



## **Attachment 5**

### **Full version of the corporate governance policies and practice and full version of Code of Conduct that the Company has prepared**

#### **The Corporate Governance Policies and Practice**

The Board of Directors adheres firmly to the importance of good corporate governance. The Company intends to promote itself as an efficient organization in conducting business with good management, moral in business operations along with a transparent and verifiable management system, and equality and fairness in order to mature sustainably by producing the maximum benefits for the Company and generating a good relationship as well as confidence among stakeholders in all business sectors, including shareholders, employees, customers, business partners, government agencies, creditors, community, and society, which also reflects the corporate social responsibility.

In order to conform to the CG Code for listed companies of the Office of the Securities and Exchange Commission, the Sub-committee has established a good corporate governance policy in compliance with international standards of corporate governance, so that the Board of Directors, as the leader of the organization, shall observe appropriately the following 8 principles:

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

Practice Principle 2: Define Objectives that Promote Sustainable Value Creation

Practice Principle 3: Strengthen Board Effectiveness

Practice Principle 4: Ensure Effective CEO and People Management

Practice Principle 5: Nurture Innovation and Responsible Business

Practice Principle 6: Strengthen Effective Risk Management and Internal Control

Practice Principle 7: Ensure Disclosure and Financial Integrity

Practice Principle 8: Ensure Engagement and Communication with Shareholders

Additionally, the Company has established Business Code of Conduct as the guidelines for business operations by specifying Code of Practice and Compliance for directors, executive directors, employees, and subsidiaries to acknowledge and conduct in the same manners.

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

The Board of Directors has recognized the roles, duties, and responsibilities as the leader of the organization that must oversee the organization to have a good management, supervise the Company's business operations to be transparent, and lead to sustainability. The roles, duties, and responsibilities of the Board of Directors are as follow:

1. Specify objectives and main goals in business operations as well as the vision and mission of the Company, and communicate to employees so that everyone aims in the same direction with a joint commitment to develop the organization to the goals of creating sustainable business values in the aspects of economy, social, and environmental, with regard to all stakeholders.

2. At the annual meeting of the Board of Directors, the Board of Directors will jointly review the policies, operating strategies, and operational budgets in accordance with business directions, along with monitoring and evaluating the performance by taking into account the competitiveness, technology industry trends, business impacts, both short-term and long-term from the performance report of Executive Committee, so that the Management can adopt them to make progress or adjustment for better performance, which allow the Company to adapt under changing factors appropriately and efficiently.

3. Specify the scope of duties and responsibilities of the Board of Directors according to the Director's Manual and the charter of each sub-committee. It shall be reviewed annually in order that the directors and executive directors will perform their duties responsibly, carefully, and honestly for the organization, and, can practice correctly and appropriately to keep up with occurring changes. In addition, the responsibilities of the Board and the executives have clearly been separated so the operations can be executed correctly according to the law, regulations, and resolutions of the shareholders' meeting as well as the established guidelines. The stated roles, duties, and responsibilities shall regularly be conveyed to directors, Sub-Committees, and employees at all levels.

4. Specify strategies, policies, procedures, and Code of Conduct for directors, executive directors, and employees to cover all operations of the Company. In addition, organize meetings of the Board of Directors that monitor the performances of the executive directors regarding implementation of the Company's strategies at least once a year. Additionally, compile various policies in the form of a corporate governance manual to be used as principles for ethical work practices by respecting the rights and being responsible for shareholders and all stakeholders on the basis of accuracy and suitability according to good corporate governance principles, which portray the principles and guidelines of operations ready to drive the business forward according to cultural framework of the organization (METRO Way). Also, remain good role models as leaders in corporate governance by emphasizing on the impacts on society and the environment besides financial performance in order that the Company shall have stable and sustainable growth in the long term.

5. Hold the Board of Directors meeting at least every 3 months, arrange the shareholders' meeting within 4 months from the end of the Company's accounting period, and organize an extraordinary general meeting of shareholders from time to time as necessary for the operations of the business.



6. Establish an internal control system and internal audit in the Company, and implement a risk management system appropriately, carefully, and efficiently, and monitor operations in various matters continuously and regularly in the Board of Directors meetings.

7. Appoint the Corporate Secretary and assign the scope of authorities and responsibilities in order to perform duties responsibly, carefully and honestly.

#### **Scope of Authority of Chairman**

- 1) Call a meeting of the Board of Directors, as well as set the date, time and agenda.
- 2) Preside as chair of the Board of Directors meetings in order to steer the meetings and give the casting vote in the case of voting with equal votes on both sides.
- 3) Control the meeting to be efficient according to the Company's regulations, support and allows directors to express their opinions independently.
- 4) Preside as the chairman of the shareholders' meetings of the Company in order to steer the shareholders' meeting.
- 5) Support and promote the Board to perform their duties to the best of their abilities according to the scope of authorities and responsibilities corresponding to the principles of corporate governance.
- 6) Supervise and monitor the administration of the Board, Executive Committee, and various Sub-Committees in order to achieve the objectives as stated.

#### **Scope of Authority of Chief Executive Officer**

- 1) Manage and supervise the normal business operations of the Company, e.g. consideration on making purchase agreement for products or services, etc.
- 2) Become the person who defines the missions, objectives, guidelines, and policies, oversee overall operations, and deal with the product owners, customers, and marketing.
- 3) Consider business strategies and fundraising for the Company in order to present to the Executive Committee and/or the Board of Directors according to the order of importance.
- 4) Have the authority to appoint a deputy or assistant to the Chief Executive Officer and various consultants necessary for the operations of the Company.
- 5) Have the authority to hire, appoint, lay off, dismiss, set the wage rates, issue rewards, and increase salaries, remuneration, and bonuses for employees of all levels, except for nominating, appointing, and discharging personnel in the position of president or vice president, which must be submitted to the Executive Committee for approval.
- 6) Have the authority to consider and approve on matters related to operations, contract signing, agreements related to the purchase or sale of products or services, which are normal business operations of the Company, contracts related to procurement, or any other contracts for the benefit of the Company's business as specified in the annual approval structure or as assigned by the Board of Directors.
- 7) Have the authority to consider and approve financial matters or various operations as specified in the annual approval structure or as assigned by the Board of Directors.



- 8) Carry out any other matters as assigned by the Board of Directors.

### **Practice Principle 2: Define Objectives that Promote Sustainable Value Creation**

The Board of Directors jointly defines and reviews the Company's vision, mission, and business strategies, supervise the Company's business according to the objectives and goals stated to maximize the economic values for the Company and its shareholders. In addition, clearly specify business goals for both short and long terms. There are concrete operational frameworks and operating strategies for each year by taking into account the economic conditions, market competition conditions, risk factors, and the performances of the past years, along with follow-up on the achievement of the goals stated to enhance values for the Company, customers, stakeholders and society as a whole, and to strengthen the confidence of stakeholders in all sectors. They are free to express their opinions, do not seek benefits for themselves or any particular individuals, do not undertake any action in conflict or in competition with the interests of the Company and its subsidiaries. In addition, innovation and modern technology are applied appropriately and safely based on social and environmental responsibilities. They shall be ready to be the leaders who will develop the organization continuously leading to sustainability.

### **Practice Principle 3: Strengthen Board Effectiveness**

The Board of Directors realizes the importance of corporate governance for the best interests of the Company with the understanding about the roles, duties, and responsibilities, by separating the roles between the Board of Directors and the management and supervising to ensure that the Company becomes confident in the system of transactions or other endeavors of the Company. The Board of Directors has practiced in accordance with the law and ethics in order to perform the duties of the Board of Directors efficiently and effectively. The Board of directors must jointly specify and review the structure of the Board of Directors, select people with knowledge and suitability to hold positions of directors, consider the remuneration of the Board of Directors in order to propose to the Annual General Meeting, and supervise policies and operations of subsidiaries, with the following guidelines:

#### **3.1 Structure of the Board of Directors**

The Board of Directors was made up of knowledgeable and experienced individuals in many fields. Most of the directors have taken executive courses offered by the Thai Institute of Directors Association (IOD). They have jointly formulated company policies with senior executives for both short and long term operational plan, financial policies, risk management, and an overview of the organization. Also, the supervises, audits, and evaluates the Company's performances, including those of senior executives, as planned in order to ensure that the composition and operation of the Board of Directors facilitate the independent exercise of decision-making.

The structure of the Board of Directors consists of 6 committees: the Board of Directors, Executive Committee, Audit Committee, Nominating and Remuneration Sub-Committee, Corporate Governance Sub-Committee, and the Risk Management Sub-Committee.

The Company has clearly specified and separated the authority of each committee. Consideration and decision making on important matters must be approved by each committee, which has specific duties, and proposed to the Board of Directors for consideration or acknowledgment in order to balance and review to ensure transparency and fairness to all concerned parties.



## 3.2 Recruitment of Directors

### 3.2.1 Recruitment and Nomination of the Company's Directors

The Company's Articles of Association stipulate that the Board of Directors consists of no less than 5 but no more than 30 members, and, that no less than half of all Directors must reside in the Kingdom of Thailand.

The selection of individuals to be appointed as the Company's directors must be nominated by the Nominating and Remuneration Sub-Committee with consideration according to the recruiting criteria of the Nominating and Remuneration Sub-Committee, which is determined by professional diversity and expertise without limitation on race, religion, gender and qualifications as follow:

1. Have knowledge, skills, experiences in the Company's industry, finance, accounting, management or others as appropriate, in accordance with the strategies and business operations of the Company and not in conflict with the regulations of the Company.
2. Do not have forbidden characters as prescribed by the Public Limited Company Law. In addition, there must not be any characters showing the lack of suitability to be entrusted by the shareholders to manage the Company according to the criteria set by the Securities and Exchange Commission.
3. Able to fully devote oneself with responsibilities to perform their duties and allocate sufficient time, especially in making important decisions for the benefit of the Company.
4. Be of morality, ethics, and any other qualifications that may be required by law or as appropriate by the Board of Directors.

Then, propose to the Board of Directors for consideration before presenting to the shareholders' meeting to consider electing the directors to take office later. The rules for the election of directors of the Company according to the Company's Articles of Association are as follow:

- 1) One shareholder has one vote equal to one share one vote.
- 2) Each shareholder is required to use all one's votes as stated in 1) to elect one person or many of them to become directors, but cannot divide the proportion of the votes to any person.
- 3) Persons, who receive the highest number of votes in descending order, shall be elected as directors equal to the number of directors required or to be elected at that time. In case that persons elected in descending order have equal votes in excess of the number of directors required or to be elected at that time, the chairman shall be the one to issue the casting vote.

In every Annual General Meeting, have one-third of directors give up the positions. If the number of directors cannot be exactly one-third, have the directors retire by the number closest to 1 out of 3.

Directors, who shall retire in the first year and the second year after the registration of Company, are decided by drawing lots. In the following years, the directors, who have been in office for the longest time, shall draw lots to determine who will retire. Retiring directors can also be re-elected.

Shareholders' meeting may pass a resolution on removing any director from office prior to the expiration of the term with a vote of no less than three-fourths of the number of shareholders attending the meeting with the rights to vote and having shares amounting no less than one-half of the number of shares held by shareholders attending the meeting with the rights to vote.



