



CHRISTIANI & NIELSEN

CHRISTIANI & NIELSEN (THAI) PUBLIC COMPANY LIMITED Corporate Governance Policy Manual

Introduction

The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited (the “**Company**”) recognizes the importance of good governance. The Company adheres to principles of fair treatment, transparency and accountability. These are crucial factors in enhancing organization and human development, propelling sustainable business growth, responding to satisfaction and expectations of all stakeholders, creating credibility of organizations among all stakeholders, general public and society.

The Board of Directors has reinforced corporate governance by including policies and directions on operating the business, set up adequate internal controls and internal audit systems and monitor management to perform effectively under the policy to ensure long term interests of shareholders under applicable laws with full transparency and correct business ethics. A Corporate Governance Policy Manual outlining its features has been drawn up by the Company according to the principles and practices as set out in the latest Corporate Governance Code 2017 (CG Code) issued by the Thailand Securities and Exchange Commission (“SEC”). The Company has adopted the terms of the CG Code which are suitable for its business to ensure business integrity and creating long-term business value to all stakeholders. The board strives for governance outcomes i.e. the competitiveness and performance with long-term perspective; ethical and responsible business; good corporate citizenship; and corporate resilience.

Definition

In the CG Code, “corporate governance” involves relationship and other arrangements to ensure that intended outcomes of the company are defined and achieved. For corporate governance purposes, the board’s roles and responsibilities include (1) defining objectives, (2) determining means to attain the objectives, and (3) monitoring, evaluating, and reporting on performance.

Top Executives are executive directors who are involved in the Management of the Company on a full-time basis and receives regular monthly remuneration from the Company in the form of salary or its equivalent.

Management refers to the management as defined by the Stock Exchange of Thailand (“SET”), that incorporates the chief executive officer and the first four top-ranking executives after the chief executive officer, as well as all other 4th ranking equivalents and accounting or finance executives of department head level and up.

Communication and Compliance with Corporate Governance Policy

The Board of Directors communicates and publishes the Company’s Corporate Governance Policy to directors, executives and employees at all levels, together with stakeholders of all sectors, both internal and external, in a transparent and auditable manner through the Company’s website at www.cn-thai.co.th and the Internal Web system. Moreover, the Policy is put in place as a compulsory programme in Company’s e-learning system whereby all staff enroll and undergo testing after the class.

The Board of Directors requires that the Policy must be reviewed annually which is done to ensure that the criteria are kept up to date and can be adhered to as guidelines for operations on a concrete basis in order to ensure proper and clear awareness, understanding and practice thereof. Details of the criteria and implementation of the criteria for corporate governance in accordance with the Corporate Governance Policy are shown in the Company’s policies, codes of conduct and operational guidelines which have been prepared and disclosed on the Company’s website.



The main components of the Company's Corporate Governance Policy are as follows:

1. Rights of Shareholders
2. Equitable treatment of Shareholders
3. Roles of Stakeholders
4. Disclosure and Transparency
5. Responsibilities of the Board
6. Controlling System and Risk Management
7. Business Ethics

1. Rights of Shareholders

General Treatment of Shareholders

The Board of Directors is expected to be careful and circumspect in discharging its responsibilities while being mindful of all shareholders' rights, ensuring equitable treatment and maintaining a smooth working relationship to safeguard the best interests of all the shareholders.

The Company's shareholders shall all have the same basic rights as follows:

- 1.1 Right to buy/sell or right to transfer shares. Right to receive share certificate.
- 1.2 Right to share in profit / dividend of the Company.
- 1.3 Right to obtain relevant and adequate information on the Company in a timely manner and obtain updated information through the Company's website.
- 1.4 Right to participate and vote in the shareholders' meetings to elect or remove members of the Board, fix all the Directors' remuneration, appoint the external auditor, fix the remuneration of auditor and make decisions on any transactions that affect the Company such as dividend payments, amendments to the Company's Articles of Association or the Company's Memorandum of Association, capital increases or decreases, approval of extraordinary transactions, etc.
- 1.5 Right to propose agenda items for shareholders meeting and nominate suitable candidate to be a member of the Board of Directors of the Company.
- 1.6 Right to authorize a proxy to cast the votes on their behalf at the shareholders' meeting

Shareholders are fully informed of the criteria and procedures governing shareholder meetings. Sufficient information regarding the issues to be decided in each agenda item is provided in advance of the meeting. Shareholders are able to query Directors both in the meeting and by sending their questions in advance. The Board of Directors recognizes and values shareholders rights and avoids any action that violates those rights.

Dividend Payment Policy

The Company's policy is to pay dividend when the Company has a profit and sufficient cash flow, unless there are any other critical circumstances and provided that the dividend payment does not impact the Company's operations significantly. The Company shall pay dividend within 1 month from the date of the shareholders' resolution or from the date of the Board of Directors' resolution in case of interim dividend. The Company shall inform the shareholders about the dividend payment and publish related details in a newspaper.



The Company's Board of Directors has a policy of proposing that the Annual General Meeting of Shareholders approve the dividend payment to shareholders based on the Company's operating result in that year, at the rate of not less than 40 percent of net profit (after tax deductible) in the Company's profit & loss statements (in compliance with Public Limited Companies Act and as interpreted by Federation of Accounting Professions), provided that there was no other extraordinary event and such dividend payment does not have substantial impact on Company's normal business.

There is no Dividend Payment Policy set out for Company's subsidiaries, affiliates, jointly controlled businesses and directly connected companies.

2. Equitable Treatment of Shareholders

The Board of Directors recognizes the importance of right and equitable treatment of shareholders comprised of major shareholders and minority shareholders as well as foreign shareholders and institutional shareholder are all treated on a fair and equal basis. The board ensures that all Shareholders' rights are protected and that they all get fair treatment. Therefore, policies facilitating and promoting the participation of shareholders at meetings are set as follows:

Shareholders' Meeting

- The Board of Directors publicly discloses policies to encourage all shareholders including institutional ones, to attend the Company's shareholders meeting.
- Setting date, time and place: The Annual General Meeting of Shareholders ("**AGM**") will be held within four months after the end of each accounting year. Any other shareholders' meeting shall be called "Extra-ordinary General Meeting".
- The Company will determine the date, time and meeting place with regard to the convenience of the shareholders.
- Ensuring a reliable electronic meeting platform (in case of an e-AGM).
- For physical meeting, the arrangements are made for Shareholders to participate in the meeting conveniently like provision of refreshments, language translation services, etc. for both Local as well as International Shareholders.

Before the Meeting

- The company provides an opportunity to the shareholders to propose agenda items for the AGM and an opportunity to nominate suitable candidates for membership of the Board of directors of the Company. The company also provides an opportunity to the shareholders for sending the questions (if any) prior to the meeting. The clear procedures are disclosed on Company's website one (1) month prior to the AGM.
- Notice for calling the AGM: The Company will provide the shareholders with accurate and adequate information in a timely manner and will
 - Deliver the notice for calling the AGM, in Thai or English version to shareholders at least 21 days in advance of the AGM date. The notice will contain date, time, place and complete details of each agenda item in accordance with the laws and regulations of the relevant regulatory authority, the Articles of Association of the Company and in accordance with guidelines for the assessment of the quality of the AGM (AGM Checklist).
 - Publish the notice for calling the AGM and the AGM information in both Thai and English versions onto the website of the Company at least 30 days prior to the AGM and inform the shareholders regarding the publication through the SET information disclosure systems.
 - Publish the notice for calling the meeting in both Thai and English versions through a daily newspaper for not less than 3 consecutive days and not less than 3 days prior to the meeting date.



