



## **Policy and guidelines for Corporate Governance**

The Board of Directors recognized the importance of corporate governance which represents an efficient, transparent, verifiable management system that helps building confidence and reliability among shareholders, investors, stakeholders, and all related parties. This will lead to adding value and promoting sustainable growth of the Company as a framework for performing the following tasks.

1. The Board of Directors, executives and all employees will perform duties with determination, dedication, and responsibility to the fullest potential for the best benefit of the Company adhering to the principles of good corporate governance. It is a guideline with understanding, confidence and faith as the routine until becoming good corporate culture.

2. The Board of Directors were 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 were 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 and executives must be the leaders in ethical matters and is an example of performing duties with honesty, fairness, transparency and accountability.

5. The Board of Directors, executives and all employees will adhere to fairness by treating all stakeholders equally along with monitoring, controlling, and preventing any decision or action that conflicts with interests and connected transactions.

6. The Board of Directors must have an anti-corruption system powerful to ensure that the management is aware and give importance to comply with the anti-corruption policy.

7. Compliance with the Company's Corporate Governance Policy is an important indicator for evaluating the business management of the Board of Directors and the management as well as evaluating the performance of all employees.

In this regard, the operational framework according to the above corporate governance policy appear in the Corporate Governance Manual which announced to all employees to strictly adhere to.



## **1. Guidance on the Good Corporate Governance Manual**

1.1 The Board of Directors, executives and all employees understand the content of the Good Corporate Governance Manual and learn content related to their own duties and responsibilities.

1.2 The Board of Directors, executives and all employees regularly review the knowledge and understanding of the contents of the Corporate Governance Manual.

1.3 The supervisor or the person in charge are notified to know when finding the violation or not following the code of conduct.

1.4 The cooperation is given in the investigation of various facts with the assigned agency or person.

1.5 If having any question or inquiries, consult with the supervisor.

1.6 The supervisors at all levels must be leaders in strict compliance with the principles of good corporate governance.

## **2. Monitoring to Ensure Compliance**

The Company defines the duties and responsibilities of directors, executives and all employees to be acknowledged and comply with the policies and requirements. These are contained in the Company's Good Corporate Governance Manual 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 Manual.

The Company will 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 has trained business ethics and code of conduct for executives employees at all levels by extending the training results to cover executives at the supervisory level or equivalent up to 100 percent and training new employees on ethics and code of conduct to cover all parts. Including the preparation of tests to ensure that employees at all levels have knowledge, understanding, and can implement them in line with good governance principles or to be able to fully comply with the best practices in practice.

## **Guidelines for Good Corporate Governance Principles**

### **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 have been established 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 that Directors, Executives and Employees follow include:**

As the Company recognizes and places importance on the rights of shareholders, the good practices have been established to supervise the rights of shareholders as follows:

**1. Arrangement of Shareholders' Meeting**

The Company stipulates that the Annual General Meeting of Shareholders is held every year. This will be held within 4 months from the end of the fiscal year of the Company or related to the interests of shareholders which requires approval from shareholders. The Board of Directors can call an Extraordinary General Meeting of Shareholders on a case by case basis. In organizing this Annual General Meeting of Shareholders, the Company has followed the AGM Checklist prepared by the Thai Investors Association in order to organize the event according to the standards to supervise the business as follows:

1.1 The Company must send documents to shareholders for notifying the information on the date, time, place and agenda of the meeting as well as all information related to matters to be decided at the meeting to all shareholders at least 30 days in advance and must be published on the Company's website in both Thai and English before giving to The Thailand Securities Depository Co.,Ltd. which is the registrar of the Company's shares to send the invitation letter to the shareholders' meeting and supporting documents to all shareholders at least 7 days prior to the meeting date for some cases such as the allocation of shares to directors and employees (ESOP), connected transactions acquisition or disposition of assets.

1.2 The Company must give an opportunity to shareholders to submit questions in advance of the meeting date during October - December of every year and in accordance with the rules prescribed by the Company, which have been published on the Company's website [www.muangthaicap.com](http://www.muangthaicap.com).

1.3 In case the shareholders are unable to attend the meeting in person, the Company gives the opportunity for shareholders to appoint their independent directors or any person able to attend the meeting on his/her behalf by using the proxy form B that the Company has sent along with the meeting invitation letter. At least 1 independent director will be nominated as an alternative for the proxy of shareholders.

1.4 The Company does not add any agenda or change important information without notifying the shareholders first.

1.5 The Board of Directors support the use of ballots in every agenda including the agenda for the appointment of individual directors for transparency and verifiability.

1.6 The Company must facilitate the shareholders to exercise their rights to attend the meeting and vote in full by convening a meeting on business days at a hotel in Bangkok and/or the Company's meeting room. The adequate technology will be provided for document verification and the revenue stamp is also provided for shareholders who are proxies. In case of holding a meeting through electronic media (E-AGM),



the Company has introduced modern meeting technology to facilitate shareholders to be able to attend the meeting conveniently and there were no difficult conditions for attending such meetings.

1.7 The Company has prepared separate ballots for each agenda for voting. For the convenience of voting and counting of votes, when the votes are completed, they will be combined with the votes that have been entered in the proxy form to consolidate the scores and announce the total score immediately on the meeting day.

1.8 The Company will not take any action which has the nature of eliminating the right to attend the meeting of the shareholders. Every shareholder has the right to attend shareholder meeting throughout the meeting and giving the shareholders an opportunity to ask questions as well as expressing opinions freely.

1.9 When the meeting starts, the directors attend the meeting in unison including senior management as well as auditors and independent legal advisors (if any). Before starting the meeting, the Company will explain the rules related to all meetings, such as the opening of the meeting and voting including the method of counting the votes of the shareholders who must vote on each agenda under the Company's Articles of Association.

1.10 The Company will specify the interests of the directors in the invitation letter and at the shareholders' meeting. If any director has a stake or involved in the consideration of any agenda, the chairman of the meeting and/or the company secretary will inform the attendees before considering the agenda. The directors who have conflict of interest will not attend the meeting in that agenda.

1.11 The Company gave the opportunity to volunteer shareholders to act as witnesses in the vote counting for transparency in operation as well as giving shareholders an opportunity to inquire about the voting process and methods.

1.12 The attendees are encouraged to exercise their rights to protect their interests by asking questions and expressing opinions, give suggestions and vote together to make decisions on important matters possibly affecting the Company at the shareholders' meeting, such as the appointment or removal of directors, nomination of persons to be independent directors, appointment and prescription, approval of auditor's remuneration, dividend allocation, capital reduction or capital increase, determination or amendment of the Company's Articles of Association, Memorandum of Association, and approval of special transactions, etc.

1.13 The assessment of the quality of the Annual General Meeting of Shareholders is arranged by answering the assessment form from the shareholders to use the information in developing meetings to be more efficient, transparent and beneficial to shareholders.



1.14 The important information of the Company is displayed. The area surrounding the general meeting of shareholders as well as organizing an investor relations corner with the Company's staffs are also arranged to welcome and answer any question to shareholders.

## **2. Treatment of Shareholders after the Date of the Annual General Meeting of Shareholders**

2.1 The Company must prepare the minutes of the shareholders' meeting with efficiency. It covers important details in various matters, such as informing the shareholders of the method of vote counting by using ballots for acknowledgment first, the meeting recorded questions and answers that allowed shareholders to ask questions on various agendas. At the meeting, the resolutions of the meeting were recorded clearly together with the votes of agreeing, disapproving and abstaining in every agenda that requires voting. The names of directors attending the meeting are recorded. The minutes of the shareholders' meeting and must publish via the Company's website within 14 days from the date of the shareholders' meeting.

2.2 The Company has prepared the minutes of the shareholders' meeting to inform The Stock Exchange of Thailand (SET) within 14 days after the date of the general meeting of shareholders according to the regulations of The Stock Exchange of Thailand (SET)

### **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 treatment of all shareholders.
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 that Directors, Executives and Employees follow include:**

The Company attaches 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 gives 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 at [www.muangthaicap.com](http://www.muangthaicap.com).

2. The Company provides a proxy form for shareholders who are unable to attend the meeting and sets voting guidelines for other people and or independent directors of the Company to be a proxy to attend the meeting by specifying the name of the work, history of all independent directors to consider choosing one person for being a proxy on behalf of the shareholders.

3. The Company has established a code of conduct on the use of internal information and trading in the Company's securities to prevent directors, executives and employees from using internal information for unlawful benefits for themselves or others. The guidelines and policies have been informed for everyone in the organization to follow and have regular monitor.