However, the shareholders of the Company, who hold shares of no less than 5% of the total number of shares with voting rights in the Company as one or multiple shareholders for at least whole one year, and, must hold shares on the date of nomination for director election and on the closing date of the register book for the determination of the rights in the Annual General Meeting, can nominate individuals to be elected as directors from September 1 to November 30 of every year in order that the Nominating and Remuneration Sub-Committee can scrutinize before proposing to the Board and the Annual General Meeting for further approval.

### **3.2.2 Terms of the Directors**

The Board of Directors has a term of appointment according to the Company's Articles of Association, which also requires that the Chairman must not be the same person as the Chief Executive Officer or executive directors of the Company. Or, if any person in the Board of Directors holds an executive position in another company, the person must reveal the information openly to the supervisors.

### **3.2.3 Recruitment and Nomination of Top Management**

The Board has considered and assigned the Nominating and Remuneration Sub-Committee to consider the criteria and methods for recruiting qualified individuals to take the position of the top management, and propose names of the persons deemed appropriate along with reasons for the consideration and appointment by the Board of Directors. In the recruitment process, the criteria for the consideration are as follow:

- 1) Have knowledge, skills, education, experiences, and expertise corresponding to the operations of the Company, and be able to help further develop the Company.
- 2) Have all the qualifications without any prohibited characters as prescribed by the Public Limited Company Law, securities laws, and other related laws.
- 3) Be able to fully devote oneself to making important decisions for the sake of the Company.
- 4) Have honesty, integrity, morals, ethics in management with a good work record

Then, the Nominating and Remuneration Sub-Committee shall present the names along with reasons to the Board of Directors for further appointment.

### **3.2.4 Sub-Committee**

The Board of Directors has appointed each Sub-Committees, namely the Audit Committee, Nominating and Remuneration Sub-Committee, Corporate Governance Sub-Committee, and Risk Management Sub-Committee, to perform specific duties and present the performance results of each year or quarter (if any) to the Board of Directors for consideration and acknowledgment.

## **3.3 Division of Roles and Duties of the Board of Directors**

The Company determines and divides the authorities of the Board of Directors and the management at different levels clearly. Consideration and decisions on important matters must be approved by the Board of Directors and Sub-Committees in order to balance and review to ensure transparency and fairness to all concerned parties.



### **3.4 Consideration of Directors' Remuneration**

The Nominating and Remuneration Sub-Committee shall be the one, who determine the remuneration of the directors by scrutinizing the suitability in various aspects. Directors shall receive remuneration according to their experiences, duties, roles, and responsibilities, and comparable to those in similar industry, as well as the business expansion and profit growth of the Company. The remuneration for directors shall be in accordance with the principles and policies specified by the Board within the scope approved by the shareholders' meeting. (For the type of remuneration that must be approved by the shareholders' meeting)

### **3.5 Directors and Officers Liability Insurance Plan**

The Company also offers Directors and Officers Liability Insurance plans, which protect directors and officers against financial losses or damages caused by "infringement or offense" that directors or officers of the Company are also legally liable.

### **3.6 Executive Development of the Directors**

The Board of Directors emphasizes on the development of knowledge and competence by continuously promoting training and knowledge development for the Board of Directors, Sub-committees, executive directors, Corporate Secretary in order to gain knowledge and understanding about roles, duties, nature of business, laws related to business operations, and new ideas to be applied to the operations corresponding to the Company's business. The training and knowledge development are both conducted within the Company and through the services of external institutions, or as participation in various activities organized by the Thai Institute of Directors Association (IOD), the Office of the Securities and Exchange Commission (SEC), as well as other leading training institutes in all courses involved continuously throughout the year, with the disclosure of information from the training and various seminars of the directors in the Annual Registration Statements (Form 56-1 One Report).

### **3.7 The Orientation for Directors**

The Company organizes an orientation for every director, who takes new office every time, in order to enhance knowledge and understanding of the directors firstly taken the positions in learning about the business and operations of the Company. The Corporate Secretary shall present documents and information useful for operations of the new directors, e.g. Director Manual, CG Principle, Code of Conduct, regulations of the Company, shareholder structure, performances of the Company, various criteria, or related laws, etc.

### **3.8 Evaluation of the Performances of the Board of Directors and Sub-Committee**

The Company has policies to arrange for the Board of Directors to have their own performance evaluations annually by using the Appraisal Form of the Stock Exchange of Thailand with modification to suit the Company in order for the Board of Directors to review the performances and obstacles in the work during the past year. Regarding the evaluation process, the Corporate Secretary shall distribute the Appraisal Forms to all directors for annual performance evaluation, both as committee and as individual, and gather the evaluation results from the directors to summarize and analyze the performance evaluation results of the directors in order to inform the Board's meeting of the results and problems, as well as apply the conclusions for further improvement of the performance of the Board of Directors.





In addition, the Company has policies for Sub-Committees to evaluate their own annual performances in order to serve as a scope for reviewing performances during the past year. It can be applied to correct and improve work efficiency. The evaluation results shall be presented to the Board of Directors meeting for acknowledgment. The guidelines for the evaluation are as follow:

#### **The Board of Directors**

The Appraisal Form for the Board of Directors of the Company can be categorized into 6 main topics as:

- 1) Structure and Qualification of the Board of Directors
- 2) Roles, Duties, and Responsibilities of the Board of Directors
- 3) The Board of Directors Meeting
- 4) The Dynamics of the Board's Performance
- 5) Relationship with the Management
- 6) Self-Development of Directors

With the criteria for each topic classified into 5 levels as:

- 0 = Strongly disagree, or, no action taken on the matter
- 1 = Disagree, or, little action taken on the matter
- 2 = Agree, or, action taken mostly on the matter
- 3 = Strongly agree, or, action well performed on the matter
- 4 = Totally agree, or, action very well done on the matter

#### **Individual Directors**

The Appraisal Form for individual director can be categorized into 5 main topics as:

- 1) Individual Qualities
- 2) Readiness to Perform Duties
- 3) Participation in the Meeting
- 4) Roles, Duties, and Responsibilities
- 5) Relationship with the Board of Directors and Management

With the criteria for each topic classified into 5 levels as:

- 0 = Strongly disagree, or, no action taken on the matter
- 1 = Disagree, or, little action taken on the matter
- 2 = Agree, or, action taken mostly on the matter
- 3 = Strongly agree, or, action well performed on the matter
- 4 = Totally agree, or action very well done on the matter

#### **Sub-Committee**

The Appraisal Form for individual member can be categorized into 4 main topics as:

- 1) Structure and qualification of the member
- 2) The Board of Directors meeting
- 3) Roles, Duties, and Responsibilities of the Board of Directors
- 4) The Board of Directors Reporting





With the criteria for each topic classified into 5 levels similar to the performance of individual director.

The secretary of each Sub-Committee shall be the one who collects and processes the results to be submitted to the Board of Directors and each Sub-Committee every year.

### **3.9 Reporting Stakeholder of Directors and Executive Directors**

The Board of Directors requires directors and executive directors to report to the Company stakeholder of themselves and of their related individuals by preparing a report and submitting to the Company Secretary in order to report the stakeholder to the Board of director in the meetings annually.

### **3.10 Corporate Secretary**

The Board of Directors shall be the one who appoints the Company Secretary to be responsible for overseeing the Board of Directors meetings, Annual General Meeting, and activities of the Board of Directors, as well as regulate the Company's Compliance Department to help the Board of directors and employees of the Company to have access to necessary information, comply with related laws and regulations as well as encourage the business operations to conform with the corporate governance standards.

## **Practice Principle 4: Ensure Effective CEO and People Management**

Being aware of the personnel who will take office at all levels and become a part of driving the Company to its goals, the Board of Directors has ensured that the nomination and development of the Chief Executive Officer and top management at all levels shall be appropriate and transparent based on knowledge, skills, experiences, remuneration, and appropriate evaluation, as well as supervised the management and personnel development to be corresponding to the direction and strategies of the Company.

### **4.1 Recruitment and Nomination of Chief Executive Officer**

The Nominating and Remuneration Sub-Committee shall scrutinize individuals, who have complete qualifications, understand the structure and relationship of shareholders that may affect the management, exhibit knowledge and expertise in the Company's business, can lead the organization to further development, as well as demonstrate leadership character without disgraceful behaviors. After the scrutiny, the Nominating and Remuneration Sub-Committee shall present them to the Board of directors for approval.

### **4.2 Succession Plan of Top Management**

The Board of Directors has responsible for making a succession plan for the top management of the organization in case that executive directors vacate the office in order to ensure the investors, organizations, and employees that the operations of the Company shall carry on continuously.

### **4.3 Executive Directors Development and Human Resource Management**

The Company promotes and facilitates ongoing training and education to the Board of Directors, Sub-committees, executive directors, and Corporate Secretary in order to create new knowledge and ideas to be applied to the operations corresponding to the Company's continuous business operations. This training and education are both conducted within the Company and through services of external institutions. Directors and executive directors of the Company must complete basic training courses of the Thai Institute of Directors Association (IOD) or other courses from the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Investors Association, Thai Institute of Directors Association, or other independent organizations. The Corporate Secretary shall coordinate with the directors to inform about training courses to enhance knowledge and to bring benefits in the operations of the directors.



Regarding human resource development, the Company has policies to develop personnel to have appropriate knowledge, skills, experience, and motivation by emphasizing on continuous development in order to become a learning organization along with organizing various demonstration centers so that employees can learn, strengthen their skills and expertise, and prepare themselves to develop and enhance their work potential to make themselves ready for rapid changes in technology, competition, business environment, internal and external economy, including disruptive innovation. Human resource development must be corresponding with business direction, strategies, vision, and mission of the Company and in conjunction with participation in social responsibility. In addition, the Company encourages directors, executives, and employees to adhere to business ethics on a regular basis both practicing by the writing and following the will of integrity, and monitor the practices by having everyone take the tests as the results are then used to evaluate the level of knowledge and understanding. The results of the aforementioned test are considered to be part of the consideration of the employees' performance in the annual performance evaluation.

#### **Practice Principle 5: Nurture Innovation and Responsible Business**

The Board of directors realizes the importance and supports the creation of innovation that brings value to the business, while creating benefits for customers or related parties with social and environmental responsibilities, by preparing an operation plan for all parties to operate according to the objectives, goals, and strategies of the Company and running the business with responsibilities, fairness, and consideration for the interests of all groups of stakeholders.

1. The Company always promotes the creation of innovations to add value to the business according to the changing environmental conditions. It also supports employees to innovate in both processes and add value to products, show creative potential Offer ideas for acquiring new business. Continuing innovation until it is protected as the Company owns intellectual property and must be innovative that does not encourage inappropriate behavior, to create a good image to be a new era organization that is a leader in future business. as well as develop the organization to grow forward sustainably.

2. The Company has operated with corporate social responsibility by supporting and promoting all employees to take part in doing good deeds, continuously giving back, and assistance to society, including focusing on developing the potentials of children and youth to be more efficient.

The Company's business operation does not affect on social responsibility, the environment, or any stakeholders. There is no legal violation in matters relating to the Company's principles of social responsibility, which are corporate governance, fair business operations, anti-corruption, respect for human rights, fair labor practices, responsibility to consumers, protection of the environment, community and social development, and possession of innovation and dissemination of innovation.