- The proxy: Shareholders who cannot attend the AGM in person can delegate to another person or the Independent Directors of the Company the right to attend and vote on their behalf as proxy holder. The Company will provide information on the Independent Directors such as experience, address, education, positions held in the competing business or related to the Company's business, the relationship of such Independent Directors with the Company or a subsidiary of the Company, the interest in the agenda to be considered, etc. The proxy forms distributed to shareholders clearly contain all details of information required by the Business Development Department of the Ministry of Commerce, whereby shareholders may cast their specific votes by using such proxy forms.
- Registration and vote counting: The AGM registration is open for shareholders commencing at least 1 hour prior to the meeting. The Company provides meeting registration services and vote counting using a bar code system. In addition, the Board of Directors encourages persons who are independent to count or verify the votes and discloses in the minutes of the shareholders' meetings.
- For the sake of transparency and future reference, the Board encourages the use of voting cards for important agenda items such as related party transactions or acquisitions or disposal of significant assets.

On the meeting day:

- Prior to the formal commencement of the AGM, the Company will explain the vote-casting and vote-count procedure.
- The Shareholders Meeting shall proceed in accordance with the meeting notice. In the election of Directors, shareholders can propose, vote for or against each nominated candidate individually.
- During the meeting, shareholders are open to inquire or express points of view, and concerned Directors will explain adequately, all important suggestions and inquiries from shareholders are recorded in the minutes of meeting. There will be a precise resolution outlining the conclusion after each agenda's vote casting.
- All Directors should attend the shareholders meeting. Shareholders are able to ask questions directly to the chairperson of the committee responsible for any specific issue.

Resolutions of the meeting

- The resolutions of the meeting which include detail of votes casted in each agenda item will be submitted after the Meeting to the Stock Exchange of Thailand and disclosed on Company's website.
- Minutes of the meeting: The Company prepares the minutes of the shareholders' meeting, which are clear and complete and include the names of Board members who attended or absent from the meeting, voting method, vote counting procedures and voting results. The minutes also include a correct and complete record of questions/answers. The minutes of the shareholders' meeting will be submitted to the regulators within 14 days of the meeting date and disclosed on the Company's website.
- Coordination: the Company Secretary is assigned to contact and coordinate with shareholders.

Protection of Minor Shareholders' Rights

- The Board defines the procedures and provides an opportunity for shareholders to propose agenda items and to nominate candidates to be Director in advance of the annual general meeting of Shareholders (AGM) through various channels including the Company's website.
- The Board provides an opportunity for Shareholders to elect Directors by voting on the given ballot papers for each of the Directors separately.
- The Board is committed not to adding any new agenda item without notice to shareholders in advance.



Policy on Confidentiality of Information

The Company has set up an important policy concerning the use of information of the Company in compliance with good corporate governance and relevant regulations. The Company has advised the Directors, management, and employees to focus on confidential information especially internal information not yet disclosed to public or any data or information that may affect the business of the Company or its share price. The guidelines for Directors and employees knowing or having access to inside information of the Company, with significant effects on the share price, require that they act in accordance with the following procedures:

Policy on Insider Information

(a) Directors, Executives and staff must not use information they receive from their directorships or employment for personal benefit or for conducting business or other activities in competition with the Company.

(b) Protection against abuse of inside information

Pursuant to section 59 of the Securities and Exchange Act B.E. 2535, all Directors and management team members are required to report the changes in their shareholding to the Office of the Securities and Exchange Commission within three (3) business days from the date of trading/transfer of the Company's shares and/or warrants (as the case may be). Such reporting shall extend to any change in shareholding of any Director/management team member's: (i) spouse, (ii) cohabiting partner, (iii) minor children, and (iv) any juristic person in which such Director/management team member holds more than 30% of the total voting rights of such juristic person (including that of his/her spouse, cohabiting partner and minor children), [(i) to (iv) referred to as "Relevant Persons"]. The Company Secretary reports the changes in the shareholding of the Directors (if any) to the Board of Directors at the quarterly Board meetings.

To prevent abuse of inside information, the Company does not allow the following persons to trade/transfer the Company's shares/warrants (as the case may be) during the period of one (1) month before and two (2) days after any financial announcement of the Company and also at least five (5) days before the Company makes any other significant announcement:

- All Directors and management team members including their Relevant Persons; and
- The Company's personnel in the Group Accounts and the Investor Relations department who are close to the relevant inside information of the Company.

The Company Secretary regularly notifies the above personnel of the Silent Period in advance by email and monitors compliance therewith.

Moreover, all Directors and management team members are encouraged to inform the Company their intention (including that of their Relevant Persons) to trade/transfer the Company shares/warrants (as the case may be) at least a day in advance.

Conflict of Interest

The Board has established guidelines to prohibit a Director/management, who has conflict of interest on a particular issue, from participating in the decision-making process.

The Company has implemented measures to prevent conflicts of interest as follows:

- Directors disclosing their interests and those of their related parties to the Board.
- Directors reporting their ownership of the Company's shares and warrants (if any) to the Board regularly.
- Director/management, who has a conflict of interest on a particular issue, is prohibited from participating in the decision-making process related to that issue. Normally a Director/management, who has a conflict of interest on an issue, will leave the meeting and join back once the issue has been discussed and a decision on the same is made.



- Directors and management team disclose and report their conflict of interests, including dealings with their relatives, if any, to the Company for the Company's use in complying with the regulation about connected transactions. Such report on interest is also useful in monitoring their adherence to their duties, by the following practices;
 - A new Director/management submits the "Report on Conflict of Interest Transaction" form within thirty (30) days after appointment.
 - Thereafter, if there is a change, Director/management submits the updated "Report on Conflict of Interest Transaction" form immediately or no later than seven (7) working days from the transaction date.
 - The company secretary reports the changes (if any) to the Board of Directors in the meeting every quarter.
- All management and employees are required to report potential conflicts of interest on an annual basis. If a conflict of interest occurs, the person must promptly inform their supervisor using the electronic form for acknowledgment and further action.

Any transaction which could lead to a potential conflict of interest and/or a related party transaction is considered very carefully and approved by the Board of Directors with a view to full compliance with the relevant rules and regulations of the SET and the SEC apart from compliance with the internal policies and guidelines set up by the Company. Moreover, such transactions are entered into strictly on an "Arms-Length" basis. The terms and conditions of such transactions are always in compliance with generally acceptable, standard commercial terms and conditions and appropriate disclosure regarding the details of the transactions viz. value, counter-party, reason and necessity of the transaction is made in the Form 56-1 annual report.

3. Role of Stakeholders

The Board of Directors is expected to be aware, careful and circumspect of the stakeholders' rights as provided by law and encourage cooperation between the Company and stakeholders to create wealth, jobs, financial stability and sustainability of the business. Stakeholders should have access to necessary information regarding the Company. To ensure fair treatment of all stakeholders, either internal stakeholders such as Directors, employees, and Executives of the Company, or external stakeholders such as shareholders, customers, trade partners, competitors, the society, all stakeholders can communicate with the Company's Board of Directors for complaints, suggestions, or recommendations, giving useful information or evidence of illegal actions or violations of the Code of Conduct, as well as behavior implying corruption.

The Company defines clear measures on how stakeholders can launch their complaints, opinions, and suggestions, or raise complaints about illegal or unethical conduct by the Company's employees or other stakeholders.

The Company sets the guidelines for treatment of stakeholders based on fair and equitable treatment. The measures/guidelines are explained in Business Ethics and Code of Conduct Manual of the Company.

4. Information Disclosure and Transparency

- 4.1 The Board has a duty to disclose information whether such information is related to financial matters or not. The disclosure should be accurate, complete, adequate, reliable, and timely so that the Company's shareholders and stakeholders (if required) are equally well versed with the information as stipulated by laws, state agencies and concerned organizations.



