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### (Good Corporate Governance)

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### History of Document Amendments

<b>Revision No.</b>	<b>Date</b>	<b>Details</b>	<b>Approver</b>
00	1 March 2022	Initial Issue	Board of Director
01	20 February 2025	Annual Review	Board of Director
02	20 February 2026	Revise Clause 3.5 by adding the phrase 'to coordinate with the auditor' in order to serve as evidence supporting the cancellation of the audit.	Board of Director

## Good Corporate Governance

The Company has formulated a policy on good corporate governance in accordance with the 2017 Principles of Good Corporate Governance for Listed Companies, as established by the Securities and Exchange Commission (SEC). This policy serves as a guideline for conducting business with efficiency, transparency, and accountability, thereby fostering sustainable value creation. Beyond instilling confidence in investors, shareholders, and other stakeholders, this approach aims to position the business competitively with favorable operational outcomes. It emphasizes long-term impacts, ethical conduct, respect for rights, and accountability to shareholders and stakeholders. Furthermore, the business is committed to societal benefit, mitigating negative environmental impacts, and adapting to diverse changing factors. This policy encompasses the following 8 principles of good corporate governance:

### **Principle 1      Recognition of the Role and Responsibility of the Board of Directors in Leading the Organization Towards Sustainable Value Creation**

#### **Principle 1.1**

The Board must fully comprehend and acknowledge its role and responsibilities as leaders, ensuring the organization's effective management. This includes:

- 1) Defining strategies, objectives, and goals
- 2) Establishing operational policies and allocating essential resources to achieve these objectives and goals
- 3) Monitoring, evaluating, and supervising the reporting of operational outcomes

#### **Guidelines**

To ensure the Board of Directors understands their roles and acknowledges their responsibilities as organizational leaders, the Company has explicitly defined the duties and responsibilities of the Board in the Board Charter. This includes an essential role in formulating strategies, operational policies, the allocation of significant resources, and the oversight of performance reporting to achieve business objectives and goals. The Board is fully cognizant of its role and the responsibilities incumbent upon it to supervise the organization effectively.

## **Principle 1.2**

In the pursuit of creating sustainable value for the business, the Board has the responsibility to guide the Company towards achieving the following governance outcomes:

- 1) Competitiveness and favorable operational results, with consideration of long-term impacts (competitiveness and performance with long-term perspective)
- 2) Ethical business conduct, upholding rights, and being accountable to shareholders and stakeholders (ethical and responsible business)
- 3) Beneficial contributions to society, alongside the development of strategies to minimize negative environmental impacts (good corporate citizenship)
- 4) Corporate resilience and adaptability in the face of changing circumstances (corporate resilience)

### **Guidelines**

The Board of Directors of the Company shall oversee the business operations to ensure competitiveness and favorable operational results, considering long-term impacts. The Board is committed to ethical conduct, respecting rights, and being accountable to shareholders and stakeholders. It aims to benefit society, reduce environmental impacts, and adapt to various changes, all in the pursuit of creating sustainable value for the business.

## **Principle 1.3**

The Board is obligated to ensure that all directors and executives perform their duties with a sense of responsibility and caution (duty of care) and maintain honesty and integrity towards the organization (duty of loyalty). The Board must also ensure that operations comply with laws, regulations, and the resolutions passed at the shareholders' meetings.

### **Guidelines**

The Company has established a sub-committee and a working group tasked with supporting, inspecting, and overseeing operations and management activities in accordance with laws, policies, plans, and the annual budget as prescribed. The duties and responsibilities of these sub-committees and working groups are clearly defined. They are responsible for ensuring that directors and executives perform their duties with responsibility, diligence, integrity, and honesty, and that operations comply with relevant laws, regulations, Board and

shareholders' meeting resolutions, and various other policies.

Additionally, for each Board of Directors' meeting, at least two-thirds of the total number of Company directors must be present to constitute a quorum. Furthermore, the Company has established a policy regarding the minimum quorum required for the Board of Directors to vote in their meetings, stipulating that no less than two-thirds of the total number of directors must be present.