3. The Company realizes the importance of responsibility for all stakeholders. In order to be able to achieve sustainable objectives and main goals, resources are allocated and managed with efficiency and effectiveness by taking into account the impacts and development of resources throughout the supply chain with commitment to conduct business according to the Code of Conduct, good corporate governance policy, corporate social responsibility policy, anti-corruption policy, business partner acquisition and audit policy, and intellectual property protection policy. The stakeholders shall be treated equally and strictly according to the benefits and protection with fairness and appropriateness as follow:



**1) Shareholders, Investors, and Analysts:** The Company operates its business in a transparent, accurate, fair manners and in accordance with applicable rules, regulations, and laws, takes into account the return on shareholders, and disclose accurate and equal information through the Company's investor relations webpage for the best benefit and value added to shareholders in the long term.

**2) Customers:** The Company distributes products and services at fair prices with quality at international standards, and treat customers fairly in order to create satisfaction for customers.

**3) Business Competitors:** The executive directors and employees shall specify business strategies and competition, including treating competitors with fairness and ethics, transparency, avoiding dishonest means to destroy competitors, not taking any action that violates the intellectual property of competitors, not seeking improper or dishonest confidential information, cooperating in the competition to create a good market condition, e.g. providing information about the products, product creation, or new services.

**4) Business Partners:** The Company realizes the importance of treating business partners equally within the scope of honest and transparent business competition, respecting each other's rights, not demanding or receiving properties or any benefit from business partners, not buying products from business partners that violate intellectual property or violates human rights, not engaging with business partners who do unlawful acts, refraining from creating a commercial bargaining power by means of benefit sharing or conditions to force compliance, and being honest in business dealing, in order to comply with the policies about procurement and audit of business partners announced by the Company.

**5) Creditors:** The Company operates under reasonable business conditions and according to industry traditions, comply with trade conditions and contracts equitably and fairly with honesty in doing business in order to build trust and fairness to creditors.

**6) Employees:** The Company considers its employees valuable resources. Employing good employees with competence, diligence, and honesty will make the business run sustainably. The Company has provided fair remuneration and welfare comparable to business in the same industry. The Company has reviewed the remuneration structure annually in order the policies on employee's remuneration are corresponding to the performance of the Company both in the short and long term. There is a guidelines on annual increase of the wages and provident funds. In addition, there are other welfares, e.g. medical expenses for employees and their families and various allowances, to encourage employees to develop their potentials and enhance their competency, as well as instill in employees to behave according to the scope of the employees' code of conduct. Additionally, the Company fosters a livable work environment by providing adequate workplaces with meeting rooms and modern information technology to increase business opportunities and improve operations. The scenery in the Company has been redecorated so that there are green areas around the buildings. The Company also encourages employees to use bicycles instead of cars to travel around each building of the Company to reduce pollution, as well as provide protective equipment against work hazards. There is a nursing room to take care of workers with minor illnesses and to offer first aid during work hours.

The Company abides by human rights principles by establishing human rights policies and educating employees with knowledge and understanding on human rights principles in order that they can apply them as part of their operations. However, the Company do not support activities that violate human rights principles. The Company will also use the principles of justice in the management of salaries, wages, and benefits as well as employment conditions without involuntary labor, child labor, or discrimination, and provide equal opportunities for all employees by providing a good and suitable working environment as well as strictly complying with relevant laws and Thai labor standards.



**7) Government and Government Agencies:** The Company cooperates with state agencies to perform good citizenship, complies with the business law regulations, accounting procedures, taxation according to the nature of business, engages in business with government agencies with honesty and fairness, and hospitality similar to normal customers, refrains from bribery and hiring government officials to facilitate the business operations, and refrain from cooperating with government officials who have corrupting intents in any way, including not allowing government officials to behave illegally in their business.

**8) Society and Community:** The Company offers assistances in various aspects for the benefits of society and community with a commitment to support activities beneficial to society and communities, refrains from business operations that deteriorate the society, avoids taking any action that can destroy natural resources and the environment, oversees business operations not to cause pollution to the environment and society, cooperates with all parties in the community by devoting its own time, labor, and money as appropriate, cultivates consciousness, encourage employees and related persons to act as good citizens with responsibilities, and takes actions beneficial to the society and communities.

The company is politically neutral by not acting in favor of or supporting any political party or any person with political power. Also, the Company respects the rights and freedoms in exercising the political rights of employees, which is compliance with applicable laws.

4. The Company has efficient resource management by considering the impacts and suitable resource development throughout the supply chain, the best interests of all stakeholders from procurement to consumers, which the customers are at the end of the supply chain, in order to be able to achieve the objectives and main goals stably and sustainably.

5. Information and communication technology systems are important factors that promote business operations and increase work efficiency. The Company therefore requires that all employees are jointly responsible for the utilization of information and communication technology systems under the regulations of the relevant laws.

#### **Practice Principle 6: Strengthen Effective Risk Management and Internal Control**

The Board of directors realizes the roles and duties to supervise for appropriate risk management and internal control systems with the following guidelines:

##### **6.1 Assessment of the Sufficiency of the Internal Control System**

6.1.1 The Board of directors has assigned the Executive Committee to supervise and assess the sufficiency of the internal control system. The Company has used the Internal Control Sufficiency Evaluation Form of The Office of the Securities and Exchange Commission (SEC) in cooperation with PricewaterhouseCoopers Thailand (PwC Thailand) in developing the evaluation form for sufficiency of the internal control system. The Company shall use the evaluation form as a guideline for self-assessment of the sufficiency of the Company's internal controls according to the concept of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which defines the essential components of internal control in 5 aspects: (1) Control Environment, (2) Risk Assessment, (3) Control Activities, (4) Information & Communication, and (5) Monitoring Activities, in order to ensure that the Company's operations have suitable and sufficient internal controls as well as comply with relevant laws and regulations. In addition, there has been evaluation according to the scope of the guideline of Corporate Governance and continuously certified under the Thai Private Sector Collective Action Coalition against Corruption since 2016.



6.1.2 The Board of Directors shall supervise the Company to have a suitable internal control system with the qualified Audit Committee, who acts as independent directors with important roles regarding accurate and trustworthy financial reporting with sufficient information disclosure, to review the internal control system and the internal audit system as well as an appropriate and efficient risk management system by verifying and evaluating the sufficiency of the internal control system based on the operating data of the Management Report from the Internal Audit Department, which is responsible for reviewing the performance of all departments, and to report the results to the Audit Committee and the Board of Directors for acknowledgment on a quarterly basis.

For the results of the evaluation of the sufficiency of the internal control system according to the various evaluation frameworks, which are internal control of the organization, risk assessment, operational control, information and communication systems, and follow-up system, it is found that the Company's internal control system was sufficient and appropriate. However, the Audit Committee suggests the utilization of information and communication system in the work process continuously.

## **6.2 Risk Management System**

The Board of Directors shall oversee that the Company has an appropriate risk management system by establishing clearly the risk management policies and assigning the Risk Management Sub-Committee to consider risks, evaluate impacts and the likelihood in order to prioritize risks and apply appropriate risk management methods.

## **6.3 Conflict of Interests**

The Company emphasizes on the importance of not allowing its personnel to seek personal benefits. In order to avoid situations that may create a conflict between personal interest and the interests of the Company, the Board of Directors has assigned the Audit Committee to supervise connected transactions or transactions that may lead to conflicts of interest between the Company and the management, the Board of Directors, or shareholders, including the prevention of improper utilization of properties, information, and opportunities of the Company and transactions with persons having an improper relationship with the Company according to the laws and regulations of the Stock Exchange of Thailand. In order that such transactions are made according to the operating procedures and information disclosure specified by law and for the benefit of the Company and the shareholders as a whole, the stakeholders shall not participate in the decision-making. In addition, the Board of Directors shall supervise the compliance with the operating procedures and information disclosure of transactions, which may lead to conflicts of interest, to be done accurately and completely in making important transactions. If it is the case of entering into a transaction that requires approval from the shareholders' meeting, it must be approved according to the laws and regulations of the Company.

The stakeholding of directors and executive directors shall be reported to the Company of their own and related persons' interests by preparing a report and submitting to the Corporate Secretary. In addition, in case of any modification of the information, a report must be submitted to the Corporate Secretary every time. The Corporate Secretary is required to report the stakeholding to the Board of Directors in the meeting every year.



#### 6.4 Anti-Corruption

The Company has established policies and Code of Conduct about anti-corruption as it is committed to creating an organizational culture and rejects corruption in all transactions with the public and private sectors. The directors, executive directors, and employees of the Company at all levels shall participate in monitoring fraud and corruption and rejecting all forms of corruption, both directly and indirectly. The Company has opened a channel for whistleblowing or complaints, in case of witnessing the conduct by individuals in the organization considered as fraud or corruption, in order to prevent and control such actions. Also, for participating in anti-corruption day activities every year in order to acknowledge the importance of the day, the Company shall publicize the National Anti-Corruption Day to the Company's employees to participate in the activities. The Company is certified as a member of the Thai Private Sector for Collective Action Coalition against corruption (CAC) since 2016.

#### 6.5 Whistleblowing and Complaints

The Company has set guidelines for whistleblowing or complaints about illegal acts, violating or failing to comply with the code of conduct and human rights, or behaviors suggesting corruption of individuals in the organization, in the whistleblowing and complaints policy, which contains content in opening channels for those witnessing illegal acts or improper practices. Whistleblowing or complaints can be submitted to the respective supervisor of the whistleblower, Internal Audit Manager, Independent Director, or the Audit Committee. Whistleblowers can choose not to disclose their names, addresses, and contact phone numbers, and, the recipients of the complaints must keep all relevant information confidential and shall disclose information as necessary with regard to safety and the damage of the complainants.

Moreover, the Company has assigned the Compliance Unit under supervision of the Corporate Secretary Department to handle the complaints. In case of any behavior or incident that may violate the compliance with the rules, regulations, and policies of the Company, or a suspicious behavior in contrary to the principles specified above by the Company, you can directly report the claims or complaints as follow:

- a) Postal Mail : Corporate Secretary  
: Metro Systems Corporation Public Company Limited  
400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok
- b) Telephone : 020894124
- c) E-mail : [corporatesecretary@metrosystems.co.th](mailto:corporatesecretary@metrosystems.co.th)
- d) Company Website: <https://ir.metrosystems.co.th/complaint-channel-th/>

#### 6.6 Insider Trading

The Company gives importance to the issue of insider trading by specifying about the insider trading in writing in the internal control manual to achieve an understanding of the correct code of practice.

The Company prohibits directors and executive directors from using insider trading, which is important information of the Company and has not been disclosed to the public, for the benefit of yourself or others. This includes trading in the Company's securities by directors, executive directors, and employees in the units acknowledging the inside information. They must not trade in the Company's securities during the 1 month period prior to the public disclosure of financial statements. The Company shall notify the time that should refrain from trading the Company's securities to the Company's directors and executive directors.





The Company places great importance on keeping customers' confidential information by not using the stated information for the benefit of directors, executive directors, employees, and related persons unless it must be disclosed as required by law. It also gives importance to the security of information in the information system by controlling and/or preventing accessibility to the Company's information from third parties, and assigning access rights to employees at different levels according to their authorities and responsibilities. In addition, the Company has policies that allow relevant persons to receive information only as necessary to the operations, and supervise the use and storage of sensitive information carefully and cautiously. Disclosure of any information must obtain permission from the management of that unit. In case that a third party is involved in ad-hoc work concerning information that has not yet been made available to the public and is in the process of negotiating, which is considered to confidential protection and may affect the movement of the Company's securities prices, they must enter into a Confidentiality Agreement until the information is disclosed to the Stock Exchange and the Securities and Exchange Commission.