- 4.2 Company information must be compiled with care, clarity, and should be concise, linguistically simple and transparent. Important information must be disclosed regularly, both, on the positive and negative side, but due care must be exercised not to confuse and mislead users. More attention must be paid to the content than the form, and all efforts must be made to completely spell out the conditions or assumptions made.
- 4.3 The Company must maintain information dispensing channels that are easy for users to access information in a timely manner. The result should be worth the cost.
- 4.4 The Board must set up an Investor Relations unit to assist in communicating with the shareholders, investors, as well as securities analysts. The Board provides adequate resources to help develop executives' knowledge and abilities in presenting information and enhancing their communication skills.
- 4.5 The Board has directed that management disclose information completely, accurately, reliably and in a timely manner. Information disclosure assessment is conducted each year in accordance with the Company's plan to ensure healthy investor relations.

Silent Period for Investor Relations Activities

For a period of two (2) weeks prior to the planned issuance of financial reports (known as the "silent" or "quiet" period), the spokesperson as a representative of the Company will not discuss matters related to the Company's future financial performance or expectations with financial media, analysts and investors.

5. Duties and responsibilities of the Board

5.1 Leadership and Vision

The Board of Directors is the main driver in defining the direction of the Company's performance, achieving its goals and objectives and to define the Company mission and vision statement, core values, strategic business plan, appointment of competent and effective top executives and managing the Company's affairs with good corporate governance in order to achieve the objectives in accordance with Company's policy and in accordance with the law. The Board of Directors is comprised of persons who have the knowledge, expertise, business experience and background which qualify them to perform their duties and responsibilities in accordance with the highest standards of business ethics.

5.2 Set-up of clear Structure, Rules, Duties, Responsibilities and Independence of the Board of Directors

The Company has 6 Boards/Committees as follows:

5.2.1 The Board of Directors

Board Composition

- The Board of Directors is composed of at least five (5) directors out of which at least one-third are Independent Directors, which shall not be less than three (3) Independent Directors.
- The Company considers increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. The Board members represent diversity from a range of perspective including gender, age, educational background, skills, knowledge and professional experience.
- The Chairman of the Board and the chief executive officer are separate persons in order to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making. The Chairman of the Board is an Independent Director, the leader of the Board and acts as the Chairman in the Company's Board Meetings and Shareholders' Meetings.
- The Chief Executive Officer is the head and leader of the Company's executives and is responsible to the Board for managing the Company in order to achieve all planned objectives.



- The Director's term is in accordance with the Company's Articles of Association. A Director who has completed his/her term is eligible for re-election by Shareholders. A director shall not hold the position on the Board for more than 3 consecutive terms. However, an extension may be considered based on the judgment of the Board of Directors after considering the experience of the relevant member and the availability of similarly experienced candidates.

Board Diversity

The Company considers increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development. The Board members represent diversity from a range of perspectives including gender, age, educational background, skills, knowledge and professional experience. The diversity is important to ensure that the Company has a well-rounded and balanced perspective on the issues and opportunities it faces.

Furthermore, having a diverse Board of Directors with members who possess a range of skills and experience is important for the Company. This diversity can bring valuable insights and perspectives to the table, particularly in areas such as construction, financial management, technology, risk management, law and compliance. These skill sets can help the Company make well-informed decisions and navigate potential challenges in these areas.

When selecting new directors, the Board of Directors will consider candidate's qualifications, having regard to the mix of skills, diversity and in line with the Company's strategic direction.

Qualifications of Directors

- a) Qualified according to the Public Limited Companies Act, Securities and Exchange Act including other relevant laws and regulations and in accordance with the good corporate governance policy of the Company.
- b) Knowledgeable, possess good background experience, capable, independent to perform director's duties with care and loyalty, and able to attend Directors' meetings regularly.
- c) Having knowledge in one or more of the following fields: Construction, Business Strategy, Accounting, Finance, Law and Corporate Governance.
- d) Not holding board positions in more than five (5) listed companies (including the Company) and certainly not in any competing construction business for both listed and non-listed company.
- e) Should complete the Thai IOD Director's Certification Program within six (6) months of appointment.
- f) Age not more than 70 years unless specifically extended at the discretion of the Board of Directors keeping in mind the availability of qualified candidates, the experience, qualifications and health of the concerned person.
- g) Unless there is reasonable ground or necessity, each director must attend at least 75% of all board meetings held in a year.

Independent Director

The Independent Directors are independent from major shareholders or group of major shareholders and the Management and have no business or activities with the Company and must not be involved in the day-to-day management of the Company, subsidiaries, affiliated or an associated company which may compromise the Interests of the Company and/or the Shareholders, and has the full qualifications prescribed by the announcements of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission, Thailand (SEC).

An Independent Director shall serve a three (3) years term. The appropriate period of service of an Independent Director is no more than three (3) consecutive terms or nine (9) years from the first date of appointment as Independent Director except for when a director is deemed suitable to hold the position for a longer period. The Board will consider the independence and effectiveness of the Independent Director who is under consideration and defend their decision to the shareholders, if required.



Roles of Independent Director

- At least one-third of the Board of Directors is comprised of Independent Directors and there are at least three (3) Independent Directors on the Board.
- The Chairman is an Independent Director
- The Audit & Corporate Governance Committee is entirely comprised of Independent Directors.

Qualifications of Independent Directors of the Company:

- a) Holding shares not exceeding 0.50 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person, including shares held by related persons of such Independent Director.
- b) Neither is nor used to be (at any time during the period of two (2) years prior to the date of appointment) an Executive Director (being a Director employed by the Company), management team member, employee, or advisor who receives salary or other kind of compensation from the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling persons or other juristic persons that may have conflicts of interests
- c) The Independent Director must not be a blood relative, legal relative, related person or close relative of any Executive Director, management team, major shareholder or controlling person in/of the Company.
- d) Neither having nor used to have a business relationship pursuant to the regulations of the SEC and also must be free of any present, direct or indirect, financial or other interest in the management and business of the Company, its subsidiaries, associated companies, or its major shareholders.

The term “business relationship” under the above paragraph includes any normal business transaction, rental, or lease or sale of immovable properties, transactions relating to assets or services, or receipt of financial support through receiving or extending loans, providing assets as collateral, and further includes any other similar action.

- e) Neither being nor used to be an external auditor or a provider of any professional services including those as legal advisor or financial advisor of the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relations have ended not less than two (2) years prior to the date of appointment.
- f) They must not be acting as a nominee or representative of any Director, major shareholder or shareholders, who are a relative of any major shareholders of the Company).
- g) Not undertaking any business of same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner, or being an Executive Director, management team, employee, or advisor who receives salary or controlling person or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business of the same nature and in competition to the business of the Company or its subsidiary company.
- h) Independent Director must be able to carry out his/her duties, exercise his/her judgment, and report the committee’s performance, and perform all duties which are assigned by the Board of Directors without being influenced by Executive Directors or major shareholders of the Company, including related persons or relatives.
- i) Not having any other characteristics which cause the inability to express independent opinions.
- j) Being able to provide equitable protection to the benefit of all shareholders, and being able to prevent any conflict of interest that might occur between the Company and Executives, major shareholders, or any other company having similar major shareholders.

Independent Directors’ Roles and Duties

1. Independent Directors should gain access to financial and other business information adequately for them to perform their duties effectively.
2. They are expected to regularly attend every Board meeting, including committee meetings, and raise good questions to ensure the interests of the Company’s shareholders’ and the protection of rights of other stakeholders’, and ensure that the Company complies with best practices.



