directors for acknowledgment.

### 5.8 Intellectual Property Non-Infringement Policy

The Company operates its business in compliance with intellectual property laws. It is imperative to have a policy that prohibits any activities that may infringe upon intellectual property rights. For instance, any software used within the company's systems must be properly licensed and legally obtained. Employees are strictly prohibited from installing software that violates copyright laws on the company's computers. Additionally, the Company mandates that Boards, executives, and all employees must not disclose or misuse any Company information and trade secrets, including financial data, intellectual property, and technical know-how related to the Company's business, regardless of whether they are legally registered as intellectual property assets. Unauthorized disclosure or dissemination of such information is strictly prohibited without explicit consent from the Company or authorized personnel.



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In this regard, the Company should establish and disclose policies and guidelines regarding intellectual property non-infringement for the Boards, executives, and employees to adhere to, as outlined in the Company's code of conduct.

### **Compliance and Monitoring**

The Corporate Governance and Sustainability Committee has organized monitoring of performance in terms of Intellectual Property Non-Infringement and reported the results to the Board of Directors for acknowledgment.

### **5.9 Hygiene and Safety in the workplace Policy**

The Company emphasizes and prioritizes the safety and hygiene of its employees in the workplace, as well as the surrounding community. In all work practices and decision-making processes, the company should consider environmental protection. It is responsible for ensuring that its products and business operations are safe for customers, correct, and compliant with various regulations or standards.

The Company must establish workplace hygiene and safety policies to take care of the well-being of employees, ensuring a safe and hygiene work environment where employees can perform efficiently. Furthermore, it should promote a safety culture within the organization, enabling sustainable business operations and fostering knowledge sharing, understanding, awareness, and collaboration in implementing safety measures.

Moreover, the Company should disclose its policies and guidelines for hygiene and safety in the workplace for the board of directors, executives, and employees on its website.

### **Compliance and Monitoring**

The Corporate Governance and Sustainability Committee has arranged for the monitoring of performance in terms of workplace hygiene and safety, and has reported the results to the Board of Directors for acknowledgment.

### **5.10 Human Rights and Labor Practices**

The Company must conduct its business activities without violating human rights in any business-related activities, prioritizing equal treatment of individuals without engaging in any acts that violate human rights, discrimination, or unfair treatment based on factors such as nationality, race, gender, age, education, disability, economic status, social status, or political opinions. In addition to respecting basic human rights, the company, including employees, customers, business partners, and all parties involved in the Company's value chain, is committed to adhering to internationally recognized labor standards and Thai labor laws.



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This policy should be aligned with the Company's commitment to ensure fair treatment, dignity, respect, and equal opportunities for employees, actively opposing any form of discrimination, harassment, or intimidation that may occur within subsidiaries, customers, business partners, and the company itself. It provides opportunities for participation in community and social care based on safety and quality of life, including business partners growing together responsibly and respecting the basic human rights of all stakeholders equally in accordance with international corporate social responsibility guidelines for sustainable societal growth.

The Company should establish and disclose policies and practices regarding human rights for the Board of Directors, executives, and employees to adhere to on the Company's website. This includes the dissemination of practices that directors, executives, and employees should adhere to in the Company's code of conduct or through monthly newsletters published by the Company.

### Compliance and Monitoring

The Corporate Governance and Sustainability Committee has arranged for the monitoring of performance in terms of human rights and labor practices, and has reported the results to the Board of Directors for acknowledgment.

### 5.11 Sustainability Management Policy

Based on the Company's commitment to being a microfinance provider that assists underserved communities unable to access credit from financial institutions, the Company aims to provide access to credit with appropriate and fair financial costs. It focuses on the strategy of expanding branches nationwide in Thailand.

The Company must establish a sustainable development framework by applying principles and operational guidelines in line with international best practices, linked to the Company's mission and organizational strategy to create a consistent approach. The sustainable development framework consists of "Sustainability Issues," which prioritize good corporate governance, encompassing aspects of corporate, economic, social, and environmental responsibilities. The goal is to create sustainable prosperity in every region and community where the Company operates.

The Company should consider sustainable development issues based on significant trends at the national, regional, and global levels, important stakeholder opinions, sustainable development issues in the same industry, as well as various risks and opportunities.

The Company is aware that every business process inevitably affects stakeholders and may have significant implications. Therefore, the company must focus on conducting business in a sustainable manner. The details of the operations and performance are reported according to the Global Reporting Initiative (GRI Standards) framework, which the company has studied and compared



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to important global sustainability issues, such as the Dow Jones Sustainability Indices (DJSI) and Sustainability Accounting Standard Board (SASB) standards.

The Company should ensure communication and disclosure of the full version of the sustainability management policy in the "Sustainability Report" on its website, to ensure that directors, management, and employees at all levels are informed and adhere to good practices diligently.

### **Compliance and Monitoring**

The Corporate Governance and Sustainability Committee has arranged for the monitoring of performance in terms of corporate governance and sustainability, and has reported the results to the Board of Directors for acknowledgment.