#### **Principle 1.4**

The Board must understand the scope of its duties and responsibilities, and clearly define the boundaries, including assigning specific duties and responsibilities to the Chief Executive Officer (CEO) and the management team. Additionally, the Board is responsible for monitoring and ensuring that the CEO and management team carry out their assigned duties.

#### **Guidelines**

To facilitate this understanding of roles and responsibilities, the Company has established charters for various committees. These charters clearly delineate the scope of authority, duties, and responsibilities, and include provisions for the ongoing monitoring and supervision of directors to ensure they fulfill their assigned roles. The Company mandates an annual review of these charters, at least once per year, to ensure they remain aligned with the Company's strategic direction.

### **Principle 2      Establish objectives and primary goals of the business for sustainability.**

#### **Principle 2.1**

The Board is tasked with defining or overseeing that the business's primary objectives and goals are aimed at sustainability. These objectives and goals should align with creating value for the business, its customers, stakeholders, and the broader society.

#### **Guidelines**

The Board of Directors has set objectives and primary goals for the organization in its business operations to achieve sustainability, consistent with creating value for the business, customers, stakeholders, and society at large. These objectives and goals have been

communicated to personnel at all levels to serve as guiding principles in their duties. This approach ensures the achievement of these objectives and goals, and reinforces the incorporation of these organizational priorities into decision-making and operational practices at all levels, ultimately shaping the organization's culture.

## **Principle 2.2**

The Board must oversee and ensure that the business's objectives, goals, and strategies for the medium-term and/or annual periods align with the achievement of the Company's primary objectives and goals. The use of innovation and technology should be appropriate and safe.

### **Guidelines**

The Board of Directors has developed strategies and annual plans that align with the Company's objectives and main goals. This involves analyzing the environment, various factors, and risks that may impact relevant stakeholders, all grounded in a commitment to social and environmental responsibility. They are also vigilant about the risks associated with setting goals that could lead to unlawful or unethical behaviors. Furthermore, the Board ensures regular supervision, monitoring, and evaluation of operational performance to guarantee that the business is conducted efficiently and in line with established policies. It also mandates an annual review of objectives, goals, and strategies to ensure appropriate resource allocation and operational control in accordance with the planned strategies.

## **Principle 3      Enhancing the Effectiveness of Committees**

### **Principle 3.1**

The Board is responsible for determining and periodically reviewing the committee's structure, including its size, composition, and the proportion of independent directors. This review is crucial to ensure that the structure is appropriate and necessary for leading the organization towards its established objectives and primary goals.

## **Guidelines**

The Board of Directors comprises individuals possessing a diverse array of knowledge, skills, expertise, and experience, enabling them to fulfill their duties to the benefit of the Company. All Company directors must meet the qualifications and not possess any disqualifying characteristics as per legal requirements. The Board of Directors holds the responsibility for establishing and reviewing the structure of the committees.

The Board of Directors includes at least one-third independent directors, with a minimum of 3 independent directors. These independent directors must meet the qualifications and not exhibit any disqualifying characteristics as defined by the Board. This composition is intended to provide an appropriate balance of power. Furthermore, the Board establishes sub-committees as necessary, within the scope outlined in each committee's charter, to enhance the efficiency and effectiveness of the committee's work.

### **Principle 3.2**

The Board must select a suitable individual to serve as the Chairman and ensure that the committee's composition and operations facilitate the exercise of independent judgment in decision-making.

## **Guidelines**

The Board of Directors will appoint an appropriate person as the Chairman. The policy is that the Chairman of the Board should ideally be an independent director. However, if the Chairman is not an independent director, the Board will involve an independent director in setting the Board's meeting agenda to promote an appropriate balance of power between the Board and the management, in line with good corporate governance practices for listed companies. Additionally, the roles and responsibilities of the Chairman and the Chief Executive Officer are distinct and clearly defined by the Board to prevent any individual from having unchecked authority. Accordingly, the Company has a policy that the Chairman and the Chief Executive Officer are not the same person.