3. Independent Directors are expected to possess abilities and display willingness to learn about the Company's business and are also expected to express their views independently, as well as dedicate time and attention to the Company as needed.
4. Independent Directors are expected to regularly hold meetings among themselves, and try in every way possible to look for opportunities in which they can discuss business management issues with the top executives.
5. Independent Directors are expected to submit a confirmation letter to the Company verifying their independence in accordance with the Company's definition; on the date they accept the appointment and every subsequent year if required.
6. There should be specific terms given to Independent Directors, and no Director must stay on beyond a certain time limit. Nonetheless, the difficulties of searching an appropriate replacement and the benefits of the working relationship built up over the years with the Independent Directors and their understanding of the business must also be taken into account. Accordingly, at present no specific time limit has been set up for the Independent Directors apart from the statutory limits placed under applicable law.

Executive Director

An Executive Director is a Director who is involved in the Management of the Company on a full-time basis and receives regular monthly remuneration from the Company in the form of salary or its equivalent.

Authorized Directors who have the power to bind the Company

The Company's present authorized signatories are:

- (a) Mr. Kirit Shah and Mr. Ishaan Shah jointly signing with Company's seal affixed or
- (b) Mr. Kirit Shah and Mr. Khushroo Kali Wadia jointly signing with Company's seal affixed or
- (c) Any one (1) of Mr. Kirit Shah or Mr. Khushroo Kali Wadia jointly signing with Mr. Surasak Osathanugraha or Mr. Vites Ratanakorn with the Company's seal affixed.

The duties and responsibilities of the Board of Directors

1. The Board of Directors perform its duties in conformity with applicable laws and carry on the business of the Company in accordance with the laws, the Company's objectives and the Articles of Association as well as the resolutions of the shareholders' meetings. It is authorized to carry on any activities as prescribed in the Memorandum of Association or those related thereto under the Public Limited Companies Act B.E. 2535. The Board of Directors is responsible to the Company's shareholders. Each Director represents all shareholders and takes part in supervisory and regulatory functions in the Company's operations, in an independent and impartial manner, for the benefit of all shareholders and other stakeholders.
2. The Directors, in their business conduct, are expected to generally act with care and exercise their duty of care to preserve the interests of the Company.
3. The Board of Directors or the Shareholders at their meetings are entitled to give authority to the executive directors to operate the Company's business and designate the authorized Directors to bind the Company.
4. The Board of Directors are authorized to sell or mortgage any of the Company's immovable properties, to let any of the Company's immovable properties for a period of more than three years, to make a gift, to compromise, to file complaints to the Court and to submit disputes to Arbitration.
5. Annual review and approval of the Mission and Vision Statement, Core Values and Code of Business Conduct.
6. Review and discuss management's proposed strategies and options and approve major decisions in respect of the Company's business direction and policies. The Board of Directors also reviews and approves the business and performance goals proposed by the executive directors. The Board should also support the use of innovation and technology to add value to the Company.
7. Monitor the implementation of the Company's strategies including monitoring the Company's performance and progress towards achieving set objectives as well as compliance with the laws, regulations and related policies as well as the governing on Information Technology.
8. Ensure the establishment and communication of the policy and program related to anti-corruption.



9. Ensure the existence of an effective internal control system and appropriate risk management framework.
10. Ensure an effective audit system executed by both internal and external auditors.
11. Approve quarterly and annual financial reports to ensure that the reports are prepared under generally accepted applicable financial reporting standards (TFRS).
12. Ensure that the Company has a proper system in place to communicate effectively with all stakeholders and the public by providing policy on Confidentiality of Information, Insider Information and market sensitive information.
13. Define policy and guidelines for risk management and monitor the management to ensure the efficiency of risk management system.
14. Define policy and guidelines for good corporate governance and ensure that the duties and responsibilities of Directors and the management comply with Corporate Governance principles.
15. Maintain the adequacy of financial liquidity and ability to pay off debt and the mechanism that is able to restore the operational status in the event that the company faces financial problems. Also ensure that employees have knowledge and understanding of concept of finance and the importance of savings.
16. Define policy and guidelines to implement Corporate Social Responsibility.
17. Attend the meeting of shareholders to report results of operations, answer questions and listen to suggestions and comments from shareholders.

The Chairman of the Board of Directors and The Chief Executive Officer

The chairman of the Board of Directors is an Independent Director as recommended by the SET and has no relationship with the management as well as not the same person as the chief executive officer of the Company nor is he related in any way to the chief executive officer of the Company in order to segregate the duties between the policy maker and the policy manager.

The Chairman of the Board is selected and appointed by the Board from the members of the Board. The Chairman of the Board is the leader of the Board of Directors and serves as the Chairman of the Board of Directors' meetings and the shareholders' meetings including promoting the good governance, and effective operations systems. He engages directly with the chief executive officer to monitor performance and oversees the implementation of the Company strategies.

The roles and duties of the Chairman of the Board of Directors

1. Provides leadership to the Board of Directors.
2. Presides over the Board of Directors meetings, Non-Executive Directors meetings and Shareholders meetings.
3. Facilitates open and constructive communication between members of the Board and encourages their contribution to Board deliberations.
4. Promotes the highest standards of corporate governance, ethics and corporate social responsibilities.
5. Consults with the chief executive officer and Company Secretary to arrange the schedule and agendas of the Board of Directors' meetings.
6. Ensures that the Company has effective communication with its shareholders and relevant stakeholders.

The Chief Executive Officer

The chief executive officer is appointed by the Board of Directors. The chief executive officer may be an Executive Director by position and may be empowered to sign on behalf of the Company as specified by the Board of Directors. The chief executive officer is the leader of the Management team and operates the business and has the duty to apply good governance principles across the organization to achieve the objectives as outlined.

The roles and duties of The Chief Executive Officer

1. The day-to-day management of the Company and its business is the responsibility of the chief executive officer, supported by the executive team.



2. Develops and recommends the Company's vision, mission, strategy and business plan for the Board's approval.
3. Manages the Company in accordance with strategy, business plans and policies approved by the Board of Directors.
4. Reports on the Company's operation results to the Board of Directors as well as other work in progress to achieve the Company's objectives.
5. Ensures that all Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments.
6. Builds and maintains an effective top management team capable of delivering the Company's strategy and objectives, and identifies and recruits new talent to ensure effective succession to top management positions.
7. Ensures communication with shareholders and relevant stakeholders.
8. Undertakes any other roles and duties assigned by the Board of Directors.

Company Secretary

Appointed by the Board of Directors with duties and responsibilities in accordance with the Section 89/15 and 89/16 of Securities and Exchange Act No. 4 B.E. 2551, revised edition which came into force from 31 August 2008. The Company Secretary shall perform his/her duties with responsibility and care and according to the applicable laws, rules, regulations, Company's Objectives and Articles of Association, Shareholders' and Board of Directors' resolutions as follows:

1. Holding Board of Director's Meetings and Shareholders' Meetings in accordance with the laws, regulations and good governance.
2. Giving advice and suggestions to Company's directors related to applicable laws, rules, regulations and good governance.
3. Prepare and safeguard following documents:
 - 3.1 Directors' Registration Related Documents
 - 3.2 Notices and Minutes of Board of Directors' Meetings.
 - 3.3 Notices and Minutes of Shareholders' Meetings and Annual Report.
4. Keeping Report of Change of Interest according to section 89/14 as reported by directors or executives.
5. Disclose information both financial and non-financial to relevant authorities and public. The disclosure should be accurate, complete, adequate, reliable and timely. Liaison with regulators including The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET).