4. The Board of Directors and the executives have duty to report securities holdings and changes in securities holdings to be in accordance with the criteria of The Securities and Exchange Commission and report to the Board of Directors every time there is a stock trading. At the board meeting, the secretary must report a summary of the directors' holdings to the meeting every time.

### **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 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 policy should be established for efficient use of resources considering the environment and society.



**Guidelines that Directors, Executives and Employees follow include:**

The Company realizes 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 has established a code of conduct towards its stakeholders, namely shareholders, customers, employees, business partners, creditors and competitors, 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 manual.

2. The Company has established 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.

3. The Company has established 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 report in compliance with the conditions strictly agreed with partners. In the event that any conditions cannot be complied with, it must 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 quality policy

4. The Board of Directors should have a policy to strictly comply with the conditions, contracts and obligations agreed 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. The Company is committed to maintaining sustainable relationships with creditors and trusting each other by specifying guidelines for capital management to build strong stability and prevent the Company to be in a difficult position to repay debt to creditors. We attach





importance to financial liquidity management by planning to pay debts to creditors clearly and in a timely manner.

However, the Board of Directors has given importance to follow-up plan and control financial liquidity to ensure suitable for the Company's financial activities. There is a process for assessing the ability to prevent significant risks in all aspects both under normal and critical conditions.

5. The Company has announced 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 must 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 senior management must 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 promote the Company's stakeholders to participate in community and social development and continues to uphold and develop the treatment of stakeholders continually.

7. The Board provides measures for whistleblowing or complaints against illegal acts, codes of conduct, or behaviors that may imply corruption or misconduct of individuals in the organization from employees and other stakeholders. This includes inaccurate financial reports or defective internal control system. 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 Via electronic mail channel

(Email : [whistleblower@muangthaicap.com](mailto:whistleblower@muangthaicap.com))

7.2 By post to Chairman of Audit Committee Muangthai Capital Public Company Limited No. 332/1 Charansanitwong Road, Bangplad Subdistrict, Bangplad District, Bangkok 10700

8. The Board of Directors has formulated policies and guidelines on anti-corruption and prohibits directors, executives, and employees of the Company (including subsidiaries, associated companies, other companies that the Company have control business partner 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 recognizes 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 is responsible for the Company's financial statements and financial information appearing in the annual 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 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 is committed 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 that Directors, Executives and Employees follow include:**

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)), 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 Company Vision and Mission.
- 1.2 Nature of the Company's business.
- 1.3 List of Board of Directors and Executives.
- 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 Direct and indirect shareholding structure.

1.8 Group of major 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, major shareholders, senior management

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 Policy of the Company.

1.13 Risk management policy including methods for managing various risks.

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 Code of Conduct for the Board of Directors, executives and employees of the Company.

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. Submit financial reports to the Office of The Securities and Exchange Commission, The Stock Exchange of Thailand, within the specified time and there is no item that the auditor expresses a conditional opinion.

3. 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. 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: The policy is set 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. Clearly disclose the criteria for remuneration of directors and executives in the annual report.

7. 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 policies are set 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 must 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.

7.2 Connected transactions and reports on 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 has no history of being ordered to amend financial statements from the Stock Exchange of Thailand and the Securities and Exchange Commission.

9. 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.

10. The Company's financial statements are unconditionally certified by the auditor.

11. Disclosure information about directors and executives on the Company's website including name, position, education, shareholding in the Company. The work experience and photographs are clearly stated.

12. The Company's senior management attaches 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. This will affect the true value of the Company. Finally, the company has disclosed 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.

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

### **Principles**

Muangthai Capital 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, operational audit to ensure that the business operation is transparent and is subject to the specified criteria with details as follows:

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

### **Guidelines that Directors, Executives and Employees follow include:**

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:

#### **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, special abilities that are beneficial to the Company. They play an important role in formulating policies and the overview of the organization, 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 Business Conduct. It includes overseeing the management in accordance with the goals and guidelines that have been set and create 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 on the Company's website. There are sufficient number of directors to supervise the business of the Company which consists of persons who have sufficient knowledge, experience and abilities to perform their duties



effectively. There must be at least 5 directors by law, which must consist of independent directors at least one-third of the total number of directors but must not be less than 3 persons and must consist of at least half of the Board of Directors who are non-executive directors. This is for creating the balance between non-executive directors and executive directors. Independent directors must be independent from management's control and major shareholders. It must not be involved or have interest in finance and business administration and must have at least the qualifications in accordance with the rules prescribed by the Office of the Securities and Exchange Commission.

2) The structure of the Board of Directors of the Company consists of 4 independent directors out of the total number of 7 directors, which is more than one-third of the total number of directors of the Company. Such independent directors are able to comment on their work of the management department independently. This creates a balance in voting in considering various matters as well as reviewing the management for the maximum benefit of the Company. All 4 independent directors of the Company are in the position of Audit Committee. The number of independent directors and the number of audit committees of the Company is in accordance with the rules prescribed by the Office of the Securities and Exchange Commission to have independent directors at least one-third of the total number of directors. There shall be at least 3 members of the Audit Committee, including independent directors and directors. All of them are qualified in accordance with the rules of the Notification of the Capital Market Supervisory Board in all respects.

3) The appointment of directors in accordance with the Company's Articles of Association and the requirements of relevant laws must be transparent and clear. In selecting directors to proceed through the corporate governance process and considering, there must be a history of Education and professional experience of that person with sufficient details for the benefit of the Board of Directors and Shareholders' decision making.

4) The Board of Directors shall have the office term of 3 years each. The directors who retire from office may be re-elected to the position. At every annual general meeting, one-third of the total number of directors shall be retired.

5) 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. Expertise and work experience that is very beneficial to the company's business operations and express their opinions independently.

6) The Board has considered the division of powers and responsibilities in formulating the governance policy and administration clearly separated from each other. The Chairman of the Board and the Chairman of the Executive Committee are elected by the Board of Directors. The Chairman and Chairman of the Executive Committee are not the same person in order to provide clarity in terms of responsibility for



formulating governance policies and managing routine tasks. The responsibilities are clearly determined between the Board of Directors and the management. There is a balance of power in operation by the Board of Directors responsible for formulating policies and supervising the operations of the executives at the policy level. While the executives are responsible for managing the Company's affairs in various fields in accordance with the specified policies, they do not participate in the normal day-to-day management but provides support and advice on the management's business operations through Chairman of the Executive Committee regularly. The Chairman of the Executive Committee is responsible for the management of the Company under the framework of the powers assigned by the Board of Directors.

7) The directors can hold directorship positions in other businesses but must not be an obstacle to the performance of the Company's directors. It is stipulated that the directors hold the positions of directors in not more than 5 companies listed on the Stock Exchange of Thailand.

8) The Board of Directors determines the policy of holding a directorship position in other companies of the Company's directors according to the Company's regulations that the Company's directors will operate a business or becoming a partner in an ordinary partnership or an unlimited liability partnership in a limited partnership or being a director of the Company Limited or any other public limited company that operates businesses of the same nature and cannot compete with the Company' business unless notifying the shareholders' meeting prior to the resolution of appointment.

In addition, the Board of Directors has no policy to send executives to be directors of the Company and Managing Director other than the Group. In the event that the Company's executives wish to hold a directorship in other companies, the prior approval from the Executive Committee must be obtained, except for the Director position in a non-profit charitable organization. It is provided that the position is not contrary to the provisions of the law and regulations related to the Company's business operations. The Company's position must not be used for referral to promote external business.

9)The Board of Directors has appointed the Company's secretary qualifications and experience of an appropriate Company's secretary have duties and responsibilities under The Securities and Exchange Act. It serves to provide legal advice and rules that the Board must know and perform duties in overseeing the Board's activities, including coordinating the implementation of the Board's resolutions. The qualifications and experiences of the Company's secretary were disclosed in Annual report and on the Company's website.

10) The Board of Directors has promoted and supported the Company's Secretary to receive training and continually develop knowledge in law, accounting, or performing duties of the Company's Secretary.

## **2. Sub-committees**

The Company has appointed sub-committees consisting of 1) The Audit Committee which is in accordance with the requirements of The Office 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 powers and duties of each sub-committee.

## **2.1 Audit Committee**

The Audit Committee by the approval of the Board of Directors is consisting of The Audit Committee which is in accordance with the requirements of The Office Securities and Exchange Commission and The Stock Exchange of Thailand, The Audit Committee consists of 3 independent directors who have full qualifications as specified by the SEC and SET with at least 1 person having sufficient knowledge and experience to review the credibility of the financial statements. The Vice President of Audit Department is the secretary of the Audit Committee.

### **2.1.1 Office Term of the Audit Committee**

1) To the Board of Directors. There is a term of office for 3 years. Directors who retire by rotation may be re-appointed.