#### **6.7 Report of Acquisition or Disposal of Securities**

The Company has required that the directors, managers, executives, and auditor shall prepare and report on changes in securities holding of their own, their spouses or cohabiting partners, and underage children to the Corporate Secretary. It must be prepared and submitted within 30 business days after taking office. Moreover, directors and senior executives must notify about acquisition or disposal of the Company's securities every time by notifying at least 1 day in advance before the trading to the Board or the person assigned by the Board in order to further report to the Office of the Securities and Exchange Commission about the acquisition or disposal of the securities within 3 business days, as well as strictly complying with the Securities and Exchange Act B.E. 2559 (2016).

Directors, executives, and employees, who violate the Insider Trading Policy, shall be subject to disciplinary actions and/or punishment by law depending on the case.

#### **Practice Principle 7: Ensure Disclosure and Financial Integrity**

The Board of Directors recognizes the roles and duties to maintain financial credibility to shareholders and other stakeholders, such as investors and analysts, by overseeing the financial reporting system, monitoring the sufficiency of financial liquidity and debt servicing ability. In doing so, the Board of Directors has appointed the Audit Committee consisting of independent directors, who are responsible for the quality of financial reports and the internal control system. Regarding the disclosure of financial statements, the Board of directors is responsible for the consolidated financial statements of the Company and its affiliates, which shall be prepared according to the generally accepted accounting standards in Thailand, by selecting the appropriate accounting policies and practicing them regularly, preparing management's explanations and analyzes for the disclosure of the financial statements every quarter, and applying careful judgment and the best possible estimate in the preparation of these reports. In addition, important information is adequately disclosed in the notes to the financial statements. The Board of Directors shall maintain an efficient internal control system in order to reasonably assure that the accounting records are accurate, complete, and sufficient for the maintenance of assets, and to identify weaknesses to prevent significant corruption or unusual conducts. There is also a plan to resolve financial problems, if the Company runs into financial problems or is likely to encounter problems, by taking into account the rights of stakeholders.





The Company has a policies to communicate and disclose information in a correct, adequate, and timely manner according to relevant criteria, standards, and Code of Conduct by disclosing general information and financial information of the Company in accordance with the regulations of the Stock Exchange of Thailand. Additionally, the Company shall reveal various policies to the public and stakeholders accurately, completely, timely, and transparently through easy-to-access, equal, and trustworthy channels, as shown in the form of communication channels of the Company, e.g. e-mail, Company's website, Annual Registration Statement (Form 56-1) in both Thai and English languages, which the "Company Secretary Department" is responsible for coordinating and communicating with investors or shareholders. The Company Secretary Department, which is approved by the Board of Directors, shall disclose all information via the Company's website in both Thai and English and report to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand in order that the shareholders, investors, analysts, and mass media can receive the accurate, complete, transparent, and up-to-date information.

On the part of the customers, the company has disclosed information about the Company's products and services through the website: <https://www.metrosystems.co.th> Employees of the Company are also treated and informed equally, e.g. through the internet, computer screen, etc.

In addition, the Company provides shareholders and investors opportunities to visit the Company and access the Company's information through the earning announcement by the executive directors, as well as continuously organize other important activities.

The Company is ready to provide information and answer inquiries of stakeholders Via the Company's website: <https://ir.metrosystems.co.th> or, send questions via email to [ir@metrosystems.co.th](mailto:ir@metrosystems.co.th) or tel: 02-089-4124 to contact Investor Relations Department.

However, the Company has established policies regarding information disclosure and transparency. The Board of Directors must supervise the disclosure of information about the Company's operations in the Company's annual report and website. The Company shall regularly review the disclosure and transparency policies to be in compliance with current legal requirements and regulations, as well as open channels to receive complaints, opinions, suggestions, or questions from both internal and external parties through the Company's website.

#### **Practice Principle 8: Ensure Engagement and Communication with Shareholders**

Shareholders, as the owner of the Company, have the rights to determine the direction of the Company's business operations, to purchase or transfer shares, to obtain profit sharing, to attend the Meeting, to propose an agenda in advance, to nominate persons to be elected as directors of the Company, to participate in decision-making on important matters of the Company, to approve important transactions affecting the direction of the Company's business operations, to vote using ballots in important agenda for transparency and verifiability, to vote by oneself or by appointing proxies, to receive the meeting invitation letters, to obtain and access the Company's information, both before and after the Meeting, including the results of the consideration and the results of the voting, via various communication channels, e.g. the securities depository centers, Company website etc.

Every year, the Company shall hold an Annual General Meeting by conducting the shareholders' meeting in accordance with laws, regulations, and corporate governance guidelines. In addition to the basic rights, the Company also organizes the following activities:



### **Prior to Annual General Meeting**

1) The Company holds the Annual General Meeting once a year. The meeting shall be held within 4 months from the end of the fiscal year. If there are urgent cases that require the resolution of the shareholders, the Company will convene an Extraordinary General Meeting. The Annual General Meeting is held annually at the Head Office of Metro Systems Corporation Public Company Limited, 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

2) The Company disclosed the information in the Notice of the Annual General Meeting, both in the Thai language and in English with the date, time, venue, agenda, and information for consideration of various agenda items, together with the attached Proxy Form Type A, Type B and Type C as prescribed by the Ministry of Commerce so that the shareholders can appoint the Audit Committee or any person to attend the meeting on their behalf, including a map of the meeting venue as posted on the Company Website, before issuing the Notice to shareholders.

3) Delivery of the Notice of the Annual General Meeting and meeting documents together with the Annual Registration Statements (Form 56-1 One Report) was provided to the Thailand Securities Depository Co., Ltd. in order to be distributed to all shareholders prior to the Annual General Meeting Day and not later than 7 days before. The shareholders could therefore obtain the information for their decision to cast their votes correctly, completely and transparently. The notice of the annual general meeting was also announced in the newspapers, with both in English and Thai language versions for 3 consecutive days prior to the meeting and at least 7 days in advance as a notice for any shareholders to attend the meeting.

4) The shareholders can propose agenda and/or nominate members of the Board of Directors in the Annual General Meeting, including to submit their questions to the Company prior to the Meeting date during the period announced by the Company. The shareholders can take action through various channels, such as via e-mail, postal mail, or the Company Website.

### **On the Date of Annual General Meeting**

1) The Company shall arrange the venue convenient for attendees to arrive at the Annual General Meeting that can sufficiently accommodate number of shareholders and proxies. the Company has organized the Annual General Meeting at its Head Office: 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

2) The Company shall arrange for the registration via a barcode system displaying the registration number of each shareholder as published on the registration form and proxy form in order to speed up the registration process. In addition, the Company shall provide the registering proxies the stamp duty to be posted on the proxy form for along with assistance by staff throughout the registration period.

3) The Company has established guidelines in the Annual General Meeting in order to prevent deprivation of the right to vote and equally facilitate shareholders in which shareholders can register to attend at any time during the meeting in order to exercise the right to vote on the agenda, which has not yet been voted on, as well as express their opinions freely within a reasonable time.

4) At the time of the Meeting, directors, sub-committees, executive directors, auditors and legal advisors shall be present in the Meeting. Before the start of the Meeting, the chairman of the Meeting has assigned the Company's legal advisors to clarify all criteria related to the Meeting, e.g. opening ceremony and voting, including the method of counting the votes of the shareholders who have to vote on each issue.

5) The Company shall use ballots for every issue requiring a resolution for transparency and verifiability, and, in the agenda of the election of directors, it shall be done individually.



6) For details of the voting results of each issue, the results will be collected and announced to the Meeting after the completion of the voting on each issue. Also, when the staff has finished counting the votes, they will inform the Meeting about details of the vote counting results immediately.

7) The Company has an independent auditor who acts as the vote counting inspector throughout the Meeting. There shall be representatives of shareholder rights protection from the Thai Investors Association to observe as well.

8) Shareholders, who enter after the Meeting has opened by the chairman, can vote on the issues that are still being considered and have not yet been voted on, and shall be included in the quorum starting from the issue at the moment that they enter the Meeting. This may yield different voting rights for different issues.

9) At the Annual General Meeting, if there are directors who have interests in any issue, the directors must inform the Meeting to abstain from voting and not attend the Meeting in that issue.

10) At the Annual General Meeting, the Meeting shall consider various issues according to the order of the agenda specified in the meeting invitation letter without changing the stated agenda. In addition, there shall be no request to consider other matters other than those specified in the meeting invitation letter. However, if there is an extra issue, the Company shall hold an Extraordinary Meeting for the year, or, the issue shall be specified as special agenda in the Annual General Meeting with a notice of the meeting sent in advance to the shareholders according to the time specified by the law. After the Meeting has considered all issues on the agenda completely, the chairman shall allow shareholders to ask additional questions before closing the Meeting

#### **After the Date of Annual General Meeting**

1) The Company shall disclose the resolutions of the Annual General Meeting by informing the Stock Exchange of Thailand (SET) on the same day after the meeting ended, and publish the resolutions on the Company's website within the next business day.

2) The Company shall prepare the Minutes of the Annual General Meeting, by clearly separating by agenda as well as specifying names of directors who are present in or absent from the Meeting, shareholders' inquiries, the Board's clarification, vote counting, and the results of the votes in each agenda completely, in order to notify the Stock Exchange of Thailand (SET) within 14 days after the meeting date according to the regulations of the SET, disseminate the meeting details completely and suitably, and publish the Minutes of the Meeting to the shareholders on the Company's website. ([www.metro systems.co.th](http://www.metro systems.co.th))

#### **Disciplinary Actions**

Good corporate governance principles, including Code of Conduct and good practice, are obligations and regulations that all directors, executive directors, and employees must adhere to when performing their duties and must not neglect the practices according to principles in this manual. If there is a violation, neglect, or failure to comply with and this cause damage to the Company, it shall be deemed a disciplinary offense according to the Company's work regulations. Thus, the supervisors, as specified by the Company, have the authorities to consider the disciplinary actions fairly by prioritizing or taking into account the seriousness and nature of the wrongdoing on a case-by-case basis.



## **Code of Conduct**

The Company realizes the importance of operating business along with conducting practices in accordance with the principles of good governance that is considered a tool to enhance transparency in the Company's operations, which create confidence and credibility from all stakeholders. The Company therefore has established the Code of Conduct in writing in order that the directors, executive directors, and employees at all levels of the Company as well as its subsidiaries shall acknowledge and understand the ethical principles applied by the Company for its business operations, embrace it as guidelines for practicing with the same standard throughout the organization, as well as specify measures for supervising and monitoring all parties to follow the code of conduct along with penalties in cases of violation of the code of conduct.

In doing so, the Company has established the Code of Conduct to be observed as guidelines on the conducts for directors, executive directors, and employees at all levels in order that the business operations of the Company shall comply with the good corporate governance as:

### **1. Honesty and Integrity**

Directors, executives, and employees must demonstrate integrity, ethics, and transparency, obey the law and regulations relating to business operations, not violate applicable laws, not take any action with a dishonest mean, such as corruption, bribery by offering or promising to give money, property, things, or benefits, and give an advantage over others in order to incentivize oneself or others to gain an undesirable benefit, as well as strictly adhere to anti-corruption measures.