Directors' Nomination Criteria, Selection, Appointment and Re-election of Directors

The Company recognises that diversity at the Board level is an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments are based on meritocracy, and candidates are considered against appropriate criteria which are as follows;

1. Consideration is based on a range of diversity perspectives, including gender, age and education background, skills, knowledge, and professional experience, and devotion of potential candidates expected to add value to the Board.
2. Consideration of the qualities of leadership, vision, ethics, and honesty to uphold the highest principles of Good Corporate Governance including the dedication and the ability to fully devote the time for the administration of the Company.
3. The candidate should not be a person prohibited under the Public Companies Act, the Securities and Exchange Act, announcement of the Securities and Exchange Commission or any other laws relating to the qualification and scope of work of the Board of Directors; or a person blacklisted by any organisation (including the SEC) or convicted of any crime.
4. The candidate as an Independent Director must be qualified in accordance with the independent director's qualifications.



5. None of the Independent Directors have any conflict of interests with the Company by:
 - Engaging, having been a partner in an ordinary partnership, an unlimited liabilities partnership in a limited partnership or having been an executive, director in a company or other listed company in the business similar to or compete with the Company and its subsidiaries.
 - Having been a partner in a contract, a concession contract or having been the Company's stakeholder in such manner or having been a partner in an ordinary partnership, an unlimited liabilities partnership in a limited partnership or having been an executive, director in a company or other listed company operating in such manner.
 - Any other cases under the Public Companies Act and/or as specified by laws.
6. Consider other qualifications as may be advisable such as the lack of necessary skills required on the Board of Directors of the Company.

Procedure for selection and appointment of new directors

The procedure when selecting and appointing new directors varies depending upon the circumstances of the Company at the particular time. In general, when the Board of Directors intends to appoint a new director (as a vacancy occurs or as an additional member on the Board), the following procedure is followed in selecting and appointing a new director to the Board of Directors:

- The Nomination Committee evaluates the range of skills, experience, expertise and diversity of the existing Directors, and identifies other appropriate qualifications giving consideration in line with the Company's strategic direction, and gaps which need to be filled. Consideration is given to the balance of Independent Directors on the Board and the best practice recommendations as set out in the SET Corporate Governance Principles.
- For seeking suitable candidates, the Nomination Committee may utilize the personal network of the Board members and Senior Management of the Company and may consider the proposals from the Shareholders or may engage an external search firm or may use Director Poll information from the Thai Institute of Directors (IOD).
- The Nomination Committee screens the Director candidates, and then interviews each interested preferred candidate to identify those individuals who best fit the target candidate profile. Once the Nomination Committee has identified an appropriate candidate for the Board to consider, it may also arrange the Board members to meet with the candidate.
- The Nomination Committee submits its recommendations to the Board of Directors, which is proposed for the shareholders' approval at the shareholder's meeting or which is proposed for the Board's approval as a temporary replacement if a director resigns during his or her term in office and a casual vacancy is created.

Procedure for Re-election of Directors who retire by rotation

In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article No. 16 of the Articles of Association of the Company, at every Annual General Meeting, at least one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. In every subsequent year, the Director who has been longest in office shall retire. A retiring Director is eligible for re-election. The procedure for re-election of a director who retires by rotation are as follows:

- The Nomination Committee considers the past performance of the retiring directors e.g. attendance, participation in meetings and other contributions to the activities undertaken by the Board of Directors.
- After reviewing, the Nomination Committee submits its recommendations to the Board of Directors, which is proposed for the shareholder's approval at the shareholders' meeting.

Criteria to nominate/appoint Top Executives including the Chief Executive Officer

The Nomination Committee considers the following criteria below when determining the nomination/appointment of a Top Executives including the Chief Executive Officer.

- Skills, knowledge, relevant qualification and professional experience in business operations.
- Leadership skills and potential, integrity and vision.
- No blacklisting by any organization (including the SEC) or criminal conviction.



- After review, the Nomination Committee submits its recommendations to the Board of Directors for consideration and approval.

Sub-committees

5.2.2 The Executive Committee

The Executive Board of Directors consists of five (5) Directors and is appointed by the Board of Directors as a subcommittee of the Board of Directors whose members are referred as Executive Committee Member.

Qualifications of Executive Committee Members (subcommittee members)

- a) Qualified according to the Public Limited Companies Act, and Securities and Exchange Act, including other relevant laws and regulations, and in accordance with the Good Corporate Governance Policy of the Company.
- b) Knowledgeable, possess good background experience, capable, independent to perform an Executive Director's duties with care and loyalty, and able to attend Directors'/Executive Directors' meetings regularly.
- c) Having knowledge in their respective fields of appointment as part of Senior Management.
- d) Not holding board positions in more than three (3) other listed companies (including the Company) and certainly not in any competing construction business and also not in full time executive position.
- e) Should complete the Thai IOD Director's Certification Program Course.
- f) Age not more than 70 years unless specifically extended at the discretion of the Board of Directors keeping in mind the availability of qualified candidates, the experience, qualifications and health of the concerned person.

The duties and responsibilities of Executive Committee Members (subcommittee members)

1. To manage the Company's business under the resolutions/regulations of the Board of Directors. With the resolution of the Board of Directors Meeting No. 414, the authority of Executive Board extends to the following:
 - To purchase and sell Plant, Equipment and other Assets, to provide security to lenders, including mortgage on the Assets and to maintain the Assets of the Company and its subsidiaries in accordance with the programme set out by the Board of Directors.
 - To borrow money from Banks, Financial Institutions and other organizations and to execute agreements pursuant thereto and to fix interest rates. To give guarantees, provide security on behalf of the Company and its subsidiaries.
 - To make advances, deposits and loans as may be required in the interest of the Company and its subsidiaries.
 - To open and operate the bank accounts of the Company, appoint authorized signatories to operate the bank accounts, buy and sell currencies as may be required for the operations of the Company and its subsidiaries.
2. To execute any agreements/contracts including bidding for various jobs and tenders, enter into contracts with customers for the provision of construction services, including the supply of materials and other services and goods as may be required with terms and conditions under the scope of authority vested by the Board of Directors. Such agreements/contracts must be affixed with signatures of any two Executive Directors together with the Company's seal.
3. To generally act on behalf of and in the interests of the Company and its subsidiaries as may be required to carry on the business.
4. The Executive Board of Directors shall report on the business operations conducted by the Executive Board (the Subcommittee) to the Board of Directors for acknowledgement and discussions. However, policy-related issues, or issues likely to have significant and major impact on the Company's business, or issues requiring action by the Board of Directors in compliance with laws or the Company's Articles of Association, must be approved by the Board of Directors. This also includes issues for which the Executive Board of Directors considers it appropriate to seek the approval of the Board of Directors on a case-by-case basis, or per the criteria designated by the Board of Directors.



5. Prepare and review strategic objectives, financial plans and key policies of the Company, to be submitted to the Board of Directors for approval.
6. Review management authority in various aspects stipulated in the approval authority hierarchy, to be submitted for approval to the Board of Directors.
7. Appoint, monitor and evaluate the performance of employees from the level of Department Director down to senior managers.
8. Monitor and report on the Company's operating results to the Board of Directors as well as on other work in progress to achieve the Company's objectives.
9. Communicate with external stakeholders, as per designated authority, and as deemed appropriate.
10. Prepare and review policy and guidelines for risk management and monitor the management to ensure the efficiency of risk management system.
11. Prepare and review policy and guidelines for good Corporate Governance and guidelines to implement Corporate Social Responsibility.
12. Develop and implement anti-corruption systems, as well as encourage employees at all levels and related parties to follow the anti-corruption policy to create an anti-corruption culture.