2) The Audit Committee will retire from the position when

- End of term
- Resign from being a director of the Company
- Death
- Resignation
- Lack of qualifications for being an audit committee according to the charter of the audit committee or the criteria of the Stock Exchange of Thailand. The Board of Directors resolved to resign from office.

3) Resignation of the Audit Committee submit a resignation letter 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 Audit Committee vacates office before the end of his term for any reason other than the expiration of the term for the Board of Directors Appoint a fully qualified person to be a member of the Audit Committee so that the number of audit committee members can be completed as specified by the Board of Directors. The replacement director will be in the position only for the remaining term of the resigned director.

### **2.1.2 Scope of Duties and Responsibilities of the Audit Committee**

1) Review for the Company to have the financial report accurately, sufficiently, and timely. Disclose adequate information to ensure equality of shareholders.





2) Review for the Company to have internal control and internal audit systems that are appropriate, sufficient and effective as well as considering the independence of the internal audit department or any other department responsible for internal audit, as well as consideration on assigning, transferring and terminating the head of internal audit or other related unit performing the internal audit.

3) Review for the Company to comply with the Securities and Exchange Act, SET requirements and laws related to the Company's business.

4) Consider the related transaction or the transaction that may have a conflict of interest to follow the law and the regulations of The Stock Exchange of Thailand to ensure that such transaction is reasonable and is the most benefit to the Company.

5) Review and consider the major risks detected with the management including giving suggestions for improvement.

6) 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 the meeting to clarify or submit relevant documents and has the power to employ or seek independent opinions from consultants or other professional experts when deemed necessary.

7) Prepare the report of the Audit Committee and disclose in the annual report of the Company. The mentioned report must be signed by the Chairman of the Audit Committee and must contain the following information:

- An opinion on the accuracy, completeness, and credibility of the Company's financial reports
- Comments about the sufficiency of the internal control system of the Company.
- Comments on the compliance with the
- Securities and Exchange Act, SET requirements or laws related to the Company's business.
- Explanation regarding the suitability of the auditor.
- Comment on transactions that may have conflicts of interest.
- The number of the audit committee meetings and attendance of each member of the audit committee.
- Overall opinion or observation that the Audit
- Committee has received from performing duties under the Charter.
- Other transactions which the shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors.



8) Perform any other acts as assigned by the Board of Directors and with the approval of the Audit Committee. However, in the performance of such assigned duties, the Audit Committee is directly responsible to the Board of Directors and the Board of Directors still have responsibility for the operation of the Company to outsiders.

9) In performing the duties of the Audit Committee, if finding or suspecting that the following transactions or actions may have a material impact on the financial position and operating results of the Company, the Audit Committee must report to the Board of Directors to make improvement within the period deemed appropriate by the Audit Committee.

- Items that cause conflicts of interest
- Corruption or something wrong or there is a significant deficit in the internal control system
- Violation of the Securities and Exchange Law Requirements of The Stock Exchange of Thailand or the law related to the Company's business. If the board of directors or executives do not act to have internal revisions period under paragraph one, any member of the Audit Committee may report that an item or act under paragraph one to the Office of The Securities and Exchange Commission or The Stock Exchange of Thailand.

10) Consider and give opinions on the follow-up of anti-corruption measures including the system to manage risks linked to risks that may arise from corruption. This is to ensure that the operations of the company are transparent, honest, fair, based on morals and ethics, and conduct business with anti-corruption in all forms.

11) Receive complaints, notifying clues, acts of corruption both inside and outside that the Company's directors, executives or employees of the Company involved and check the facts as informed and propose to the Board of Directors to jointly consider penalties or solve problems according to the anti-corruption policy.

12) Summarize the tasks of the Audit Committee proposed to the Board of Directors for acknowledgment

In this regard, the Audit Committee has the power to perform various actions, such as inviting directors, employees or employees of the Company to attend the meeting to discuss, clarify or answer questions about the duties and responsibilities of the Audit Committee, consult with the Company's experts or consultants (if any), or hiring a third-party consultant or expert from time to time in case of necessity at the expense of the Company, request the Company's employees to submit documentary evidence about Company's business for the benefit of inspection or



investigation in various matters in order to operate under the duty of responsibility to be successfully accomplished.

## **2.2 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 in order to continually develop better corporate governance, create good work ethics standards as well as fostering an organizational culture for all employees to have knowledge, understanding, and be able to apply them thoroughly and continuously in real work. This is for business administration to operate on the basis of morality, quality and efficiency in accordance with international good corporate governance practices that listed companies should follow and to build confidence for investors and all stakeholders.

### 2.2.1 Office Term of the Corporate Governance and Sustainability Committee

1) The term of office of the Corporate Governance and Sustainability Committee is 3 years and the retiring directors may be reappointed.

2) The Corporate Governance and Sustainability Committee will retire when

- Being terminated by office term
- Retired from being a director of the Company
- Death
- Resignation
- The Board of Directors has resolved to vacate the position.

3) For the resignation, the Corporate Governance and Sustainability Committee member must submit a resignation letter to the Chairman of the Board of Directors not less than 30 days in advance, unless there is a necessity which is a force majeure approved by the Board of Directors.

4) When the Corporate Governance and Sustainability Committee vacates office before the expiration of the term, the Board of Directors shall appoint a director who is fully qualified to be a member of the Corporate Governance Committee by holding office only for the term of the Corporate Governance and Sustainability Committee who vacates office.

### 2.2.2 Scope of Duties and Responsibilities of the Corporate Governance and Sustainability Committee

1) Set goals, policies and action plans for Sustainable Development (SD) of the Company covering both development towards an organization of excellence (High Performance Organization



(HPO) and long-term value creation for stakeholders, Stakeholder Value Creation (SVC) including communication to present to the Board.

2) Set policies on good corporate governance and business ethics and presented to the Board of Directors for approval. along with giving advice and encouraging practice at all levels and review such policies to be appropriate. Comply with international laws and best practices annually. as well as supervising the evaluation and reporting of compliance with the policy on good corporate governance and business ethics on a regular basis.

3) Give advice and encourage the Company's operations to be in line with the good corporate governance policy and sustainable development achieved the goals set and comparable with leading companies as well as encouraging the Board of Directors, executives and employees to effectively comply with the guidelines for corporate governance and sustainable development of the Company.

4)Supervise the operations of the Company to be in line with the corporate governance principles of regulatory institutions such as the Stock Exchange of Thailand, the Securities and Exchange Commission in order to be in line with international practices and recommendations of institutions or agencies that relevant.

5) Supervise, monitor and evaluate the results of sustainable development operations to be balanced and efficient for maximum benefit to the Company and its stakeholders.

6)Assess and review goals, policies and plans for sustainable development to suit the needs of the Board of Directors suitable for business conditions in line with laws or international best practices, and recommendations of various institutions, as well as consideration of relevant proposals of shareholders and responses to shareholders.

7) Review the corporate governance policy and sustainable development annually.

8) Review the Board of Directors Charter.

9) Review the anti-corruption policy, the policy on accepting gifts or other benefits and the appointment of the anti-corruption committee. and monitor compliance with anti-corruption measures to ensure that the operations of the Company are transparent, honest, fair, based on morality, ethics and operates business with anti-corruption in all forms.

10) Promote the dissemination of good corporate governance culture. and participation in social activities.

11) Report on corporate governance progress and performance. and sustainable development to the Board of Directors.



12) Other matters assigned by the Board of Directors.

### **2.3 Risk Management Committee**

Risk Management Committee by the approval of the Board of Directors is responsible for setting policies, frameworks for risk management, supervising and supporting risk management operations in line with business strategies and goals to reduce the impact of various risk factors both external and internal factors Including the roles and responsibilities specified by the Board of Directors. The Sustainability Manager is positioned as the secretary of the Risk Management Committee.

#### 2.3.1 Office Term of the Risk Management Committee

1) To the Board of Directors. There is a term of office for 3 years. Directors who retire by rotation may be re-appointed.

2) The Risk Management Committee will retire from the position when

- End of term
- Resign from being a director of the Company
- Death
- Resignation
- Lack of qualifications for being an audit committee according to the charter of the audit committee or the criteria of the Stock Exchange of Thailand.
- The Board of Directors resolved to resign from office.

3) Resignation of the Risk Management Committee submit a resignation letter 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 his term for any reason other than the expiration of the term for the Board of Directors Appoint a fully qualified person to be a member of the Risk Management Committee so that the number of risk management members can be completed as specified by the Board of Directors. The replacement director will be in the position only for the remaining term of the resigned director.