In addition, directors, executive directors, or employees are not required to provide sponsorship or involvement in any way that will lead to any form of bribery or corruption for the benefits of oneself, family, friends and acquaintances, as it may cause costly damage to the Company both in terms of performance and reputation.

### **2. Fairness**

Directors, executive directors, and employees must perform their duties with fairness, forthrightness, free from bias and prejudice, and maintain impartiality in the exercise of discretion, adhere to principles, and maintain ethical standards as a routine in the workplace.

### **3. Independence**

Directors, executive directors, and employees must be independent in the operations and make comments and suggestions regardless of personal and family interests, as well as must not be under the influence of a person or any group of people and in any situation that can force them not to comment as they should be.

### **4. Competency**

Directors, executive directors, and employees should apply their knowledge, competence, skills, and experience necessary to perform the job functions as should be used. They should not accept or perform any task in which they are not competent unless advised or encouraged to have adequate competency in the operations.

### **5. Confidentiality**

Directors, executive directors, and employees should keep the information they receive during their operations, should not disclose information without the permission of authorized persons, except in the case of legal disclosure, and are forbidden to use confidential information obtained in the performance of their duties for the benefits of oneself, friends, and relatives.



## **6. Prudence**

Directors, executive directors, and employees should perform their duties with prudence in order to apply knowledge, competence, skills, discretion, and manners.

## **7. Intellectual Property Rights**

The Company has a policy that respects the protection of intellectual property rights of others. In similar manner, the Company requires others to respect their intellectual property rights. Such intellectual property may be in the form of copyrights, patents, trademarks, service mark, trade secret, information about invention, creativity, innovation, discovery, invented modification, and other commercial information deemed as the Company's trade secret, which the Company has owned, acquired, or collected.

Directors, executive directors, and employees should respect intellectual property rights of others and be careful not to violate such rights.

## **8. Political Relevance**

Political contributions are assistance, either financial or other forms, to support political activities. Financial assistance can include loans, while other forms of assistance (In-kind) are such as providing goods or services, advertising, promoting, or supporting of political parties, purchasing tickets to events organized to raise funds, or donating money to an organization in close relationship with a political party. Also, political activities, either directly or indirectly, are included in the meaning of political contributions, except for supporting the democratic process that can be done under the law.

The Company is politically neutral by not acting in favor of or supporting any political party or any person with political power, and, the Company also respects employees' rights and liberties in the exercise of their political rights.

Directors, executive directors, and employees should avoid making political opinions in the workplace and during work that may cause conflicts, as well as are prohibited to use the Company's resources to directly or indirectly support any political affairs. Also, the practice must be in accordance with the relevant laws.

## **9. Whistleblowing or Complaint Handling**

The Company provides an opportunity to issue whistleblowing or complaints for people who come upon violation of Code of Conduct of the Company, fraud, corruption, or unlawful acts. The persons who witness breach of the Code of Conduct of the Company, corruption, or illegal actions can notify their respective supervisors, Internal Audit Manager, Independent Directors, or Audit Committee. Measures have also been established to protect the whistleblowing persons from any violation of rights. After receiving such complaints, report it to the Board of Directors to decide how to take action as the Board of directors deems appropriate. Also, details are in accordance with the regulations on whistleblowing or complaints of the Company.

## **10. Disclosure of Information**

The Company realizes the importance of anti-corruption in all its forms. Therefore, in order for everyone in the Company to acknowledge the policies, the Company must put into practice as follow:

1) Post the anti-corruption policy in an obvious place for everyone in the Company can take notices.

2) Publicize the anti-corruption policy through the Company's communication channels, such as electronic mails (e-mail), the Company Website, and the Annual Registration Statements (Form 56-1 One Report).

3) Provide training on the anti-corruption policy for new employees and include it into the employee handbook.



4) Review the anti-corruption policy every year and organize anti-corruption training sessions for directors, executives, and employees on an ongoing basis.

#### **11. Anti-Corruption**

The Company realizes the importance of and is committed to combatting all forms of fraud and corruption inside and outside the organization. Therefore, it has established policies about anti-fraud and anti-corruption in order that directors, executive directors, and employees of the Company at all levels shall adhere strictly to the practices and reject all forms of fraud and corruption. The Company has prepared preventive measures on risk management of fraud that may occur. Directors must set priority in putting the anti-corruption measures into practices, review the anti-fraud and anti-corruption policies annually, make themselves ready to be in a training on anti-corruption measures on an ongoing basis.

Also, the Company has imposed penalties for employees who disobey the anti-corruption policy, stipulated guidelines on whistleblowing or complaints due to acts of fraud and corruption or violation of Business Code of Conduct of the Company for the group of people or personnel of the Company, namely the respective supervisors of the whistleblower, Internal Audit Manager, Independent Directors, and Audit Committee. The whistleblower chooses not to disclose one's name, address, contact phone number, and, the recipient of the complaint must keep all relevant information confidential and shall disclose information as necessary regarding safety of and the damage to the complainant.

#### **12. Supervision on Insider Trading**

The Company realizes the importance of insider trading as it has specified in writing on how to utilize insider information in the internal control manual in order to correctly understand the code of practice. The Company prohibits directors from using the inside information, which is significant to the Company and has not been disclosed to the public, for their own or others' benefits, including trading securities of the Company by directors, who know insider information, and trading securities of the Company within 1 month prior to the public disclosure of financial statements. The Company shall inform the directors and executives of the Company about the Abstain Period.

The Company realizes the importance of protecting confidential information of customers by not using such information for the benefit of directors and related persons, unless the disclosure of such information is required by law. It also gives importance to the security of information in the information system by controlling and/or preventing access to the Company's information from third parties and assigning access rights to employees at various levels according to authority and responsibility. In addition, the Company has policies to allow relevant persons to receive information only as necessary to the performance of their work, regulate the usage and storage of sensitive information carefully and cautiously. Disclosure of any information must obtain permission from the management of that agency. In the event that an outsider is involved in ad-hoc work concerning information that has not yet been made public and is in the process of negotiation, which is considered to confidential information that may affect the fluctuation of the prices of the Company's securities, the person must abide by a Confidentiality Agreement until the information is disclosed to the Stock Exchange and the Securities and Exchange Commission.

The Company has assigned the directors, managers, executive directors, and the auditor to prepare and report acquisition or disposal of securities belonging to themselves, their spouses or cohabitant partners, and minor children to the Corporate Secretary by preparing and submitting within 30 business days after taking office. Moreover, directors and top management must notify about acquisition or disposal of securities of the Company every time by notifying at least 1 day in advance before trading to the Board of directors or the





person assigned by the Board of directors so that the Company can report to the Office of the Securities and Exchange Commission within 3 business days, as well as strictly comply with the Securities and Exchange Act B.E. 2559 (2016).

Directors, executive directors, and employees who violate the insider trading policy shall be subject to disciplinary action and/or punishment by law on a case-by-case basis.

### **13. Transparency**

The Company values transparency in decision making and methods of operation that can be disclosed to the public and can be examined within the framework of regulations and laws.

### **Code of Conduct and Code of Practices of Directors and Executive Directors**

**Directors** are persons appointed by the shareholders to perform the roles and duties in determining the direction of the Company, supervising and controlling the executive directors of the Company to manage with efficiency, efficiency and transparency.

**Executive** mean top management who holds positions in the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer, President of Business Unit, Vice President of Business Unit, and personnel assigned to manage the Company's matters to meet the specified objectives.

Directors and Executive have Code of Practice categorized into 5 parts as:

#### **1. Duties in Manage Business**

1) Supervise and perform duties to ensure that the Company complies with the law, objectives and regulations of the Company, as well as the resolution of the shareholders' meeting.

2) Perform duties with responsibly, honesty, integrity, transparency, virtue, and fairness in the business operations with ability to make decisions or give opinions on the right things in the management of the Company independently and cautiously in order to ensure that all decisions and actions are taken into account the best interests of the group of relevant parties as a whole, and, do not involve in any business that may cause detriment to the Company

3) Perform their duties professionally with knowledge, skill, determination, and caution by foreseeing troubles, finding solutions to the possible problems, and maintain such operational standards.

4) Refrain from any action that is a conflict of the interests of the Company due to dealing with trade parties, do not seek the wrongful benefit out of performing duties for one's own benefit, gain no benefit in any business related to the Company or a business similar to the Company's competitor, and do not take any action that will discredit the Company either directly or indirectly.

5) Follow the insider trading policy in order to avoid the use of undisclosed or confidential internal information or disclosing to third parties for their own benefit or to buy or sell the Company's shares.

6) Provide accurate, complete, timely, and regular reporting of information with an efficient internal control and audit system under the audit of the internal auditors and the review of the Audit Committee, as well as organize reporting on future trends of the Company on a feasibility basis with adequate supporting information leading to the development of competitive strategies.

7) Operate in compliance with various laws and related regulations, pay attention to the established industry standards and specified code of conduct, acquire sufficient and appropriate documentary evidence for regulating and maintaining the operations according to established code of practices at all levels of management, separate business activities, and arrange for appropriate approvals in accordance with applicable laws and regulations in order to ensure that the business runs efficiently.





8) Implement measures regarding the anti-corruption policy to become obvious and concrete both inside and outside the organization, and report on the performance according to the policy, as well as report the outcomes according to the anti-corruption measures to the Audit Committee, Corporate Governance Sub-Committee, and the Board of Directors on a regular basis.

9) Develop the Company to always be prosperous and up-to-date.

## **2. Emphasis on Internal Control**

1) Specify the Organization Chart corresponding to the business strategy by categorizing according to key product lines, determine the roles and responsibilities of all departments as well as objectives with measurable performances.

2) Control operations according to the Business Process with specified regulations and procedures in writing according to ISO 9001:2015, ISO/IEC 20000:2005 and ISO/IEC 27001:2013 categorized by business groups and lines of responsibility, which the authorized personnel are clearly separated from each other, that are controllable and verifiable.

3) Acknowledge the report from the Audit Committee and Internal Audit Department about any encountered errors, report the results of improvements and corrections according to the work process, and cooperate in the conduct of appropriate audit sufficiently.

4) Prepare an annual budget to set operational goals, financial management, and investment policy formulation for using as data for analysis in comparison with the actual performance.

5) Prepare a risk management system extensively, provide support, monitor and analyze risk factors, as well as communicate with personnel in the organization to have knowledge and understanding and realize the importance of establishing a risk management system.

6) With practical measures, prepare documents according to the principles of internal control in order to comply with the policies and regulations of the Company, and do not disclose the Company's confidential information to outsiders.

7) Offer advices and consultation on drafting contracts regarding business essences to an independent legal advisor or the Company's legal department, and control various legal operations according to the law and government regulations.

8) Discuss about funding and financing with independent financial and legal advisors, as well as supervise the procedures to be precisely in accordance with the law.

## **3. Relationship with Shareholders, Customers, Business Partners, Creditors, and Competitors**

1) Be responsible to shareholders and financial support groups regarding information disclosure, use of internal information, conflict of interest, accounting practice by performing duties with honesty and integrity in accordance with the resolutions of the shareholders' meeting, preserve justice, adhere to the principles, have the courage to make decisions or give opinions on what is right with caution, and perform any action with fairness to all shareholders.