5.2.3 The Audit and Corporate Governance Committee

The Audit and Corporate Governance Committee is appointed by Board of Directors with the objective of having a mechanism to assist the Board independently in accordance with the regulations and the recommendations in respect of Good Corporate Governance, to give opinion of company's financial report's correctness, credibility and transparency, to encourage the good corporate governance including coordination with the Board of Directors for risk management and internal control systems in the Company. This is expected to create efficiencies in operations and also provide for an independent check on the functioning of the Management of the Company including checks on conflict of interest issues and connected party transactions, if any.

The Board appointed Independent directors as the audit committee on 16th November 2000 according to the resolutions of the board of Directors' Meeting No. 340. Thereafter on 20th February 2013 the Board of Directors Meeting No. 404 has resolved to amend the name of the Audit Committee from Audit Committee to Audit and Corporate Governance Committee since the existing roles and responsibilities of Audit committee of the Company includes Corporate Governance also and in order that the Audit and Corporate Governance Committee emphasize consistently on the compliance of relevant regulations and continue the development of Corporate Governance of the Company.

Composition of Audit and Corporate Governance Committee

- There must be at least three (3) members. All members must be independent directors.
- A secretary may be appointed by the Audit & Corporate Governance Committee to assist the Committee.
- The Audit and Corporate Governance Committee schedule to hold a meeting at least four (4) times a year and to hold one (1) with External Auditor without management.

Qualifications of Audit and Corporate Governance Committee Members

- a) Must be appointed by the Board of Directors or by the shareholders in a shareholders meeting.
- b) All the members must be Independent Directors.
- c) Not a Board member of parent company or subsidiary company which is also a listed company
- d) Not holding shares exceeding 0.5 percent of the total number of shares issued by the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority, including shares held by a related person.
- e) Be free of any past (for a period of last two (2) years) or present, direct or indirect, financial or other interest in the management and business of the listed company, its subsidiaries and associated companies and also that of the Company's substantial shareholders.
- f) Not related to or a close relative of any executive director, executive officer or major shareholder of the Company.



- g) Not a Board member assigned to make decisions on business operations in the Company, its parent company, subsidiaries or associated companies, or in a juristic person with possible conflicts of interest.
- h) Be able to freely perform and give opinions, or report the result of the duties assigned by the Board of Directors without being controlled by the management or major shareholders or any other related persons.
- i) Having duties and responsibilities in accordance with the rules and regulations of the SET.
- j) At least one (1) committee member must have knowledge, understanding or experience in accounting or financial fields enough to review the creditability of financial statements.

The duties and responsibilities of the Audit and Corporate Governance Committee

1. To review the company's financial reporting process to ensure accuracy with adequate and complete disclosure.
2. To ensure that the Company has an appropriate and efficient internal control system subject to internal audit and to also ensure that there is an efficient internal audit system in place and to ensure the independence of internal audit department, including approval of the selection, promotion, and rotation or termination process of the internal audit head.
3. Review risk management system of the Company and recommend improvements on a regular basis.
4. Review guidelines for the Company's good corporate governance and make recommendations to the Board of Directors.
5. To review the performance of the Company to ensure compliance with the securities and exchange law, regulations of the exchange and other laws relating to the business of the Company.
6. To select and nominate for the shareholders' approval or discharge, the external auditor of the Company, including recommendation of remuneration of the external auditor after considering the independence of the external auditor and to freely discuss significant matters, the Audit and Corporate Governance Committee shall meet privately with the external auditor at least once a year, without the management team being present.
7. To review connected party transactions that may lead to conflict of interest to comply with all related rules and to ensure the transactions are reasonable and for the full benefit in the company and to ensure accurate and complete disclosure of the same.
8. Monitor and receive complaints or information from stakeholders submitted to the Board of Directors. If the Committee receives any information regarding suspicious behaviors that Directors, Managers or person in charge of the operations of the business of the Company have committed and offences against the law in accordance with Section 89/25 of the Securities and Exchange act No. 4 B.E. 2551. The Audit and Corporate Governance Committee shall report the preliminary findings to the SEC and External Auditor within 30 days from the date of receiving complaints.
9. Annual review of Audit and Corporate Governance Committee's charter to ensure that it is up to date and suitable for the Company's environment.
10. To prepare a report on the monitoring activities of the Audit and Corporate Governance Committee, in accordance with the required details of SET's regulations and disclose it in the annual report, such report to be signed by the Chairman of the Audit and Corporate Governance Committee.
11. To perform any other acts as delegated by the Board of Directors and accepted by the Audit and Corporate Governance Committee.

5.2.4 The Remuneration Committee

The Remuneration Committee has been appointed by the Board of Directors as a mechanism to assist the Board in independently proposing the criteria of and setting guidelines for the remuneration of directors, sub-committee members, the chief executive officer and top executives and to propose the remuneration to the Board of Directors who will then act (accept fully, partially or reject totally) in accordance with the regulations and good governance practices based on the proposals made by the Remuneration Committee. The Board of Directors are not empowered to fix the remuneration of the directors but is required to place their recommendations on the same to the shareholders for their approval. The Remuneration Committee was appointed by the Board of Directors on 20 February 2013.



Composition of Remuneration Committee

- There shall be at least three (3) Directors as members on the Remuneration Committee.
- The Majority of the Committee shall always be comprised of Independent Directors.
- The Chairman of the Committee shall always be an Independent Director.
- The members of remuneration committee who do not fall in (2) and (3) above shall be Non – Executive Directors (not an employee of the Company).
- The Remuneration Committee schedule to hold a meeting at least two (2) times a year.

Qualifications of Remuneration Committee Members

- a) They must not be involved in the day-to-day management of the Company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority.
- b) They must be free of any present, direct or indirect, financial or other interest in the management and business of the Company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority.
- c) They must not be a relative of any management of the Company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority.
- d) They must not be acting as a nominee or representative of any management of the Company.
- e) They must be able to carry out their duties, exercise their judgment, and report the committee's performances, which are assigned by the Board of Directors without being influenced by management of the Company, a subsidiary, a joint/associated company, a major shareholder or an entity with controlling authority.

The duties and responsibilities of the Remuneration Committee

The Remuneration Committee is responsible for duties assigned by the Board of Directors as follows:

1. Set out compensation guidelines for Directors, Sub-committee Members and top executives and propose the same to the Board of Directors.
2. Propose the Directors' remuneration including sub-committee members for the Board to make its recommendations and express its opinion for approval in shareholders' meeting.
3. Update to the Board of Directors about compensation norms being followed by companies in Thailand and abroad.
4. Other specific jobs assigned by the Board of Directors.
5. Prepare the Committee report of its activities carried out in a year and disclose in the annual report.

5.2.5 The Nomination Committee

The Nomination Committee has been appointed by the Board of Directors in order to set up a mechanism to assist the Board to independently propose the criteria and set guidelines for nomination of new Directors and recruitment and selection of top executives, and thereafter propose to the Board of Directors who could then consider the proposal and decide to accept or reject the same or amend it for further approval by shareholders if required (for the appointment of Directors). The Nomination Committee was appointed by the Board of Directors on 20 February 2013.

Composition of the Nomination Committee

- a) There shall be at least three (3) Directors as members on the Nomination Committee
- b) The majority of the members of the Committee are Independent Directors.
- c) The Chairman of Committee is an Independent Director.
- d) The Nomination Committee schedule to hold a meeting at least two (2) times a year

Qualifications of Nomination Committee Members

The Qualifications are exactly the same as that of the Independent Directors.

The duties and responsibilities of the Nomination Committee

The Nomination Committee is responsible for duties assigned by the Board of Directors as follows:

1. Set out selection and nomination guidelines of appropriate persons and propose the same to the Board of Directors.



2. Review the Board structure and propose a succession plan for Directors and top executives.
3. Propose to the Board, names of potential candidates for appointment as Directors.
4. If requested by the Board of Directors, assist in the process of review of performance of Directors.
5. Prepare specific reports on latest trends and practices in the appointment of the Directors and top executives for consideration by the Board of Directors.
6. Other jobs assigned by the Board of Directors.
7. Prepare the Committee report of its activities carried out in a year and disclose in the Annual Report.