### **5.12 IT Security Policy**

The Company must be aware of the risks associated with data protection and information security, which could significantly impact the Company's operations in the event of personal data breaches or damage to the information security system. Therefore, the company must establish policies and measures to manage and prevent these risks and disclose them on the Company's website.

The Company should designate a data protection team and data protection officers to handle procedures when there is a breach of personal data within the Company. Channels for reporting complaints should be provided to stakeholders if there are suspected incidents or damages through internal communication channels and the Company's whistleblowing channels, including stipulating penalties (Penal Penalties) in case of personal data breaches, including civil liabilities and criminal liabilities. Additionally, the company must ensure that employees responsible for information security receive training from the ITC Training Center Co., Ltd., and experts in various necessary server systems within the company. This includes courses on server system maintenance and network and firewall systems to enhance the Company's security.

### **Compliance and Monitoring**

The Risk Management Committee has arranged for the monitoring of performance regarding data protection and information security and reported the results to the Board of Directors for acknowledgment.



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### 5.13 Internal Control system Policy

The Board of Directors must emphasize the importance of internal oversight and control at both the management and operational levels to ensure efficiency. Internal control systems are crucial mechanisms to instill confidence in management in mitigating business risks, enhancing operational efficiency, achieving the company's vision, mission, and goals. Therefore, the Company should clearly define roles, responsibilities, and authorities of employees and managers in various areas and implement asset management controls to benefit the Company. Additionally, roles should be segregated among operational staff, control monitors, and evaluators to maintain balance and appropriate checks.

The Board of Directors should appoint an audit committee responsible for assessing the adequacy and effectiveness of the internal control system established by management. This includes developing and reviewing internal control systems and internal audit systems related to operations, financial reporting, compliance with rules, regulations, policies, and operational risk management. The Company must prioritize early warning signs and abnormal listings and develop a framework for internal control systems aligned with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) globally recognized internal control system. These details should be disclosed in the Company's Annual Report.

The Company must establish an internal audit department to conduct audits of the internal control system to cover all issues that impact the Company's operations. Additionally, the Company must ensure regular monitoring and evaluation to ensure confidence in the effectiveness of the established system. There should be assessments of the adequacy of the internal control system and reviews of critical systems at least once per year, with the results disclosed in the Company's annual report. Moreover, the Company should hire independent external personnel responsible for auditing and reviewing the internal control plan to ensure that the Company has an adequate and appropriate internal control system.

Furthermore, the Company should establish policies and guidelines related to internal control systems and disclose them in the Company's code of conduct. This is to ensure that the Board of Directors, management, and employees are aware of and adhere to the practices accurately and completely.

### Compliance and Monitoring

The Audit Committee has arranged for performance monitoring regarding internal control and compliance and reported the results to the Board of Directors for acknowledgment.



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### **5.14 Anti-Money Laundering and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing (AML/CTPF) Policy.**

The Company must be committed to preventing itself from becoming a source of money laundering, financing terrorism, and proliferation of weapons of mass destruction, which could have implications for both the Company's reputation and stability. Therefore, the Company must emphasize compliance with laws related to anti-money laundering, countering the financing of terrorism, and preventing the proliferation of weapons of mass destruction, including regulations and guidelines set forth by the Bank of Thailand and other relevant authorities.

The Company must establish policies regarding the prevention and combating of money laundering, financing terrorism, and proliferation of weapons of mass destruction, ensuring that the board of directors, management, and employees can conduct business in accordance with the principles of the Anti-Money Laundering Act of B.E.2542 (1999) and its amendments, as well as related regulations and directives.

Additionally, the Company should manage risks by regularly reviewing and updating information and facts used in risk management, especially for customers with a high risk of money laundering. If any suspicious activities related to money laundering or financing terrorism are detected, the Company should deny establishing relationships with customers and suspend transactions and assets, as required by law. The company must also maintain records of all types of transactions forwarded to the Anti-Money Laundering Office, as well as documents and evidence used in audits to determine the truth about customers, as mandated by law.

The Company should establish procedures and manuals following the guidelines set by the office, including reviewing and updating them regularly to ensure that employees can perform their duties to achieve the policy's objectives. Employees must receive sufficient and continuous training on anti-money laundering, countering the financing of terrorism, and preventing the proliferation of weapons of mass destruction. Moreover, there should be processes in place for continuous monitoring and auditing of customers' account activities until the termination of business relationships in accordance with legal guidelines. This is to assess whether customers' transactions align with the stated objectives, occupations, and sources of income declared to the Company.

Furthermore, the Company should define and disclose policies and practices for preventing money laundering by directors, executives, and employees on its website. This includes the publication of guidelines for conduct that directors, executives, and employees should adhere to in the Company's code of conduct.

#### **Compliance and Monitoring**

The Risk Management Committee has implemented performance monitoring of anti-money laundering efforts and reported the results to the Board of Directors for acknowledgment.