The Company mandates the formation of sub-committees to address specific issues, filter information, and propose recommendations for the Board's consideration and approval. Following the Company's listing on the Market for Alternative Investment (MAI), it commits to

transparently disclosing the roles, duties, and meeting attendance of the Board and its sub-committees, as well as reporting the performance of each sub-committee annually.

### **Principle 3.3**

The Supervisory Board is committed to ensuring that the recruitment and selection of directors are carried out through a process that is both transparent and clear. This is to ensure that the Board comprises individuals whose qualifications align with the predetermined composition criteria.

#### **Guidelines**

The Board of Directors has established a Nomination and Remuneration Committee, predominantly composed of independent directors. This committee supports the Board in recruiting and selecting qualified directors and executives for the Company, and in setting their compensation. The process is designed to be transparent and clear, and the committee considers appropriate compensation levels before presenting them to shareholders for approval. These proposals are then subject to the approval of both the Board of Directors and/or the shareholders' meeting.

Following the Company's registration as a publicly listed Company on the Market for Alternative Investment (MAI), it is committed to disclosing information regarding its directors and executives. This includes age, educational background, experience, shareholding percentage, tenure, and information about consultants, if appointed by the Nomination and Remuneration Committee, as outlined in the 56-1 One Report.

### **Principle 3.4**

When proposing director remuneration for shareholder approval, the Board must ensure that the structure and level of compensation are appropriate relative to the directors' responsibilities. The remuneration should be motivating and encourage the Board to guide the organization towards achieving both short-term and long-term goals.

#### **Guidelines**

The Nomination and Remuneration Committee is tasked with determining the compensation rates for the Company's Board of Directors and executives. These are to be presented for approval at the Board of Directors' meeting and the shareholders' meeting,

considering the following criteria:

- 3.4.1 The appropriateness and alignment with the scope of each director's duties and responsibilities.
- 3.4.2 The compensation should be motivating and capable of retaining knowledgeable, capable, and quality directors for the organization.
- 3.4.3 The components of compensation should be clear, transparent, and easily understandable, in both monetary and non-monetary forms.
- 3.4.4 The rates should be comparable to director remuneration in similar industries.

Following the Company's listing on the Market for Alternative Investment (MAI), it has a policy that both the structure and rates of director remuneration, whether monetary or non-monetary, must receive shareholder approval as required by law or Company regulations.

#### **Principle 3.5**

The Board must ensure that all directors and CEO are responsible in executing their duties and allocate sufficient time for these responsibilities.

#### **Guidelines**

The Board of Directors will oversee that each director and CEO can hold positions in no more than a total of 5 other listed companies. This oversight includes guaranteeing transparency in the disclosure of roles and responsibilities of the committee and sub-committees, the frequency of meetings, the attendance of each director and CEO at these meetings over the past year, and reporting the performance of every sub-committee.

#### **Principle 3.6**

The Board of Directors is responsible for ensuring that there is an effective framework and mechanism in place to oversee the policies and operations of subsidiaries and other significant business ventures in which the Company is invested. This oversight is tailored to be appropriate for each individual business. Additionally, it ensures that the subsidiaries and other business ventures have a correct and unified understanding of these policies.

## **Guidelines**

The Company has formulated an investment policy for its subsidiaries or joint ventures. This involves considering investments in businesses that align with the Company's primary business objectives, are of a similar nature, or are beneficial to the Company. Such investments aim to support and enhance the comprehensiveness of the Company's primary operations, thereby increasing its competitiveness.

Furthermore, the Company maintains a policy to supervise its subsidiaries and associated companies effectively. Qualified and experienced directors or executives are appointed to represent the Company in these entities. Their role is to establish key policies and oversee the business operations of these subsidiaries and/or associated companies. Additionally, these representative directors are obligated to supervise the subsidiaries and/or associated companies in line with the Company's set policies. They must exercise discretion in accordance with the decisions of the Board of Directors and/or shareholder meetings, especially on matters of significance to the subsidiaries and/or associated companies. This approach is designed to maximize the benefits to the Company and ensure its sustainable growth.