2) Take care and be responsible for the customers by providing correct and adequate information without causing any misunderstandings and delivering products on conditions, and keep customers' confidential information in relevant work by not disclosing such information without legal requirements, regulations, or consent from the owner of the information, including marketing issues, use of marketing power, pricing, details of products and services, quality and safety of products, and related procedures.



3) Ensure that practices of good purchasing from business partners are in place and in accordance with the commercial terms, including terms of borrowing from creditors regarding the purpose of funds, repayment of collateral, and other agreements.

4) Conduct oneself within the scope of good competition, do not destroy competitors' reputation by making dishonest allegations about the competitors or their products without integrity and factual information, as well as not accessing competitor's confidential information by dishonest or inappropriate means

5) Do not demand or accept any dishonest benefits, encourage any payment of benefits for the sake of their own or their associates

6) Promote unfair competition by antitrust and discrimination.

7) Establish complaint system or process so that business partners, competitors and creditors can contact.

#### **4. Responsibilities for Employees**

1) Support and respect the protection of human rights by supervising to prevent human rights abuses, such as discouragement of forced labors, no utilization of child labors or pregnant female employees in hazardous to health and safety manners, as well as no discrimination on race, religion, sex, age, and education, etc.

2) Implement appropriate employment and compensation conditions corresponding to the performances of the Company in consideration with the performance of the employees.

3) Appoint and transfer, including rewarding and punishing employees, with equality, integrity and based on knowledge, capability and suitability.

4) Encourage employees to develop their skills and increase their potential by providing opportunities for employees to learn inside and outside the Company.

5) Implement a work system focusing on appropriate safety and sanitation in the workplace.

6) Embrace opinions and suggestions from employees at all levels equally and impartially.

7) Maintain the environment of the workplace so that employees are safe for life and property. Hygienic and environmental as required by law

8) Respect the individuality and privacy of employees without disclosing their information, such as salaries, medical records, to third parties or unrelated persons, except obliged by provision of law to disclose the information to the third parties.

9) Inform employees at all levels to understand Business Code of Conduct of the Company, code of practices for employees, and roles and duties to follow in order to encourage behaviors within the ethical scope throughout the organization.

10) Implement a system or process for employees to complain in case of unfair treatments.

#### **5. Responsibilities Toward Environment, Community, and Society**

1) Support community activities and observe the impacts on surrounding people, encourage the Company to facilitate community's projects without taking into account not only the maximum profitability but also the impacts on the public, which such undertaking must be consistent with the Company's corporate social responsibility or Corporate Social Responsibility policy.

2) Supervise the implementation of the Corporate Social Responsibility policy announced by the Company, such as the anti-corruption policy, etc., and be responsible for putting anti-corruption measures strictly into practice.



3) Support activities of the Company related to the community, society, and environmental, including paying attention to the impact on surrounding people.

4) Encourage the Company to facilitate community's projects without taking into account not only the maximum profitability but also the impacts on the public, which such undertaking must be consistent with the Company's social responsibility or Corporate Social Responsibility policy.

5) Organize management system regarding safety, occupational health, and work environment as required by law, and prevent impacts and protect the environment by providing safety equipment for the operations.

6) Establish a contactable system or process for complaints.

## **6. Conflict of Interest and Disclosure of Information**

A Conflict of Interest is a conflict between personal and public's benefits.

1) Be careful in making transactions among the Company's group by considering the best interests of the Company's group without violating government regulations and regulations of the Company, report information as well as comply with the Company's policies on associated transactions and criteria for associated transactions as specified by the Stock Exchange of Thailand.

2) Directors and executive directors involving transactions with conflicts of interest will not participate in the decision making.

3) Hold no position of a director or advisor in other companies that may cause a conflict of interest with the Company unless approved by the Board's meeting.

4) Do not seek benefits for oneself and their associates from the position, duties, and confidential information of the Company

5) Disclose information sufficiently, timely, accurately, and transparently on a regular basis according to the specified criteria and with caution not to make the stakeholders misunderstand or confuse.

6) Supervise and control internal information of the Company and other information related to the Company, and do not disclose information deemed Company's secret to third parties.

## **Code of Conduct and Practices of Employees**

**Employees** mean employees at all levels, including employees who hold positions of directors or executive directors as well.

Employees have code of practices in various aspects as follow:

### **1. Conduct of Employees and their Treatment of Other Employees**

All employees should perform their duties with intent, dedication, responsibility, honesty, and transparency, respect the rights of other employees, including directors and executive directors, do not take any action that does not respect the supervisors, and comply with the relevant rules, regulations, and laws, esp. employees involving in software development or purchasing must be certain to comply precisely with all patent and copyright laws.

All employees should work together to create and maintain a harmonious atmosphere and unity among employees, avoid taking any action that may affect the reputation and image of the Company or cause problems for the Company later.



## **2. Responsibilities toward Duties and Standard Operations**

Employees should be aware and take responsibility for their duties, perform their duties professionally, as well as strive to continuously improve work methods and always make themselves knowledgeable in order to create efficient and ethical standards of work.

## **3. Conflict of Interest**

A Conflict of Interest is a conflict between personal and public's benefits.

Employees should avoid any activity that creates a conflict of interest between the Company and themselves by refraining from being in business competition with the Company, becoming parties in business agreements with the client's companies, product suppliers, and the Company's competitors, including not soliciting or accepting offers on any return in the form of money, gifts, property, or activities, which will or may lead to a conflict of interest between oneself and the Company, customers, or business partners.

## **4. Utilization and Maintenance of the Company's assets**

Employees have duties and responsibilities to protect the Company's assets from degradation and loss, aim to use assets for the benefit of the Company, do not misuse Company's assets in illegal manners or for personal gain, and avoid the disclosure or use of confidential business information unless approved by the authorized personnel.

## **5. Giving or Receiving Gifts and Grants**

Employees must be cautious of improper giving and accepting compensation by not asking or agreeing to receive money or gifts, except those reasonable within standards of business in the same industry as it shall not affect any business decisions of the recipient. If there is any doubt, report it to the supervisor.

This also includes giving and receiving gifts or other benefits to and from associates or relatives of the employees, or offering an indirect benefit to employees.

## **6. Cooperation with Auditors**

Employees should cooperate with the internal auditors of the Company, independent auditors, or a public auditor in the duty to review the information, documents, evidences, or financial statements of the Company.

## **7. Providing Information about the Company**

Employees must handle the Company's information by taking into account the accuracy of the information and within the assigned scope of duties and responsibilities or with the permission of the authorized person only. Otherwise, it is deemed duties of the units directly assigned to represent the organization in dissemination of news, e.g. the advertising and public relations department to disseminate the news to the mass media and the public, Investor Relation Department to spread the news of the organization to shareholders, investors, or financial stakeholders.

## **8. Protection Confidential Data**

Employees are required to protect confidential data of the Company, which must not be disclosed to the public, used for commercial purposes, or used for any illegal action or unlawful benefit in the manner that may cause damage to the Company.



The confidential data in the first paragraph include, but is not limited to, the following:

- 1) Inventions, discoveries, and improvements that have not been registered for a patent or that have not been disclosed to the public.
- 2) Procedures and manufacturing processes, equipment, and devices that are not generally known or not publicly available.
- 3) Engineering research, development of current design projects, data of research and development, technical details, and various sketches.
- 4) Computer programs and source codes, which are the Company's copyright work, codes (both login passwords and security codes), details of operations, and set of instructions for solving problems.
- 5) Business information, such as product costs, list of suppliers and customers, list of components and sources, unannounced price lists, production schedules, business and marketing plans, and sales of products, and financial information that have not yet been announced or released to the public.
- 6) Any other information, which is not generally available to the public, competitors of the Company, or other companies in the Company's group. If disclosed, this may cause damage to the Company or companies in the group, or, it may facilitate other organizations.
- 7) Documents related to the Company's trade business, e.g. marketing policy information, data about sales and services, quotes, purchase orders, tax invoices, delivery notes, invoices, receipts, the Company's meeting information, etc., as well as any other documents that, if disclosed, may affect and cause damage to the Company.
- 8) Records, files, data, memos, computers, software, reports, price lists, customer accounts, plans, drawings, documents, equipment, templates, etc., and similar objects related to products or the Company.

In addition, not only that employees are required to maintain the confidential information of the Company mentioned above but employees are also required to maintain confidential information of customers, partners, and other relevant persons or entities.

#### **9. Free from Drugs or Illegal Substances**

Employees must not produce, use, distribute, or possess drugs or illegal substances in their households, workplaces, or any other places identified as Company's workplaces.

#### **10. Use of Information Technology**

Employees must not use information technology that causes damage to the Company. whether directly or indirectly, such as collecting, transmitting or accessing information that infringes on privacy.

#### **11. Social and Community Responsibility**

Employees should be involved in helping society and communities, Supporting the company's social activities, participate in other public benefit activities as appropriate and do not support any activities that are harmful to society or good morals or to promote vices.

#### **Monitoring and Compliance with the Code of Conduct**

This is to encourage directors, executive directors, and employees in conducting business and work on behalf of the Company with appropriate behaviors as well as to become approaches for the refrainment of unethical conducts. Failure to comply with this Code of Conduct is a violation of discipline. Employees may be warned, suspended, or expelled from their employment.



Therefore, the Company has established guidelines for monitoring and supervising the business operations, as well as performing efficient operations as follow:

1) Consider as duties and responsibilities of the directors and employees to acknowledge and understand, as well as strictly abide by the Code of Conduct.

2) Supervisors at all levels are responsible for ensuring that employees under their supervision strictly comply with this Code of Conduct.

3) Supervisors at all levels must lead in the practices according to the Code of Conduct, promote working environment for employees and related persons to understand that compliance with the Code of Conduct is the right thing and must be strictly observed, and, cannot claim that they do not know the guidelines set forth in this Code of Conduct.

4) When in doubt or uncertain about how to follow the Code, consult with supervisors responsible for overseeing the compliance with the Code of Conduct.

### **Whistleblowing or Complaints**

The Company operates business according to the principles of corporate governance by considering that stakeholders in all sectors must be treated equally without exception. Therefore, the Company provides opportunities for both internal and external stakeholders to report whistleblowing or complaints to the Company. In order to promote the Company's personnel to conduct business with accuracy, transparency, fairness, and accountability and to enable stakeholders to take part in effectively monitoring the interests of the Company, the Company has specified regulations about whistleblowing or complaints as:

### **Channel for Whistleblowing or Complaints**

If anyone sees any action suspected to be fraud or corruption, illegal offenses, violation of principles corporate governance, non-compliance with the Company's Code of Conduct, the lack of respect for human rights, incorrect financial reporting, or defective internal control system, you can resolve a doubt or report to responsible personnel as follow:

1. Respective supervisors
2. Internal Audit Managers
3. Independent Directors
4. Audit Committee

In addition, the Company has assigned the Compliance Unit, which is under the operation of the Corporate Secretary Department, to perform duties as the complaint handling agency. In case that any encountered behaviors or events may violate the compliance with the rules, regulations, or policies of the Company, or, there is a behavior suspected to be in conflict with the above principles established by the Company, you can directly file whistleblower claims or complaints as follow:

- a) Postal Mail : Corporate Secretary  
Metro Systems Corporation Public Company Limited  
at 400 Chalermprakit Rama IX Road, Nong Bon, Prawet,  
Bangkok
- b) Telephone : 020894124
- c) E-mail : [corporatesecretary@metrosystems.co.th](mailto:corporatesecretary@metrosystems.co.th)
- d) Company Website: <https://ir.metrosystems.co.th/complaint-channel-th/>



### **Whistleblowing or Complaint Handling Process**

#### 1. Fact gathering

The handler of the complaints shall conduct own fact gathering in connection with fraud, corruption, criminal offenses, violations of corporate governance, non-compliance with the Code of Conduct of the Company, disrespect of human rights, inaccurate financial reporting, or defective internal control system.