#### 2.3.2 Scope of Duties and Responsibilities of the Risk Management Committee

1) Establish and review policies and the organization's risk management framework.

2) Supervise and support the organization's risk management operations following the business strategy, goals, and changing circumstances.



3) Consider reporting on the results of corporate risk management and comments on the risks that may arise including guidelines for setting control measures or mitigating (Mitigation Plan) and developing organizational risk management systems for the Risk Management and Internal Control Committee (RMCC) in order to make the management system effective continuously.

4) Report risk management of the organization to the Board of Directors for acknowledgment and in the case of significant factors or events that may affect the Company significantly and must report to the Board to acknowledge and consider as soon as possible.

5) Determine risk management policies. 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 are significant to the Company.

6) Determine the strategy, organizational structure and resources used in risk management in accordance with the Company's risk management policy to be able to analyze, evaluate, measure and monitor risk management processes effectively.

7) Supervise, review and give recommendations to the Board of Directors regarding risk management policies, standard practices, overall risk strategy and measurements to ensure that risk management strategies are properly implemented.

8) Follow up on the implementation of anticorruption measures. including the system to manage risks linked to risks that may arise from corruption.

9) Perform other duties as assigned by the Board of Directors.

## **2.4 Nomination and Remuneration Committee**

The Nomination and Remuneration Committee (NRC) by the approval of the Board of Directors is consisting of 3 members and is an independent committee as a whole responsible for formulating rules and policies for nomination and remuneration of the Company's directors and sub-committees. This includes 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.

### **2.4.1 Office Term of the Nomination and Remuneration Committee**

1) To the Board of Directors. There is a term of office for 3 years. Directors who retire by rotation may be re-appointed.



2) The Risk Management Committee will retire from the position when

- End of term
- Resign from being a director of the Company
- Death
- Resignation
- Lack of qualifications for being an audit committee according to the charter of the audit committee or the criteria of the Stock Exchange of Thailand.
- The Board of Directors resolved to resign from office.

3) Resignation of the Risk Management Committee submit a resignation letter 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 his term for any reason other than the expiration of the term for the Board of Directors Appoint a fully qualified person to be a member of the Risk Management Committee so that the number of risk management members can be completed as specified by the Board of Directors. The replacement director will be in the position only for the remaining term of the resigned director.

3.1 Resignation

3.2 The Board of Directors has resolved to vacate the position.

4)The Board of Directors has authority to appoint the members of the Nomination and Remuneration Committee for the benefit of carrying out the objectives or for replacing the Nomination and Remuneration Committee who vacate office under 3.1 or 3.2. The person appointed to be Nomination and Remuneration Committee substitute for directors who have resigned or retire shall hold office for only the remaining term of the Nomination and Remuneration Committee which he represents only.

2.4.2 Scope of Duties and Responsibilities Nomination and Remuneration Committee Performs Duties as Assigned by the Board of Directors. The scope of Powers, Duties and Responsibilities are as follows:

### **Recruiting**

1) Specify criteria and policies for nominating directors and sub-committee 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, 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 must 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.

### **3. Scope of Duties and Responsibilities of the Board of Directors**

In the operation of the Board of Directors, they must perform their duties with responsibility, caution and prudence and honesty as well as in compliance with the law, objectives, and regulations of the Company and Board resolutions. At the shareholders' meeting, they must disclose the information to shareholders accurately, completely, transparently, verifiably, and timely. The Board of Directors has the duties as follows:

#### **3.1 Scope of Duties and Responsibilities of the Board of Directors**

The Board of Directors is responsible for considering and giving approval on important matters related to the Company's operations such as vision, policies, strategies, goals, business plans, annual budget,





internal control, and risk management. These include supervising the management to operate in accordance with the established policies and plans efficiently and effectively.

In addition, the Board of Directors is responsible for the Company's financial statements. The Audit Committee is assigned to be responsible for reviewing financial reports and to ensure that financial reports are prepared with quality and accuracy according to generally accepted accounting standards. The important information of the Company was disclosed transparently and sufficiently by having the Accounting Department and/or the auditor attending the meeting together and present the financial report to the Board of Directors/ Audit Committee of the Company quarterly / The Board of Directors is responsible for the Company's financial statements including financial information that appears in the one report.

The Board of Directors has the power, duties and responsibilities in the management of the Company in compliance with the law, objectives and regulations of the Company as well as lawful resolutions of the shareholders' meeting with honesty, integrity and caution on the Company's benefits. The duties and responsibilities and important responsibilities include:

1. Determine vision, policies, strategies, goals, business plan, annual budget, management structure and various administrative power of the Company, including good corporate governance policy.

2. Manage the business for the maximum benefit of shareholders (Fiduciary Duty) by adhering to 4 important guidelines as follows:

2.1 Duty of Care

2.2 Duty of Loyalty

2.3 Duty of Obedience

2.4 Duty of Disclose

3. Supervise the process of appointing and electing directors of the Company to be transparent and clear considering appointing various sub-committees to support the performance of the Board's responsibilities as appropriate and necessary. The performance of the sub-committees is regularly monitored.

4. Supervise the information security system. This includes establishing confidentiality policies and practices, maintaining reliability (Integrity), and availability of information including management of information that may affect securities prices (Market Sensitive Information), as well as ensuring that the directors, senior executives, employees, and third parties involved in compliance with the information security system.

5. Monitoring and Supervision on the administration and management of the executives or any person assigned to perform such duties in accordance with the policies, plans and budgets that have been set efficiently and effectively as well as taking care of the Company to be managed according to the good corporate governance policy.



6. Supervise that there is an effective process and channel for receiving and dealing with whistleblowing of the whistleblowers or all stakeholders.

7. Supervise the preparation of anti-corruption policies and guidelines. Strictly comply with the Company's anti-corruption policies and measures to be a good role model for the Company's personnel as well as encouraging the communication both inside and outside the organization for real practice.

8. 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. The remuneration of the Company's directors and sub-committees is considered to be appropriate which has been considered by the Nomination and Remuneration Committee.

9. Set up an internal audit unit, internal control system, and internal audit efficiently and effectively.

10. Provide the Company's secretary to help taking care of various activities of the committee and help the Committee to comply with relevant laws and regulations.

11. Provide appropriate and effective risk management policies and procedures. There is regular monitoring and assessment of risk management.

12. Provide business ethics for directors, executives and employees of the Company to be a standard for the Company's business operations by directors, executives and all employees. They must perform their duties in an ethical manner and strictly comply with the Company's business ethics.

13. Comply with the principles of good corporate governance of the Company strictly and arrange to operate in accordance with the principles of good corporate governance and encourage communication to employees at all levels in the organization to be informed and strictly adhere to.

14. Evaluate the performance of the Board of Directors both wholly and individually every year as well as following up on the evaluation results of the Board of Directors and sub-committees to jointly consider in the Board of Directors.

15. 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 work operation.

16. Attend the Board of Directors' meeting and the annual shareholder meeting. Except in the event of force majeure, the directors who were unable to attend the meeting must notify the Company's director or the Company's secretary prior to the meeting.

17. Provide an accounting system financial reporting and reliable auditing including taking care to have a system for storing documents that can later verify the accuracy of the information.



18. Arrange for the preparation of the Company's financial statements to be accurate to show the financial position and performance in the past accounting period. It is true, complete and correct in accordance with generally accepted accounting standards. The financial statements at the end of the accounting period of the Company must be audited by the Company's auditor before presenting to the shareholders' meeting as well as reporting on the responsibility of the Board of Directors in the preparation of financial reports by displaying them in conjunction with the auditor's report in the Company's one report.

19. Supervise the Company to have internal control system, efficient and effective internal audit system with comprehensive risk management system. There are risk management process, effective reporting and follow-up, and mechanisms for complaints and whistleblowing. These include taking care of the Company to be managed according to the good corporate governance policy.

### **3.2 Good Corporate Governance Policy**

The Board of Directors has established written corporate governance policy and communicated to everyone in the organization for understanding the good corporate governance policy. This is to encourage everyone in the organization to follow specified policies. The Board of Directors regularly review the policies and their implementation at least once a year.

### **3.3 Code of Conduct**

The Board of Directors adheres to the correct and fair business operations by stipulating the Code of Conduct in writing for use and dissemination to directors, executives and all employees to understand the standards. The ethics that the Company uses in its business operations are practical guidelines to show the intention to conduct business with transparency, ethics and responsibility to stakeholders considering society and environment through training and communication within the organization in various forms. The Code of Conduct reflects the values of and operational guidelines. All employees must conduct themselves and operate in accordance with the ethical framework set forth in various fields as well as informing everyone to strictly adhere to and to ensure compliance with the mentioned guidelines.