### **Principle 3.7**

The Board must ensure that there is an annual assessment of the performance of the Board, its sub-committees, and individual directors. The results of these evaluations should be utilized for the ongoing development of their respective roles and responsibilities.

## **Guidelines**

The Board of Directors mandates that a performance evaluation be conducted at least annually, both at the group and individual levels. The findings from these assessments are then used to evaluate the appropriateness of the Board's composition and to ensure continuous knowledge development for all directors. Following the Company's registration as a publicly listed entity on the Market for Alternative Investment (MAI), the Company is committed to disclosing the criteria, procedures, and overall results of these evaluations in its annual report.

### **Principle 3.8**

The Board is responsible for ensuring that both the Board as a whole and each individual director have a thorough understanding of their roles, the nature of the business, and the relevant laws pertaining to business operations. Additionally, it supports the ongoing enhancement of skills and knowledge necessary for directors to effectively execute their duties.

#### **Guidelines**

The Board promotes the participation of directors in seminars and training programs relevant to their roles and the Company's business activities. These programs are organized by various agencies to facilitate continuous professional development. After becoming a publicly listed Company on the Market for Alternative Investment (MAI), the Company has a policy to disclose information about these training programs in the annual report.

### **Principle 3.9**

The Board must ensure that its operations are conducted efficiently, with access to necessary information, and supported by a Company secretary who possesses the requisite knowledge and experience to facilitate the Board's activities.

#### **Guidelines**

The Board of Directors schedules meetings at least 3 months in advance, with a minimum of 6 meetings per year. Additional special meetings may be convened as necessary. Each meeting is organized with a clearly defined agenda, and a notice of the meeting, along with relevant details, is sent out 7 days prior to the scheduled meeting. This advance notice ensures that the Board has sufficient time to review the information before participating in the meeting. Minutes of these meetings are meticulously recorded and stored, having been duly certified by the Board, and are made available for review by the Board members and relevant parties.

Furthermore, the Company has appointed a Company secretary to assist in the Board's operational activities. This role includes coordinating and ensuring adherence to the Board's resolutions and managing the logistics of both the Board and shareholder meetings.

## **Principle 4      Recruitment and Development of Senior Executives and Personnel Management**

### **Principle 4.1**

The Board must ensure the recruitment and development of the Chief Executive Officer and senior executives, equipping them with the necessary knowledge, skills, experience, and attributes to propel the organization towards its objectives.

#### **Guidelines**

The Company has clearly established the qualifications, authority, and responsibilities of its directors and senior executives. These serve as guidelines and methods for the recruitment and appointment process. The Chief Executive Officer, in collaboration with the Nomination and Remuneration Committee, is responsible for identifying candidates with the requisite knowledge, skills, and experience beneficial for business operations. Additionally, a succession plan is in place to facilitate a smooth transition for the roles of the Chief Executive Officer and other senior executives, ensuring continuous business operations.

### **Principle 4.2**

The Board must oversee the establishment of appropriate structures for compensation and performance evaluation.

#### **Guidelines**

The Board of Directors is committed to defining suitable compensation structures and performance evaluations for directors and senior executives, with consideration for fairness and industry standards. The compensation structure should be comparable to similar-sized companies within the same industry and align with the nature of the duties performed. This approach is intended to motivate optimum performance for the benefit of the Company and its shareholders. Furthermore, the Nomination and Remuneration Committee is tasked with reviewing and refining these compensation plans before they are presented to the Board of Directors. The committee's considerations include the Company's operational results and the individual performances and capabilities of each executive.