#### 2. Information processing and clarifying

The handler of the complaints shall process and scrutinize the information in order to consider the procedure and handling method appropriate in each matter. It may be done by yourself, or, assign an investigation committee to carry out the processing and scrutinizing the information. The investigation committee will be appointed by the Chief Executive Officer, the Executive Committee, or the Board of Directors depending on the situation and as appropriate.

#### 3. Investigation

In the event that the administrator of the complaint investigates the facts and finds that the complainant is actually guilty, in the case of an employee of the Company, he or she shall be subject to disciplinary action under the Company's regulations. However, if he or she is a third party, the Company shall bring legal action against that person based on the damage caused to the Company.

#### 4. Reporting the results

The complaint handler has a duty to report results to the employee, if the whistleblower or complainant reveals oneself. In case that it is an important issue and yields the damage to the Company, the results must be reported to the Chief Executive Officer, the Audit Committee, or the Board of Directors, as well as come up with guidelines to prevent and resolve such cases from occurring again.

#### 5. Consideration period

For the collection of facts, processing, and screening of information, including the investigation of facts, it will take approximately 30 – 60 days, depending on the difficulty and complexity of finding facts, on a case-by-case basis. In the event that the complainant discloses himself/herself, he/she will be notified within seven working days from the date of conclusion of the investigation.

### **Measures for the Protection of Whistleblowers, Complainants, or Investigation Cooperators**

Whistleblowers, complainants, or investigation cooperators shall receive protection according to the following criteria:

1. They can choose not to reveal themselves if the disclosure is deemed to be unsafe or destructive. However, if there is a self-disclosure, the Company will be able to update progress, clarify facts, or mitigate the damage more conveniently and quickly.

2. The Company will not disclose names, lastnames, addresses, photographs, or any other information that can identify the informant and investigate whether the information is accurate or not.

3. The complaint handler must keep all relevant information confidential and will disclose as necessary by considering the safety, damage, the source of the information, or related persons.

4. In case that the whistleblower, complainants, or those who cooperate in the investigation suspect that he may be unsafe or suffer damage. The whistleblower, complainant, or the person cooperating in the investigation can request the Company to prescribe appropriate protective measure with consideration of the Chief Executive Officer. Or, the Company may prescribe protective measures without any request if it is deemed to be a matter prone to damage or insecurity.





5. Those, who suffer damage, will be mitigated through fair and reasonable procedures, which will be reviewed by the investigation committee.

6. Whistleblowers, complainants, investigation cooperators, or those, who refuse corruption, will be protected by the Company from demotion, dismissal, punishment, negative consequences, or any action detrimental to such persons.

#### **Reporting False Claims or Complaints**

If the Company finds that whistleblowing or any complaint has been proved that it is an act of dishonesty or false intent and is intended to cause damage, if the complainant is an employee of the Company, the person shall be subject to disciplinary action according to the Company's regulations; however, if the complainant is an outsider causing damage to the Company, the Company will consider taking legal action against that person.

#### **Penalties**

Directors, executives and all employees Have a duty to practice and encourage others to follow the Code of Conduct. unethical business as a follows;

- Do not practice complying with the Code of Conduct
  - Neglecting, ignoring when seeing a violation or failure to comply with the Code of Conduct in the event that you know or should have known, because it relates to work under your responsibility
  - Recommend, encourage and support others who do not follow the Code of Conduct
  - Not cooperating or obstruct the investigation of allegations of violations or non-compliance with the Code of Conduct.
  - Unfair actions against complainants from reporting non-compliance with the Code of Conduct
- Violation or violation of the prescribed business ethics will be subject to severe disciplinary action and may be prosecuted according to the law If the action is illegal.



## **Charter of Sub-Committee**

### **Audit Committee Charter**

#### **1. Objectives**

1.1 To establish authority and responsibility of the Audit Committee to oversee and audit the Company's administration in order to abide by applicable laws, policies, and other regulations, as well as to independently render opinions and recommendations on good corporate governance and proper operations of the Company.

1.2 To support the Board of Directors in performing their duties to administer the Company's operations with efficient execution, internal control, risk management, and, oversee the business with efficiency and effectiveness, including financial reporting and information disclosure of the Company with transparency and reliability.

#### **2. Quorum and Term of Appointment**

2.1 Audit Committee consists of at least 3 independent directors.

2.2 At least 1 member of the Audit Committee has sufficient knowledge, understanding, and experience in accounting and finance to be able to perform duties in reviewing the reliability of financial statements.

2.3 The Board of Directors shall be the appointer of the Audit Committee with term of appointment of 3 years.

2.4 In case that Chairman of Audit Committee is not present or cannot perform duties, the attending members shall select one of them to preside as the chairman of the meeting.

#### **3. Meeting**

3.1 The Audit Committee must arrange at least 4 meetings annually. In addition, each meeting must consist of no less than two-thirds of the total members of the Audit Committee.

3.2 The Audit Committee must attend a meeting with non-executive directors at least once a year.

3.3 Attended a meeting with the auditor without the management at least once a year.

#### **4. Scope of Duties and Responsibilities**

4.1 Review to ensure that the Company has accurate and reliable financial report with sufficient information disclosure.

4.2 Review to ensure that the Company has risk management procedure, work process, control process, and supervision regarding operations, information technology and information security, and effective communication networks in compliance with international standards.

4.3 Review summary of the corruption and internal preventive measures, including review of the Company's internal processes regarding whistleblowing and complaints.

4.4 Review to ensure that the Company has control process and compliance corresponding to Securities and Exchange Act as well as other rules, regulations, and laws related to the Company's.

4.5 Consider annual audit plan of Internal Audit Department and review the audit results, recommendations of both auditors and the Internal Audit Department; as well as follow up to ensure that the Management has taken adequate measures for the recommendations.



4.6 Review the policies and processes related to other non-audit services of auditing firm; and approve the usage of such services in order to ensure that it does not affect the independence of the auditor (if any).

4.7 Consider the connected transactions, acquisition or disposition of assets, or transactions that may lead to conflicts of interest to be in compliance with the laws and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

4.8 Consider the independence of Internal Audit Department; as well as approve the consideration of nomination, transfer, and termination of the Internal Audit Manager and the secretary of the Audit Committee.

4.9 Consider, select, and nominate independent individuals in order to perform duties as the Company's auditors; propose remuneration of the individuals by taking into consideration credibility, resource adequacy, workload, experience, and performance of the past year as well as consider removal of the auditors.

4.10 Have the authority to hire consultants or outsiders according to the Company's regulations for opinions or advice as necessary.

4.11 Prepare the Audit Committee Report and disclose it in the Annual Report of the Company. The Report must be signed by Chairman of the Audit Committee and at least consists of the following information:

- Opinion on the accuracy, completeness, and reliability of the Company's financial report
- Opinion on the adequacy of the internal control system of the Company
- Opinion on the compliance with Securities and Exchange Act, requirements of the Stock Exchange of Thailand, or laws related to the Company's business
- Opinion on the suitability of the auditors
- Opinion on the transactions that may lead to conflicts of interest
- Number of Audit Committee Meetings and attendances of each member
- Overall opinion or remark due to the duties of the Audit Committee under this Charter
- Other issues deemed that shareholders and other investors should acknowledge under the scope of duties and responsibilities assigned by the Board of Director

4.12 Audit Committee must report the preliminary results to the Office of the Securities and Exchange Commission and a certified public accountant within 30 days from the date of being notified by the certified public accountant about suspected behavior, which a director, manager, or person responsible for the Company's operations has committed an offense concerning corrupt and fraudulent administration.

4.13 Audit Committee annually reviews the charter and propose to the Board of Directors for approval.

4.14 Perform any other tasks as assigned from time to time by the Board of Directors.

*\* Note : The Audit Committee Charter was approved by the Board of Directors Meeting and effective since November 11, 2008. Also, the Company has reviewed it regularly as the Board of Directors Meeting No. 2/2024 on February 22, 2024, has revised and resolved to be effective later on.*



### **Nominating and Remuneration Sub-committee Charter**

The Nominating and Remuneration Sub-committee is appointed with the approval of the Board of Directors in order to support the administration of the Board of Directors in specifying the criteria according to the Company's guidelines regarding the nomination and remuneration of directors and executive directors, compliance with the regulations, and related laws.

#### **Quorum**

The Board of Directors shall be the appointer of the Nominating and Remuneration Sub-committee by selecting from the Company's directors with suitable experience and qualifications, which consists of 3 members of the sub-committee and 1 director presiding as Chairman of the Sub-Committee, while the Secretary of the Sub-Committee shall be selected from the Company's employees with an approval of Nominating and Remuneration Sub-committee.

#### **Term of Appointment**

The Nominating and Remuneration Sub-Committee has a term of 3 years. Former members of the Nominating and Remuneration Sub-Committee, who vacate the office upon the expiration of the term, may be reappointed. Besides the vacation of office by rotation, a member of the Nominating and Remuneration Sub-Committee may be removed for the following reasons:

1. Board resolution for vacation of office
2. Resignation
3. Death
4. Disqualifications or prohibited by the law

In case that any member of the Nominating and Remuneration Sub-Committee shall resign from the position, the member must submit the resignation form to the Chairman of the Board of Directors. In case that a position in the Nominating and Remuneration Sub-committee is vacant, the Board of directors shall appoint a member to the Nominating and Remuneration Sub-Committee in the first meeting of the Board of Directors since the vacancy in order to constitute the quorum of the Sub-Committee.

#### **Scope of Authority**

The Nominating and Remuneration Sub-committee has duties and responsibilities assigned by the Board of Directors to function on the following issues:

1. Consider the quorum and qualifications of the Board of Directors, overall and individually, which shall be suitable for the size, type, and complexity of the business, in terms of education, knowledge, expertise, skills, experience, specific abilities relevant to the Company's business, independence, and other qualifications according to the criteria specified by the Company.
2. Specify criteria and policies for the nomination and allocate remuneration of directors and sub-committees of the Company
3. Consider the recruitment of directors by reviewing persons suitable for the position in order to propose for an approval of the Board of Directors and/or in the shareholders' meeting on a case by case basis.
4. Consider the recruitment of a suitable person to hold the position of Chief Executive Officer in case of vacancy as well as criteria for succession of Chief Executive Officer, which the selection process must be appropriate for the business management of the Company, in order to achieve the stated vision by considering education, experience, knowledge, skills, expertise, and other qualifications according to the criteria specified by the Company.



5. Allocate necessary and proper remuneration in order to motivate and maintain the Board of Directors, Sub-Committees and Chief Executive Officer each year by taking into account the compliance with duties and responsibilities, their intentions in comparison with reference from similar industry, as well as the business expansion and growth of the Company.