5.2.6 The Sustainability and Risk Management Committee

The Board of Directors has appointed a Risk Management Committee to prescribe risk management policies that cover the entire organization and to ensure that risk management procedures or systems are in place to appropriately mitigate impact of the risks on the businesses of the Company. Composition, authority, duties and responsibilities of the Risk Management Committee are prescribed to ensure their efficient performance as assigned by the Board of Directors. The Risk Management Committee was appointed by the Board of Directors on 20 February 2013. Therefore on 14 November 2022, the Board resolved to re-designate the name from “Risk Management Committee” to “Sustainability and Risk Management Committee to reflect the fact that the role and responsibility of the Risk Management Committee of the Company also included oversight of sustainability of the Company.

Composition of Sustainability and Risk Management Committee

- a) There must be at least three (3) directors in the Committee.
- b) A secretary may be appointed by the Risk Management Committee to assist the Risk Management Committee.
- c) The Sustainability and Risk Management Committee schedule to hold a meeting at least four (4) times a year.

Qualifications of Sustainability and Risk Management Committee Members

- Must be appointed by the Board of Directors.
- At least one (1) member must be an Independent Director.

The duties and responsibilities of the Sustainability and Risk Management Committee

The Sustainability and Risk Management Committee is responsible for duties assigned by the Board of Directors as follows:

1. Establish a sustainability policy framework according to the Company’s operations to ensure alignment between the management and the Board on the Company’s sustainability goals and strategy.
2. Review and update the sustainability policy of the Company.
3. Monitor the Company’s performance related to sustainable development to increase efficiency and balance while creating the most value to the Company and stakeholders.
4. Identify the various risks the Company is exposed to in the business environment.
5. Prescribe policies and suggest measures for the appropriate and efficient management of the risks associated and identified of the Company.
6. Prescribe risk management policies and procedures to cover the entire organization.
7. Follow up on and evaluate the performance in accordance with the organization-wide risk management framework including recommendation of a framework for Internal Controls.
8. Report the Company’s major risks, status, progress of measures-taken to mitigate these risks and performance to the Board of Directors every quarter.
9. Communicate, collaborate and share information with Audit and Corporate Governance Committee on risk management and internal control.
10. Perform any other acts as delegated by the Board of Directors.
11. Prepare the Committee report of its activities carried out in a year and disclose in the Annual Report.



Other principles and practice involved

A) Term of Directors

Board of Directors: At every AGM, one-third of the Directors shall retire. The Director who has held office longest shall retire. If the number of Directors cannot be divided into three parts, the number of Directors closest to one-third shall retire. The retiring Directors may be re-elected. In addition, the tenure of a director normally should not be longer than three consecutive terms but this requirement may be waived by the Board of Directors after due consideration.

Sub-Committee Members: Each member of the Sub-committees holds office during the same term as that of his/her Board membership. The tenure of a Sub-committee member normally should not be longer than three consecutive terms, but this requirement may be waived by the Board of Directors after due consideration.

Independent Directors: The Independent Directors of the Company shall normally hold office for three (3) consecutive terms or not exceeding nine (9) years from the first date of appointment as Independent Director. However, depending on the reasonable needs of the business and ease or difficulty in finding suitably qualified candidates as Independent Directors, an extension may be considered.

B) Board of Directors' and sub-committees' Meetings

- The Board of Directors' meetings are scheduled in advance to convene at least 6 times per year, but extraordinary or special meetings, if required, may be called at any time during the year. For each meeting, an agenda is clearly predetermined by both, the Chairman of the Board of Directors and The chief executive officer. The Agenda for every Meeting shall include the outstanding issues to be followed up.
- The meeting conducted via electronic means are in accordance with relevant laws and regulations concerning electronic meetings.
- The Company Secretary sends the notice of each meeting and the relevant documents to all Directors, at least seven (7) days prior to the meeting date, so as to allow sufficient time for them to review the information before joining the meeting, unless there is an overriding necessity or urgent matter.
- The meeting schedule will be prepared in advance and distributed to all board members, so as to allow them to arrange the time to attend the meeting. Moreover, at every Board of Directors Meeting, Company Secretary will regularly inform the schedule of the next meeting to all board members.
- All Directors devote their time and attention to the Company's business and are prepared to attend meetings regularly.
- The Chairman of the Board of Directors ensures that the Board has adequate time for the management's information presentation, including their deliberation, questions and debate of significant issues.
- The Board of Directors has established a guideline to prohibit a director/executive, who has a conflict of interest on any issue, to participate in its decision-making process pertaining to the same. Normally a director/executive, who has a conflict of interest on an issue, will leave the meeting and join back once the issue has been discussed and a decision is made.
- In every meeting, the minutes of the meeting are recorded, reviewed and adopted by the Board of Directors. The minutes of the meeting are kept with the Company Secretary for ready reference and review by other concerned parties.
- The Non-Executive Directors (Directors who are not employed by the Company) hold meetings among themselves for discussing the business management issues and performance of the Executive Directors and are expected to notify the chief executive officer of the meeting outcomes.

Meeting of Sub-Committees of the Board:

Meetings of the Sub-committees of the Board shall be held no less than 2 times a year.



Quorum

The quorum for the Board of Directors meeting is at least two-thirds of Board size. However, in emergency cases, this can be waived and the quorum required by the Articles and Law will be followed.

C) Aggregation or Segregation of Positions

For the benefit of governing and transparency in business affairs, the Chairman shall not be the same person as the chief executive officer of the Company nor is he related in any way to the chief executive officer of the Company in order to segregate the duties between the policy maker and the policy manager.

D) Director and Management Training

The Board of Directors continues to try and enhance their value by participation in activities, courses and events which add to their knowledge are in the continually changing business environment to ensure that they are updated and possess full knowledge. All the Company's directors have attended important training courses, such as the Director Certification Program (DCP) or at least the Director Accreditation Program (DPA) held by the Thai Institute of Directors Association (IOD).

Director's orientation

If someone is newly appointed on the Board of Directors by the shareholders, the Company Secretary informs and provides the background of the Company's business, profile and industry along with all the relevant documents. Material documents are also provided to new Directors, including the Directors' Manual, the Memorandum and Articles of Association of the Company, and the Company's latest Annual Report. The main areas of focus are roles and responsibilities of Directors, policy statements on corporate governance, approval authorities, prohibitions under applicable laws, trading of Company's shares and roles and responsibilities of the Sub-committees of the Board.

E) Directors and Management Remuneration

The Board of Directors has designated a Remuneration Committee to recommend guidelines for setting Directors and Management remuneration in accordance with financial status and performance of the Company and should be comparable with other listed companies in general and should also be comparable with other listed companies in the same sector.

Remuneration Criteria

- The remuneration for Directors and members of sub-committee must be agreed by Board of Director and recommended to the shareholders for their approval.
- The remuneration for Directors and members of sub-committees shall be paid as fixed monthly amount in addition to meeting attendance fess and bonuses, which are approved at the Shareholders' meeting.
- Senior management's remuneration shall be according to guidelines set out by the Remuneration Committee which will be paid as salary and bonus including other benefits with the same criteria as other employees such as provident fund, medical benefit, life insurance, etc.
- The remuneration criterion shall include consideration of financial status and performance of the Company and should be comparable with other listed companies in general and should also be comparable with other listed companies in the same sector. The remuneration is structured based on the appropriate levels and the duties and responsibilities, and is further linked to the Company's performance both in the short-term and long-term including individual performance appraisal against KPI's under transparent guidelines, applied fairly and in accordance with relevant laws and regulations.