### **3.4 Anti-Corruption Policy**

The Board of Directors establishes anti-corruption policies and measures in writing to ensure that the Company's operation complies with the requirements of laws related to anti-corruption. This includes communication to the Board of Directors, executives and employees at all levels as well as other related parties. It is promoted to be one of the Company's cultures and values. The Board of Directors has verified and reviewed the anti-Corruption policies and measures annually to comply with changes in business conditions, rules, regulations and legal provisions.



### **3.5 Conflict of Interest**

The Board of Directors has carefully considered the conflict of interest. We have clear guidelines for the benefit of the Company and shareholders as a whole. The policy is stipulated for not allowing the directors, executives and employees, including those related to such persons, to seek personal benefits that conflict with the Company's interests. The acts that cause conflicts of interest and those involved or have an interest or related to the items considered should be avoided and notified of their relationship or connection in such transaction. Such person does not participate in any decision making in such transaction.

The Audit Committee will present to the Board of Directors about the connected transaction and conflicting items benefit which has been carefully considered suitability. The Company has complied with the rules of Office of the Securities and Exchange Commission and The Stock Exchange of Thailand by strictly setting prices and conditions with a person who may have a conflict of interest as a transaction with a third party.

The Board of Directors will supervise that the requirements regarding the procedure are followed. The disclosure of transactions that may have conflicts of interest must be accurate and complete by disclosing the transactions in the financial statements, one reports and the annual registration statement (Form 56-1).

### **3.6 Internal Control System**

The Board of Directors places the emphasis on supervision and internal control both at the management level and the level of work effectively. The internal control system is an important mechanism to build confidence in the management in helping to reduce the business risk. It can help operating the business efficiently by allocating resources appropriately and achieving the set goals. It also helps protecting the assets from leakage, lost, or fraudulent misconduct to help ensuring the accurate and reliable financial reports. The personnel can comply with relevant laws and regulations and help protecting the investment of shareholders. Therefore, the Company determines the obligations, operational authority of the operator and executives in various matters clearly in writing. There is a control over the use of the Company's assets to benefit. The worker's duties are separated and evaluated separately to create a balance and inspection on each other appropriately.

The Board of Directors has assigned the Audit Committee to be responsible for reviewing the suitability and the efficiency of the internal control system provided by the management as well as having established and reviewed the control system in terms of operations, financial reporting, compliance with rules, regulations, policies and governance as well as risk management. It also pays attention to early warning signs and unusual entries.

The Company has hired the third parties who are independent in the performance of their duties to be responsible for the internal control of the Company. The auditors have the duty to ensure that the Company has an adequate and appropriate internal control system. The internal auditors are independent to



perform full checks and balances. The internal auditors will report the results directly to the Audit Committee in order to ensure that the system placed to be able to operate effectively. The adequacy of the internal control system will be assessed and critical systems reviewed at least once a year and disclosed in the Company's one report.

### **3.7 Risk Management Policy**

The Board of Directors has established the Risk Management Policy to cover the entire organization and allows the management to follow the policy including reporting to the Board of Directors on a regular basis. The review system will be arranged for the assessment on the effectiveness of risk management at least once a year and disclosed in the Company's one report at any time the risk level has changed. This includes focusing on the signal, early warning and unusual items.

- The Audit Committee has given opinion on the adequacy of the internal control system and risk management in the Company's one report.
- The committee provides a clear action guideline for those wishing to make complaints or report a clue or stakeholders through the website or report directly to the Company. The whistleblower shall be informed through the independent director or the Audit Committee of the Company in order that the information can be examined in accordance with the procedures specified by the Company and to report to the Board of Directors.

### **4. Board of Directors Meeting**

4.1 The Board of Directors meeting must 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 Vice Chairman, the Vice Chairman shall be chairing the meeting. If there is no Vice Chairman or is unable to perform duties, the members attending the meeting shall elect one among themselves to chair the meeting.

4.2 The judgment of the Board of Directors Meeting shall be passed by a majority vote with one director having one vote. The director having 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.

4.3 The Board of Directors Meeting is usually held for at least 3 months at a time. The President 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 committee meeting for the Chairman to set a meeting date within 14 days from the date of receiving the request.



4.4 The President of the Board or a director 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 nearby province. If the President of the Board or the director assigned by the President of the Board does not specify the meeting venue, the Company's Head Office shall be used as the meeting venue.

4.5 In convening the Board of Directors' meeting, the President of the Board or the assigned director must 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.

4.6 In determining the minimum number of quorums at the time the committee votes at the meeting, there must be no less than two third of the total number of directors.

4.7 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.

4.8 The President of the Board shall allocate sufficient time for presentation of executive documents and information for questioning and discussion on important issues of the Board of Directors

4.9 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 Executive Chairman 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.

4.10 The Board of Directors must 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 President of the Board must be notified.

4.11 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 from senior management. The independent opinion is possibly sought from external consultant or professional when necessary to accompany each meeting which is considered as an expense of the Company.



4.12 The Board encourages senior management or related management to attend the Board of Directors' meeting as necessary and deemed appropriate to present information and additional useful information as 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 senior management and to use in considering the succession plans in the future.

4.13 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 must 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.

4.14 The Board of Directors' meeting is scheduled in advance throughout the year to inform the Board of Directors for their acknowledgment and to plan their attendance at the meeting.

4.15 Every director has the right to review the meeting documents and other important documents. If independent directors or the Audit Committee has any question, other directors and the Company's management must answer the questions as quickly and completely as possible.

4.16 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. Performance Appraisal**

The Company has a policy to provide the Board of Directors with a self-assessment at least once a year to help the Board of Directors review their performance, issues, and obstacles during the past year. This can increase the effectiveness of the Board of Directors in accordance with the principles of good corporate governance. The assessment is divided into 3 types as follows:

- 1) Evaluation of the performance of the whole committee
- 2) Evaluation of the performance of the sub-committees
- 3) Evaluation of the performance of individual directors

This is for the committee to use as a framework for setting norms, inspect the duties, and compare the results with the performance according to the Charter of the Board of Directors to reflect the responsibility in the performance to be truly effective and to improve the performance of the Board of Directors in accordance with the policy set. The problems and obstacles that occurred in the past year can be reviewed. The Company's secretary will submit the performance appraisal form of the Board of Directors to all committees for annual performance appraisal, both wholly and individually. After each committee has



completed the assessment, the performance appraisal form of the Board of Directors for the year will be submitted.

**The Evaluation Process of the Entire Committee / Sub-Committees / Individuals is as follows:**

1. The Company's secretary submits the Board of Directors' self-assessment form to the Company's directors by the beginning of December every year.
2. The Company's director make an evaluation form and return it to the Company's Secretary by December of each year.
3. The Company's Secretary summarizes and analyzes the results of the performance appraisal of the Board of Directors and report the results of the analysis from the assessment to the Board of Directors for acknowledgment.
4. The Company's Secretary brings analysis results and additional opinion from the Board of Directors to plan for improvement

**6. Remuneration of the Directors and Executives**

The Company determines the remuneration policy for directors and executives in accordance with the Company's long-term strategies and goals, experiences, scope of duties and responsibilities at a competitive level. It is at a level that can be comparable to the industry.

The directors' remuneration is in the form of salary, meeting allowance (for meetings of sub-committee) and annual bonus. Such remuneration must be approved by the shareholders' meeting. The executives including the Chairman of the Executive Committee are paid in the form of salaries and bonuses based on Key Performance Indicators (KPIs) in the form of monetary and non-monetary indicators including sustainability indicators.

**7. Development of Directors and Executives**

7.1 The Board of Directors will promote and facilitate training and education for those involved in the Company's corporate governance system such as Executive Directors, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance Committee, Company's secretary, etc. in order to continually improve the performance.

7.2 The Board of Directors assign the Company's Secretary as the one who prepares the introduction document about the Company and information for orientation for newly appointed directors to be informed of the Company's information, rules and information of the Company's business sufficiently relevant prior to the performance of duties. The directors will receive training and develop knowledge continuously to help the directors to perform their duties and supervise the Company's business effectively.





7.3 The Board of Directors requires the Chairman of the Executive Committee to report regularly on the development and succession plans. The Chairman of the Executive Committee, the Managing Director, and senior management have prepared the successor plan in case they are unable to perform their duties. The Board of Directors provides a project for executive development by having the Chairman of the Executive Committee report annually what has been done during the year and consider concurrently when considering the succession plan.