6. Prepare criteria and policies for allocating remuneration of directors and Chief Executive Officer to propose for approval of the Board of Directors and/or in the shareholders' meeting on a case by case basis.

7. Be responsible to the Board and obliged to provide explanations and answers to questions regarding the nomination and remuneration of directors and executive directors at the shareholders' meeting.

8. Report the policies on nomination and remuneration of directors and disclose them in the Annual Report

### **Meeting**

1. The Nominating and Remuneration Sub-committee shall organize meetings as necessary and appropriate by specifying the meeting agenda and notify the directors in advance with adequate relevant information.

2. In each meeting, there must be members of the Nominating and Remuneration Sub-Committee attending the meeting with no less than half of the total members to constitute the quorum.

3. In case that the Chairman of The Nominating and Remuneration Sub-Committee is not present or cannot perform duties, the Vice Chairman of the Nominating and Remuneration Sub-Committee shall preside as the Chairman in the meeting.

4. The decision of the meeting shall be made by a majority vote. If the votes are equal, the Chairman in the meeting will have an additional vote as the casting vote.

5. The Nominating and Remuneration Sub-committee can invite agencies or related parties to participate in a meeting in order to clarify information in the relevant agenda.

### **Reporting**

1. The Nominating and Remuneration Sub-committee has duties to report the resolutions of the meeting or important opinions from their meetings to the Board of Directors meetings.

2. The Nominating and Remuneration Sub-committee has duties to report annual performances in the Annual Registration Statements (Form 56-1 One report) of the Company.

### **Remuneration**

The Board of Directors shall allocate the remuneration of the Nominating and Remuneration Sub-committee by scrutinizing the various appropriateness according to experience, duties and responsibilities, the comparison with reference from similar industry, as well as the consideration based on the business expansion and the profit growth of the Company. Hence, the remuneration of directors shall comply with the principles and policies assigned by the Board of Directors with an approval by the shareholders in the Annual General Meeting.

*\* **Note** : This Nominating and Remuneration Sub-committee Charter was approved by the Board of Director Meeting and effective since November 10, 2017. Also, the Company has reviewed it annually as the Board of Director Meeting No. 2/2024 on February 22, 2024, has revised to be effective later on.*



### **Corporate Governance Sub-Committee Charter**

The Board of Directors realizes the importance of and adheres to the business operations through good principles of management and corporate governance with ethics and responsibilities toward shareholders and stakeholders. Therefore, for sustainable business operations, it has appointed the Corporate Governance Sub-Committee and stipulated the Corporate Governance Sub-Committee Charter as the standard for operations with the goals to be able to achieve the Company's objectives sustainably later.

#### **1. Objectives**

The Corporate Governance Sub-Committee is appointed by the Board of Directors with duties to support the operations of the Board of Directors in determining the corporate governance policy of the Company as well as provide advices and stipulate guidelines in various operations of the Company in accordance with the good corporate governance principles established by the Stock Exchange of Thailand, and promote and support the Company's personnel at all levels to adhere to and follow the principles of corporate governance and business ethics in order to enable the Company to grow sustainably through ethical business management with efficiency, transparency, accountability, and responsibility toward society and environment. This will create a culture that help build confidence among shareholders, investors, stakeholders, and all concerning parties.

#### **2. Quorum**

1. The Board of Directors shall consider and appoint the Corporate Governance Sub-Committee by selecting from experienced and qualified Company Directors, consisting of at least 3 sub-committee members.
2. The Chairman of the Corporate Governance Sub-Committee is an Independent Director.
3. The Corporate Governance Sub-Committee is stipulated to appoint a secretary to the Corporate Governance Sub-Committee. It may be the head of the company's compliance department or any person the Corporate Governance Sub-committee deems appropriate in this regard, such persons must also have duties and responsibilities related to corporate governance and sustainability of the Company.

#### **3. Term of Appointment**

The Corporate Governance Sub-Committee has a term of 3 years. A member of the Corporate Governance Sub-Committee, who vacates the office upon the expiration of the term, may be reappointed. The Corporate Governance Sub-Committee shall vacate office only when:

- (1) Resignation
- (2) Board resolution for vacation of office
- (3) Death
- (4) Lack of qualifications or prohibited characteristics by law

In the event that any member of the Corporate Governance Sub-Committee has to resign from his or her position, he or she must submit a resignation letter to the Chairman of the Board of Directors. In case the position of the Corporate Governance Sub-Committee is vacant, the Board of Directors shall appoint the Corporate Governance Sub-Committee from the nomination by the Nominating and Remuneration Sub-Committee at the first Board of Directors meeting after the Corporate Governance Sub-Committee is vacant.

#### **4. Scope of Authority**

1. Propose the Code of Conduct regarding good corporate governance to the Board of Directors and recommend guidelines on Code of Conduct and ethics for directors, executive directors, employees, and workers of the Company.



2. Supervise and advise directors and the Company's management on performing duties and responsibilities according to the scope and criteria of the good corporate governance policy continuously and appropriately.

3. Review and update the CG Principles regularly to be up-to-date and in compliance with international standard practices, as well as relevant laws, rules, procedures, and regulations.

4. Follow up and evaluate the performance of directors and the management according to the guidelines and prepare the Annual Corporate Governance Report to be presented to the Board of Directors along with opinions and recommendations as necessary.

5. Follow up and report to the Board of Directors to acknowledge the issues or trends in sustainability both current and emerging in the future, including the impact that may have on the Company.

6. Screening operational plans and annual budgets to support activities for communities and society, including stakeholders along the supply chain.

7. Having the power to appoint a working group as necessary

8. Performing other duties as approved by the Company's Board of Directors

## 5. Meetings

1. The Corporate Governance Sub-Committee shall organize at least 3 meetings a year and can hold additional meetings if the Chairman of Sub-Committee deems appropriate.

2. In a meeting of the Corporate Governance Sub-Committee, there must be members of the Sub-Committee attending the meeting at least half of the total members to constitute the quorum.

3. In case that Chairman of Corporate Governance Sub-Committee is not present or cannot perform duties, the attending members shall select one of them to preside as the chairman of the meeting.

4. The Corporate Governance Sub-Committee can invite agencies or related parties to participate in a meeting in order to clarify information in the relevant agenda.

## 6. Reporting

1. The Corporate Governance Sub-Committee has duties and responsibilities to report to the Board the performance results of the Sub-Committee or other duties assigned by the Board.

2. Report the results of the performance of corporate governance to the Board of Directors and disclosed on an annual report (Form 56-1 One Report).

## 7. Remuneration

The Board of Directors determines the remuneration for the Corporate Governance Sub-Committee by recommending it from the Nominating and Remuneration Sub-committee, which has been carefully screened to be suitable according to experience, responsibilities and is comparable the same type of industry, Including considering the business expansion and the growth of the company's profits. In this regard, the remuneration of directors will be in accordance with the principles and policies set by the Board of Directors and approved by the Annual General Meeting (AGM).

\* **Note :** *This Corporate Governance Sub-Committee Charter was effective since February 27, 2020 and it has been reviewed by the Board of Directors Meeting No. 2/2024 on February 22, 2024, as it has revised and resolved to be effective later on.*





### **Risk Management Sub-Committee Charter**

The Risk Management Sub-Committee Charter is established on the scope of duties and responsibilities of the Risk Management Sub-Committee of the Company, which is appointed by the Board of Directors to manage risks efficiently, with specific policy framework as well as guidelines and obvious and reasonable supporting measures in order to review the risks, render comments or suggestions, and provide support beneficial to the overall risk management of the Company by operating in connection with relevant departments including any business unit concerning the risk.

#### **1. objectives**

According to the principles of Corporate Governance and Check & Balance, the Company has separated its risk management duties from the business unit. In addition, in order to provide effective risk management, the Company has therefore appointed the Risk Management Sub-Committee assigned by the Board of Directors to monitor risk issues and manage risks in an appropriate and timely manner. They are also responsible for determining the overall risk management framework of the Company, defining a risk management process, as well as analyzing and monitoring risks in various aspects in order to perform risk management in accordance with the specified policies.

#### **2. Quorum**

- The Risk Management Sub-Committee appointed by the Board of Directors shall consists of 3 Directors and no less than 4 Managing Directors of business groups and/or operating groups.
- The Chairman of the Risk Management Sub-Committee is an Independent Directors.
- It is specified that the Risk Management Sub-Committee must appoint the secretary of the Sub-Committee, who can be a head of business supporting units or any person deemed suitable by the Risk Management Sub-Committee and must perform duties and responsibilities regarding risk management of the Company as well.

#### **3. Term of Appointment**

The Risk Management Sub-Committee has a term of 3 years. A member of the Risk Management Sub-Committee, who vacates the office upon the expiration of the term, may be reappointed. The Risk Management Sub-Committee shall vacate the office due to

- (1) Resignation
- (2) Board resolution for vacation of office
- (3) Death

In case that a position in the Risk Management Sub-Committee is vacant for whatever reason, the Nomination and Remuneration Sub-committee shall nominate a new member of the Risk Management Sub-Committee and recommend the person in the Board of Directors Meeting so the Board of Directors can consider and appoint the additional member to constitute the quorum accordingly.

#### **4. Scope of Authority**

- Assess the possible risks as well as tendency of effects on the organization
- Specify the risk management policies to cover all risks concerning the management, review the policies annually, and propose them to the Board of Directors for an approval.



- Supervise and support the implementation of corporate risk management in accordance with business strategies and goals under changing circumstances.
- Have the authority to appoint a risk management working group as necessary.
- Provide recommendations and guidelines, monitor the implementation of risk management, including systematic analysis, evaluation, management, follow-up and reporting.
- Report risks and recommendations for risk management to the Board of Directors.
- Perform other duties with approval of Directors of the Company as assigned.

## 5. Meeting and Report

- The Risk Management Sub-Committee shall organize at least 1 meeting each trimester, and extra meetings as deemed suitable by specifying the meeting agenda and notify the Sub-Committee in advance with adequate relevant information.
- In each meeting, there must be members of the Risk Management Sub-Committee attending the meeting with at least half of the total members to constitute the quorum.
- In case that Chairman of the Risk Management Sub-Committee is not present or cannot perform duties, the attending members shall select one of them to preside as the chairman of the meeting.
- Resolutions for the Risk Management Sub-Committee's meeting shall be passed by the majority of votes of the attending members constituting the quorum.
- Any member of the Risk Management Sub-Committee, who is a stakeholder in any issue, shall not take part in the consideration or cast a vote in that issue.
- The Risk Management Sub-Committee can invite agencies or related parties to participate in a meeting in order to clarify information in the relevant agenda.
- The Risk Management Sub-Committee has duties and responsibilities to report to the Board of Directors the performance results of the Sub-Committee or other duties assigned by the Board at least once per trimester.

## 6. Remuneration

The Nominating and Remuneration Sub-committee shall scrutinize the various appropriateness of remuneration in comparison with reference from similar industry, as well as the business expansion and growth of the Company in order to recommend to the Board of Directors Meeting and the Annual General Meeting for approval correspondingly.

*\* **Note** : This Risk Management Sub-Committee Charter was approved by the Board of Directors Meeting No. 5/2013 on November 6, 2013 and effective since November 6, 2013. Also, the Company has reviewed it regularly as the Board of Directors Meeting No. 2/2024 on February 22, 2024, has revised and resolved to be effective later on.*