F) Board Self-Assessment

The Board and its sub-committees shall perform an annual self-assessment of which the criteria for assessment are in line with the guidance of the Thai Institute of Directors (IOD). The assessment shall be used as a framework for reviewing their performance.

The Company Secretary will send the assessment form to each director and will collect and report the result to the Board for discussion and use this assessment for further improvement of their performance. The



result of the assessment shall also be disclosed in Corporate Governance Report section in the Annual Report.

Assessment of The Chief Executive Officer and Management

The assessment of The Chief Executive Officer is conducted annually by Non-executive directors through a questionnaire following the SET guidelines.

Assessment of the Management is conducted by The Chief Executive Officer by considering key performance indicators (KPIs) following the goals and strategies for each year, and monitor and assess the performance on a regular basis.

G) Succession Planning

The Company forms succession plans with the objectives of making human resources ready in advance, both in terms of quality and quantity, ensuring continuity of appropriate management, and selecting suitable employees for the Company's key jobs, which consist of the top executives in the Company's divisions, the key positions in the Company's Management structure or business operations, or the positions for which specific expertise is required and replacements are difficult to find, such as the Chief executive officer, the Head of Finance, the Head of Operations and the Head of Business Development, etc.

The persons who are responsible to nominate successors and to grant approval on the successors to key job positions are classified according to level of position. The person or group of persons responsible for nominations is the Nomination Committee, or others as specifically appointed by the Board, such as the Chairman of the Nomination Committee, members of the Board, the chief executive officer, or the top Management at the group-head or division-head level, while the person or group of persons responsible for granting approval can be either the Board, the Nomination Committee, the chief executive officer, or the top Management at the group-head level, depending on the level of each key position needing a successor.

Operating Guidelines (*In case The Chief Executive Officer or the Executive Director is unable to perform their duty*).

The Board of Directors specifies authorized signatories to sign on behalf of the Company in case The Chief Executive Officer or the Executive Directors are unable to perform their duty due to temporary absence for any reason like sickness, travel, etc.

6. Supervision of subsidiaries and associated companies

This corporate governance policy, the business ethics and code of conduct as well as other company policies govern not only the Company, but also extend to its subsidiaries and associated companies¹ (where applicable) so as to ensure that all business operating entities of the Company, irrespective of their business locations, comply with these policies uniformly. In addition, the Company shall at all times, ensure that all the subsidiaries' and associated companies¹ are in compliance with applicable laws and regulations. The Board has set up the following mechanism in order to supervise and monitor corporate governance of the Company's subsidiaries and associated companies¹.

1. The Company shall nominate directors in each subsidiary as appropriate for the business operations of such subsidiary and the governing laws and regulations. For associated companies¹, director appointment shall be as per an investment and/or shareholders agreement (if any).
2. The Board of Directors considers proposed candidates for Executive Directors on the Executive Board of Directors of the Company. The Executive Directors are generally appointed as directors in the Company's subsidiaries. However, the number of directors in each subsidiary depends on business requirements and governing laws.
3. Directors of the subsidiaries perform their duties in conformity with applicable laws and ensure that the business of the subsidiaries operate in accordance with applicable laws. The Directors, in their business conduct, are expected to generally act with care to preserve the interest of the Company.



4. Financial performance of the subsidiaries shall also be reported to and considered by the Company's Board of Directors on a regular basis.
5. The Executive Directors shall ensure that the Company and its subsidiaries comply with the disclosure requirements of the SET and the SEC. They shall also ensure that all material information is disclosed in a timely and accurate manner.
6. The internal control systems and policies of the Company shall extend to its subsidiaries. The internal audit department will monitor the implementation of these policies and procedures at the subsidiaries and report any issues to the Audit and Corporate Governance Committee. The Committee will then review the findings and take appropriate action to address any issues identified.

¹ "associated company" means:

- (a) a company whose shares are held by the parent company or the subsidiary company in an aggregate number of more than twenty percent but not exceeding fifty percent of the total number of shares with voting rights of the company being held;
- (b) a company in which the parent company or the subsidiary company has power to participate in making decisions on financial policies and operational matters of the company but not insomuch as to have control over such policies and not deemed as subsidiary company or joint venture.

7. Controlling Systems and Risk Management Policy

The Board of Directors recognizes the importance of risk management and is responsible directly on risk management of the organization with the objectives to support the work performance of the management of the Company to be efficient and to achieve the goals that the organization may have to face under business uncertainties that may affect the goals or objectives of the Company.

Risk Management Policy

The Company's risk management policies are implemented at every level and in all activities as follows:

1. Board of Directors has the duty and responsibility to specify policy and framework for Risk Management concerning all aspects and cover business risk factors by determining guidelines and support the Risk Management Committee.
2. Risk Management Committee has the duty and responsibility to review and approve the framework of the risk management system, organization and risk management process including the promotion of risk awareness of all staff. The Committee may also appoint and delegates it's duties to Risk Managers and Risk Champions.
3. Management has the duty and responsibility to implement the risk management system into strategic and business planning, operation procedures and construction activities, including giving support to employees at all levels in implementing risk management system.
4. The Risk Manager has the duty and responsibility to prepare and improve risk policies and risk framework, including communicating the same to all employees. The Risk Manager shall advise all units in the Company regarding the risk management process, risk reporting and also monitor progress of the risk management and report to the Risk Management Committee at least every quarter or when there is significant change to the Company.
5. The Audit and Corporate Governance Committee has the duty and responsibility to review risk assessment results and risk management reports from the Risk Management Committee and Risk Manager. The Audit and Corporate Governance Committee is to give advice to the Risk Management Committee and Risk Manager, particularly in a combination role of risk management and internal control of the Company.
6. The Internal Auditor has the duty and responsibility to give advice to the Risk Manager and Risk Champions on internal control risks, participate in risk policies review, and evaluate the efficiency and effectiveness of the Company's control systems. The Internal Auditor shall study risk assessment results and take them into account in audit planning (Risk-based Audit).



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Risk Management Processes

The Company has established risk management processes which are to be implemented systematically throughout the Company. The overall risk management processes are as follows;

1. Identify the Company's risk management framework which is to be approved by the Risk Management Committee and agreed by the Board of Directors. The Company's risk management system is developed and implemented according to the risk management framework.
2. The Company's objectives and strategies are to be developed by the Management and reviewed by the Board of Directors so that all levels of the Company can prepare their working plans accordingly.
3. Identify and assess risks which have an impact on the Company's objectives achievement within the risk management framework by assessing level of risk likelihood and risk impact.
4. Identify and assess the current controls and procedures which are used to manage the risks within the risk management framework by assessing control effectiveness and control coverage.
5. Identify the risk control procedure by considering risk and control levels in relation to risk appetite and acceptable control level, together with cost and benefit in order to prepare a risk treatment plan for the Company or department level. The risk management shall be monitored and reported regularly within the Company's risk framework including the early warning sign.

Currently, the Company has classified the various risk factors into 5 categories as follows:

1. Marketing Risk
2. Operation Risk
3. Financial Risk
4. Compliance Risk
5. Controlling Risk

8. Business Ethics

It is the collective responsibility of the entire Board of Directors to provide and comply with a Code of Conduct which ensures that all the Company's activities are conducted legally according to applicable laws and in keeping with good moral principles and the Directors and employees must be made aware of the Code of Conduct. The Code of Conduct should be continuously monitored with a view to maintaining the changing expectations of the Company and its stakeholders. The Business Ethics and Code of Conduct Manual of the Company are disclosed on Company's website. In addition, every employee has received such manual to perform in compliance with the Company's rules and regulations.