#### **8. Orientation for New Director and Director Training**

Newly appointed director shall receive proper training regarding the knowledge about the Company's business and the roles and responsibilities of the Company's director. Topics of orientation for director newly appointed by the shareholder's meeting include regulatory practice guidelines to comply with related laws, the Company's memorandum of association and the Company's regulations; scope of duties and responsibilities of the Board and other committees; 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. In this training, the Company secretary will provide information to new directors. The Board has a policy to continuously promote directors' knowledge and encourage directors to participate in training courses or attend various seminars.

#### **9. Disclosure of Information**

The Board of Directors supervise the disclosure of the Company's data and information both financial and non-financial to have complete disclosure of information which is truthful, reliable, consistent and timely to comply with the laws related to the business. This must be in accordance with the regulations of The Stock Exchange of Thailand and the Office of The Securities and Exchange Commission strictly.

#### **Whistleblowing Measures and Mechanism to Protect the Rights of Whistleblowers**

Muangthai Capital Public Company Limited has set the channel for complaints or whistleblowing from illegal or unethical acts, anti-corruption policy, or behaviors possibly leading to corruption or misconduct by individuals in the organization. This includes employees, executives and stakeholders including having a mechanism to protect information providers and attaches importance to keeping complaints confidential to reassure the whistleblowers.



## **Guidelines for Whistleblowing and Mechanism to Protect the rights of Whistleblowers**

### **1. Objectives**

1.1 To encourage executives and employees to conduct business properly, transparent, fair and accountable in accordance with the principles of good corporate governance and the Company's Code of Conduct. The Company expects everyone to report in good faith. The conduct is contrary to or suspect that it is contrary to the aforementioned matter for the Company to acknowledge. The Company will correct it or proceed to ensure accuracy, appropriateness, transparency, fairness and in accordance with securities laws. The Stock Exchange of Thailand also provides protection for those who provide good faith information to regulators which is the principle that the Company has applied.

1.2 To ensure that supervisor and the Human Resources Department of Muangthai Capital Public Company Limited is responsible for and give advice as well as to monitor the behaviors and actions of employees to ensure they are correct and the whistleblower will be protected if it acts in good faith.

### **2. Scope of Whistleblowing or Complaints If Anyone has a Clue about the Wrongdoing which Meets the Conditions in the following matters:**

1. Offenses, Policy/Principles of Corporate Governance or business ethics
2. Behaviors that may imply corruption or misconduct to seek unlawful benefits for oneself or others, such as corruption embezzlement, fraud, etc.
3. Violation of the Company's rules and regulations
4. Exposure to injustice 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 possibly causing the Company to lose benefits.

Determining channels for reporting complaints and suggestions on various matters including reporting the whistleblower of wrongdoing by giving employees and stakeholders the opportunity to freely express their opinions to lead to improvement of the management system. The whistleblowers can file complaints via email of independent directors directly or send a letter of complaint through the channels for whistleblowing or complaints as follows:

1. Via electronic mail channel (Email: whistleblower@muangthaicap.com)
2. By post to Chairman of Audit Committee Muangthai Capital Public Company Limited No. 332/1 Charansanitwong Road, Bangplad Sub-district, Bangplad District, Bangkok 10700



### **3. Conditions and consideration of whistleblowers**

3.1 The received information will be kept secret and the name of the whistleblower will not be disclosed to public without consent.

3.2 The details of the clues or complaints must be true, clear, or sufficient to investigate the facts for further proceedings.

3.3 The response time to the whistleblowers should not exceed 3 days after receiving the complaint.

3.4 Timeline for complaint processing depends on the complexity of the story, document adequacy, evidence received from the whistleblower including documentary evidence and explanation of the whistleblower but not later than 30 business days.

3.5 The whistleblowers will be entitled to protection whether they are employees or outsiders.

3.6 Those who received the complaints and those involved in the investigation process must keep relevant information confidential. It can be disclosed as necessary considering safety and damage of the whistleblowers or those who cooperate in the investigation of facts or source of information or related persons.

### **4. Protective measures for the whistleblowers**

4.1 The Company will collect information and identity of the whistleblowers and the complainants confidential.

4.2 The Company will disclose information as necessary considering safety and the damage of the person reporting the source of the information or the person involved in the damage to be mitigated through appropriate and fair procedures.

4.3 The Company will not act unfairly to whistleblowers whether by changing job position, job nature, workplace, suspending work, intimidating, interfering with work termination of employment, or any other act that is unfair to the whistleblower or complainant or those who cooperate in the investigation of facts.

4.4 In the case of the complainant or those who cooperate in the investigation of facts, the Company may request to determine appropriate protection measures, or the Company may impose protection measures by the complainant or those who cooperate in the investigation without request if seeing that it is prone to damage or insecurity.



## **Business Ethics**

The Company is determined to manage and operate business with due regard to social responsibility and stakeholders such as shareholders, customers, business partners, employees, communities and surrounding society. This is to create sustainability in business and able to manage the business to grow steadily and be accepted in society as well as to be able to generate returns to shareholders efficiently considering the benefits and impacts of business operations on stakeholders related to the Company. The focus is on social responsibility which can be divided into 8 areas as follows.

### **Social, Environment and Stakeholder Responsibility Policy**

#### **1. Policy on Responsibility to Shareholders**

- The Company emphasizes that the employees perform their duties with honesty and straightforwardness within the framework of the Company's rules and regulations by upholding this code of conduct to act in all activities, decisions and transactions. We will conduct our business with honesty and take any action with fairness to all shareholders.
- The Company is committed to operating business in order to provide sustainable growth returns to shareholders and arrange for the disclosure of accurate, complete, adequate, and timely information for shareholders to have equal access to information. We are careful not to mislead the shareholders or confused in the information including notification of news and progress in business operations through various media such as newspapers and Company's websites. Thus, the shareholders can be informed equally prohibiting those involved or having interests to buy/sell shares ahead of schedule.

#### **2. Conducting Business with Fairness**

- The Company has established policies and guidelines for dealing with all customers by clearly notifying the conditions. Such conditions are fair and give advice to help customers with politeness and gentleness. We are ready to listen to problems and suggest solutions to customers without disclosing customer secrets.
- The Company has treated business partners and creditors fairly, equitably, without taking advantage by complying with trade conditions and/or contractual agreements made strictly together to develop business relationships that benefit both parties.
- The Company treats the competitors fairly without action that is an attack, slander, or damage the reputation of competitors including affixing publicity labels. The operation will be conducted under good competition. There is no label to destroy competitors.
- The Company's business operation must be managed in order for the business to grow sustainably and stably under careful operation honesty being fair to those involved.



- We do not seek competitors' confidential information through dishonest means or inappropriate, such as paying employees of competitors.

### **3. Respecting Human Rights**

The Company values and respects human rights and does not do anything that violates the rights and freedoms of any person or group of persons both directly and indirectly equally regardless of race, religion, gender or physical difference. The Company has an organizational culture that all employees adhere to as a guideline for working so that employees can live altogether under happy working environment and accept one another. For the treatment of employees, the Company values every employee and every level. The Company promotes and strictly complies with intellectual property rights, copyrights, patents, and moral rights. We encourage the executives and employees to use the Company's resources and assets effectively to increase the ability in competition. We provide good service to customers and use copyrighted goods and services. We do not support products or actions that infringe intellectual property.

### **4. Fair Treatment of Employees**

The Company realizes that being able to continuously expand the business and have stability for more than 30 years is the result of cooperation of all employees at all levels who are determined to work in order to achieve the goals set by the Company. We treat all employees equally and fairly as follows:

- The Company provides appropriate compensation according to the knowledge and abilities of each employee. This can be compared with companies that operate the same business as well as taking care of the working environment by considering the quality of life and safety at work. In addition, we offer proper care, assistance and welfare for employees.
- The Company has developed the Company's personnel in every position and every level continuously. The emphasis is placed on organizing training and seminars on an annual basis by inviting speakers with knowledge and reputation to train. Thus, the employees can learn and continuously develop their potential and skills.
- The Company provides training within the organization and outside the organization according to related fields. The training can increase the potential of employees and executives by formulating human resource development policies and guidelines. The average number of hours of employee training per year are disclosed as follows:

Employee Level	Average Total Training Hours/Person*	Goals of the Programs
Executives and managers	22	Focus on the management of the executives with knowledge and understanding of principles, concepts and techniques in leadership and coaching subordinates who are different with conflict resolution.



Supervisors	22	Focus on the ways to develop the leadership abilities such as communication skills, motivation, coaching, setting goals for work and teamwork
Operational employees	16	Focus on correct operating techniques to provide excellent service to customers, organizational culture used as a framework and respect for supervisors

*\*Only the Company's standard training excluding specialized field training*

- The Company has a system for assessing merit and fairness by disclosing the assessment criteria to employees at all levels for acknowledgment.
- The Company has a policy to encourage employees at each level to progress and be able to continuously grow in the organization.
- The Company provides opportunities for employees at all levels to participate in questioning or expressing opinions, both directly and indirectly, which will bring benefits in solving problems altogether.

#### **5. Consumer Responsibility**

- The Company's business operations are a service-related business which is the key to making the business successful, progressive and sustainable. The Company has set the service as the 5th mission statement that "The Company will provide excellent service and create the highest customer satisfaction" It is in line with the Company's slogan which is "Intimate Service Like Close Family Members" for all employees to treat customers as the mission and slogan that has been set.
- In presenting the loan approval conditions, the Company will present the conditions and/or the benefits that customers will receive in a transparent and clear manner in order to benefit the customers as much as possible.
- The Company gives customers the opportunity to complain about the service of employees directly to the complaints department of the Head Office by calling at 02-4838888 or making the complaint through a letter in the form of a questionnaire sent by the Head Office to the customers.
- The Company provides a policy for whistleblowing, monitoring and protection of the whistleblower's rights.
- In the event that customers face financial crises caused by natural disasters affecting the public such as floods, delays in payment of rice sold to farmers, etc., the Company will have measures to provide assistance to customers as appropriate.

#### **6. Caring for the Environment**

Although the Company's business will not cause direct impact on the environment, the Company is aware of and instilling awareness among employees to focus on and help to protect the environment starting from the environment. The Company stipulates 5 Sor activities to be held annually. In addition, there is a



control over the use of office equipment under the budget received, campaign to use electricity and tap water economically, reduce the use of equipment that has the effect of causing pollution, reducing the use of paper by reusing used paper including the storage of documents in electronic media more.

## **7. Community and Society Development**

The Company has a social responsibility policy by participating in community development to adhere to local traditions that the Company establish and carry out activities with communities regularly, both public and private sectors, such as:

- Religion: The Company has arranged the Kathin ceremony every year at least 2 temples a year. The Company is the host to gather the things to offer to the temples. The Company has practiced it as a tradition for more than 30 years until now by rotating around the area where the Company is located. This is in order to carry on the traditions that have been passed down from generation to generation and to create unity among the people in that community.
- Education: The Company has donated scholarships to students and financial support for schools located in the same community as the temple. Since 2012, the Company has started a project to build a child center building under the name “Ban Mai Khong Noo Project” by continually building a child care center every year which will rotate according to the area of the branch. The project started in 2012 until now Built as the 24th house.
- Society: The Company has practiced this tradition for more than 30 years, including supporting local traditions such as the long boat race tradition, the worshipping tradition, dragon costume parade tradition, etc. In addition, the Company has formulated policy to prohibit employees at all levels from dealing with drugs of any kind, either as a trader or a drug user. There is drug testing from employees once a year under the project “White Company”.

Including a project “Muangthai joins the heart for the community” According to the survey of the actual area and the needs of health hospitals in each province. Found that most rural areas are inaccessible to cars because it is an agricultural area, a rice field or a small road that is convenient for motorcycles only. To increase the opportunity to access the public health system and reduce the inequality of people in rural communities. therefore, making modified motorcycles to be given to hospitals to transport medical supplies, medicines to patients in their homes, including transporting elderly patients and severely injured patients.

## **8. Anti-Corruption**

The Company attaches great importance to anti-corruption. The anti-corruption guidelines have been set up in the Code of Business Conduct. On 18<sup>th</sup> October, 2019, the Company received the certificate from the Collective Action Coalition. The Board of Directors announced the mentioned policy for directors, executives and all employees to comply with the policy in general by communicating to all employees through internal journals and specifying the details in the Good Corporate Governance Manual including such topics



in the training of new employees to realize anti-corruption. At present, the CAC membership renewal has been certified on 30th June, 2022

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.

**Guidelines that Directors, Executives and Employees follow include:**

1. This Anti-Corruption Policy covers the process of personnel management from the recruitment and selection of personnel to work performance appraisal and promotion by requiring supervisors at all levels to communicate with employees for use in business activities under their responsibility and to supervise them to be effective.

2. The directors, executives and employees must avoid giving or receiving things or any other benefits from partners or those related to the Company's business, except for the benefit of normal business operations or festivals or traditions.

3. The Company provides for the management of corruption risks with a risk assessment prioritize and determine appropriate measures as well as continuously monitoring the results of the aforementioned matters.

4. Not conducting unlawful transactions related to government officials, other persons or other entities directly or indirectly.

5. Do not accept or give bribes in business of any kind. The Company operation and contacts with the government sector must be transparent and honest. The operation must strictly conform to the law.

6. Do not give and receive gifts of value beyond what a reasonable person should give between a superior and a subordinate, regardless of any occasion.

7. The employees who commit fraud will be punished in all cases without considering how much the amount of fraudulent activity and regardless of the position of the employee who commits fraud. There will be equal consideration and punishment. The penalty is dismissal.

8. The Company has cultivated and emphasized that all employees in the organization must be aware of and must perform duties with honesty not seeking benefits from their own position or giving any





benefit to others. All employees are aware of the penalties as well as the impact, suffering and damage that will be received from the act of corruption.

9. Every employee has duties in helping and monitoring. If finding that there is an incident of corruption occurring in the department, it must be reported to the Company immediately by reporting through the supervisor or through other channels specified by the Company or the internal audit department.

10. The directors and executives of the Company at all levels must show honesty and be a good role model in compliance with anti-corruption policies and measures. The branch affairs department and the manager of the human resources department are assigned to be responsible for disseminating knowledge, creating understanding, and encouraging employees at all levels to seriously adhere to the anti-corruption policy continuing and enhancing it as part of the corporate culture.

11. For the clarity in operation in matters that have a high risk of corruption, the directors, executives and employees of Muangthai Capital Public Company Limited at all levels must proceed with caution in the following matters:

- Entertainment, gifts and expenses, giving or receiving gifts entertainment to be in accordance with the stipulations in the Company's Code of Conduct
- Charitable donations or financial support. Giving or receiving donations or financial support must be transparent and legal by ensuring that the donation or the subsidy is not used as an excuse for bribery.
- For political assistance, the Company has a policy of not helping, supporting political parties, political group, or politician whether directly or indirectly.
- Charitable donations public interest and financial support.

The Company requires to donate to charity, public benefits and financial support as follows:

1. To be transparent, legitimate and not contrary to morality including not doing any act that will have a detrimental effect on the society entirely.

2. Giving or receiving donations for charity, public interest, or support are not allowed to be used as an excuse for bribery.

3. Follow the procedures for reviewing and approving charitable donations, public interest, or financial support according to the Company's regulations.

4. In case of doubt that may affect the law, the advice must be sought from the Legal Department in writing or in other important matters at the discretion of the management.

- For the business relationship and procurement with the government sector, it is prohibited to give or accept bribe in the conduct of business of any kind of the operation of Muangthai Capital Public



Company Limited. This includes contacts with the government sector which must be transparent, honest and must act in accordance with relevant laws.

## **Monitor**

The Company has set it up as the duties and responsibilities of directors, executives and all employees to be acknowledged and strictly comply with the anti-corruption policy. The Company has organizing a follow-up in all cases that occur 100%. It is important to encourage employees under their command to have knowledge and understanding and follow the good corporate governance manual and business ethics strictly. The Company will not take any action unlawful or contrary to good corporate governance principles. If the directors, executives or employees commit an offense, they will be subject to disciplinary action. If there is an action that is believed to be an offense, the Company will refer the matter to the police for further legal action. The Internal Audit Department assesses the risk of corruption throughout the organization annually.

## **Code of Conduct of the Employees**

The employee's Code of Conduct has been prepared in this manual as a basic standard for employees in conducting oneself in an ethical manner according to the principles of good corporate governance, therefore defining the code of ethics to be used as a guideline for employees as follows:

### **1. Employee's Code of Conduct towards the Company**

- Avoid any action which is contrary to the interests of the Company whether due to contact with the Company's trade related parties such as customers, competitors or the use of opportunities or information obtained from being a director or employees in private exploitation or working other than the work of the Company which will affect the work on the job.
- Take full responsibility for your duties their knowledge and abilities taking into account the maximum benefit of the Company. Do not take the opportunity or use the job position to seek benefits for oneself.
- Have good attitude maintain reputation and corporate image by maintaining the good reputation of the Company not to be malicious or to provide information that will cause disgrace to the Company and understanding with outsiders to maintain a good image of the organization.
- Perform duties with honesty and forthrightness, not asking/accepting or agreeing to receive money, things, or any other benefits from people related to the Company's business especially procurement. It must be operated under transparency being able to check and compare prices from the same businesses that were tendered.
- All employees must contribute and maintain a good working atmosphere to build solidarity among employees, avoid any action which will affect the reputation and image of the Company or causing problem for the Company later.



- The employees must be taken seriously and strictly commit to all activities that will enhance the quality, efficiency and development of the organization towards excellence.
- The employees are prohibited from accepting any traditional gifts, except for receiving them on behalf of the Company and collectively.
- It is forbidden for the employees to claim or accept things or any other benefits for themselves or others who are in the way of motivation to act or refraining from performing duties in a wrong way such as procurement, etc.
- The employees have duties and responsibilities to take care of the Company's assets not to be damaged, lost, and to use assets effectively for the full benefit of the Company and not to use the Company's assets for the benefit of oneself or others. Such property means any tangible and intangible property as well as confidential information that is not disclosed to the public such as business plan, financial projection, human resources information and debtor information.

#### **2. Employee's Code of Conduct towards the Management**

- Respect, polite, humble, respect for supervisors to comply with lawful orders.
- Not make false reports or offer dishonest opinions to supervisors as well as not defaming the management without the facts.
- Refrain from giving gifts to supervisors or receive gifts from subordinates

#### **3. Employee's Code of Conduct towards the Colleagues**

- Provide knowledge and transfer work experience to participants or to give advice to colleagues for good organization development.
- Maintain and strengthen unity including
- participating in various activities organized by the Company to build good relationships between colleagues.
- Treat colleagues with politeness and respect for each other.
- Not use the work of fellow employees to pretend to be their own work.

#### **4. Employee's Code of Conduct towards Oneself**

- Have good attitude to take pride in being an employee and maintain their reputation and the honor of their employees.
- Be punctual and devote time to work fully.
- Develop oneself to be able to work effectively and always effective.
- Refrain from all evil not behaving in a way that could defame your reputation and the dignity of oneself and the Company.



- Study and acquire knowledge and experience to enhance oneself to be competent in professional work by always working efficiently and effectively along with maintaining good moral character being both good person of the organization.

#### **5. Employee's Code of Conduct towards the Customers**

- The success of the Company is based on customer satisfaction. All employees must create good relationship with customers by adhering to the principles of honesty, ethical treatment and realize that each customer has different needs and expectations. The employees must meet the needs of various customers including giving advice to customers about the timing, conditions for arranging contracts for customers by clearly presenting the information in the contract arrangement truthful, transparent, and fair.
- The performance of contracts, agreements or conditions towards customers. In the event that it will not be possible to conform to, the employees must negotiate with customers in advance to jointly find solutions and prevent damage.
- Respond to customers' needs with speed willing to serve under the slogan that "Intimate Service Like Close Family Members".
- In case of following up on overdue customer. Employees will follow up under the conditions. Debt collection act strictly.
- The employees must not claim, accept or not give any benefits dishonest with customers.

#### **6. Employee's Code of Conduct towards the Competitors**

- The employees must behave within the framework of good competition rules without damaging the reputation of competitors by accusing them of harming the competitors including affixing publicity labels. It will be operated under good competition and there is no label to destroy competitors.
- The employees must not seek competitors' confidential information through dishonest or improper means such as paying competitors' employees.

### **Code of Conduct of the Management**

Regarding the requirements for the executives, Muangthai Capital Public Company Limited expects executives to demonstrate the Company's intention to conduct business with transparency and morality. The duties are performed according to the highest ethical standards with honesty, caution and prudence for the benefit of shareholders and stakeholders. Therefore, the code of ethics is defined to be used as a practical guideline for executives as follows:

#### **1. Management's Code of Conduct towards the Company**

- Perform duties with honesty and does not take any action in a manner that causes a conflict of interest to the Company.



- Perform management duties to the best of their ability with care under the rules of good corporate governance.
- Provide a control system and effective internal audit to ensure that the Company has complied with various standards and laws related under the scrutiny of the internal auditors and review of the Audit Committee.
- Company's Management is responsible for preparing financial reports that are accurate, complete and timely. Both quarterly and annual statements are prepared according to accepted accounting standards.

## **2. Management's Code of Conduct towards the Shareholders**

- Prepare a report on the status and performance of the Company and other important information to shareholders equally, consistently, and completely according to reality.

## **3. Management's Code of Conduct towards the Employees**

- Provide appropriate compensation according to the knowledge and abilities of each employee. It can be compared with the Company operating the same business as well as taking care of the working environment by considering the quality of life and safety at work. In addition, there is proper care, assistance and welfare for employees.
- There is a clear policy and guidelines on compensation, career growth, and welfares that all employees receive. There is an announcement posted on the Company's internal website under the topic of the personnel department which employees can read and study.
- There is the development of the Company's personnel every position and every level continuously. The emphasis is placed on organizing training and seminars on an annual basis by inviting speakers with knowledge and reputation to train. The employees can learn and continuously develop the potential and skills of employees to increase the knowledge and skills necessary for career growth as well as preparing the organization to create executives to replace important positions.
- The appointment and relocation including rewarding and punishing employees must act in good faith and based on knowledge the ability of that employee. There is a system for assessing merit and fairness by disclosing the assessment criteria to employees at all levels for acknowledgment and encourage employees at each level to progress and be able to continually grow in the organization.
- Emphasize on employees' understanding of the code of conduct and roles which employees can do to encourage behavior within the framework of the Code of Conduct throughout the organization.
- The supervisor should behave in a way that is respected by employees and employees should not do anything which is disrespectful to the supervisor. Refrain from giving gifts to subordinates or receive gifts from subordinates.



#### **4. Management's Code of Conduct towards the Customers**

- Present loan approval conditions and/or benefits that customers will receive transparently and clearly in order to benefit the customers as much as possible.
- In the event that customers face financial crises caused by natural disasters that affect the public, the Company will have measures to provide assistance to customers as appropriate.
- Provide an opportunity for customers to complain about the service of employees directly to the complaints department of the head office by calling 02-4838888 or 1455 making a complaint through a letter in the form of a questionnaire sent by the Head Office to the customer.

#### **5. Management's Code of Conduct towards the Competitors**

- Treat competitors fairly without action that is an attack slander or damage the reputation of competitors including affixing publicity labels. It will be operated under good competition. There is no label to destroy competitors including no infringement of intellectual property or copyright of others.
- For the Company's business operation, it must be managed in order for the business to grow sustainably and stably under careful operation honesty and being fair to those involved.
- Not seek competitors' confidential information through dishonest or inappropriate means such as paying employees of competitors.

### **Code of Conduct of the Directors**

The requirements for the Board of Directors of Muangthai Capital Public Company Limited is committed to complying with international standards. The highest ethics for the benefit of shareholders and other stakeholders are under the following principles:

#### **1. Director's Code of Conduct towards the Company**

- Perform the duties with honesty, transparency for the best interest of the Company and do not act in a manner that may cause conflicts with the interests of the Company.
- Apply knowledge and management skills to their full potential.
- The directors will adhere to the laws, rules and regulations related to business operations under the principles of good corporate governance including directors and senior management. This must be notified to 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.
- Buying and selling shares of the Company, executives and all management including close people (spouse and minor children). 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, if there is the purchase or sale, the secretary must be notified



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 every quarter.

- The connected transactions and stakeholder reports of directors and executives to prevent conflicts of interest of directors and executives must be reported to the chairman and included as an agenda to inform the Board of Directors' meeting every quarter.

## **2. Director's Code of Conduct towards the Shareholders**

- Determine to disclose information accurately, completely, adequately, and timely for equal access to information and be careful not to mislead the shareholders or confused in the information.
- Maintain the rights of shareholders and treat all shareholders equally regardless of gender, age, race, nationality, religion, belief or political opinion. Even if the shareholders are unable to attend the meeting due to any inconvenience, the shareholders have the right to appoint another person to attend the meeting on their behalf.
- Not seeking benefits for oneself and those involved using any inside information that have not yet been disclosed to the public.

## **3. Director's Code of Conduct towards the Employees**

- Determine the welfare, compensation and welfare policies that are fair to employees.
- Treat employees with politeness. Avoid any unfair action and listen to the opinions and suggestions of employees.
- Promote knowledge development and the ability of employees on a regular basis.
- Follow up for the Company to act on the code of conduct and the roles that employees can perform to create behavior that is with in the framework of the code of conduct throughout the organization.

## **4. Director's Code of Conduct towards the Customers**

- Support and encourage the Company to innovate in order to achieve the highest customer satisfaction.
- Supervise the Company to organize the system for customers to complain about the service and giving customers a quick response.

This policy has been reviewed and approved by the Board with effect from 24 February, 2023