The Board of Directors promotes and supports the management and development of personnel at all levels, ensuring they possess the knowledge, skills, and experience beneficial

for their roles. This includes allocating opportunities for them to participate in training programs organized by various agencies, aimed at enhancing their capabilities and improving work efficiency.

### **Principle 4.3**

The Board must understand the structure and relationships among shareholders that could potentially impact the Company's management and operations.

#### **Guidelines**

The Board of Directors is committed to analyzing and comprehending the structure and relationships of shareholders that might influence the Company's management and operations. It oversees these structures and relationships to ensure they do not hinder the Board's ability to perform its duties. Following the Company's registration as a listed entity on the Market for Alternative Investment (MAI), it has a policy of disclosing information related to agreements that impact the control of the business.

### **Principle 4.4**

The Board is responsible for overseeing the management and development of personnel, ensuring they have the appropriate number, knowledge, skills, experience, and motivation.

#### **Guidelines**

The Board of Directors consistently monitors and supervises the management processes to ensure ongoing development of personnel in terms of knowledge, skills, experience, and motivation. It establishes a compensation structure aligned with the knowledge, abilities, and responsibilities associated with each job position. This includes implementing a suitable system for wages, compensation, and employee benefits, providing rights and welfare commensurate with the Company's status and in accordance with labor laws. The Company also maintains a safe working environment, establishes communication channels between employees and their supervisors, and supports processes for continuous and consistent development of skills and knowledge. This is achieved by organizing job-specific training, both internally and externally, as necessary and appropriate to enhance and reinforce the employees' competencies.

## Principle 5 Promotion of Innovation and Responsible Business Conduct

### Principle 5.1

The Board must prioritize and support the development of innovations that add value to the business while also delivering benefits to customers and other stakeholders. This should be done with a responsibility towards society and the environment.

#### Guidelines

The Board of Directors emphasizes the importance of fostering an organizational culture that encourages and supports the development of innovations that contribute additional value to the business. This approach is aimed at ensuring the Company's sustainable growth, while simultaneously creating mutual benefits for the Company, its customers, trade partners, and other relevant parties. The Board is committed to being responsible towards society and the environment, efficiently allocating and managing resources, including the management of information technology, and overseeing risks. These efforts are directed towards enabling the Company to achieve its objectives, strategic business plans, and primary goals sustainably. The Board sets forth practices for engaging with stakeholders across various groups.

### Principle 5.2

The Board must oversee and ensure that the Company's management operates with a sense of responsibility towards society and the environment. This ethos is embedded in the operational plan, guaranteeing that every department within the organization aligns its actions with the business's objectives, primary goals, and strategic plans.

#### Guidelines

The Board of Directors recognizes the rights of all stakeholder groups, both internal and external, fostering a constructive understanding and cooperation between the Company and its stakeholders. This approach is beneficial for business operations, instills confidence, and enhances the Company's long-term competitiveness. Accordingly, the Company has established the following policies and practices:

- (1) Shareholders : The Company is committed to sustainable business growth for the maximum benefit of its shareholders in the long run, underpinned by

- efficient management.
- (2) Employees : The Company treats all employees equally and fairly, providing appropriate compensation and benefits. It supports the continuous development of their skills, knowledge, and potential, motivating highly skilled employees to contribute to the organization's development.
- (3) Customers : The Company focuses on building and maintaining long-term relationships with customers based on honesty, integrity, trust, and reliability, aiming to achieve maximum customer satisfaction responsibly. Customer needs and concerns are prioritized, accompanied by high-quality and efficient service.
- (4) Trade Partners : The Company maintains fair, equitable, and honest relationships with all its trade partners. This includes a commitment to ethical business code of conduct, mutual benefit, strict adherence to trade terms and conditions, and contractual agreements, fostering beneficial business relationships for both parties.
- (5) Co-Investors : The Company respects the rights of co-investors and treats all joint venture partners fairly, fostering effective collaboration to ensure the success of joint ventures in line with their objectives.
- (6) Creditors : The Company adheres to loan agreements and fulfills its obligations towards creditors, both business and financial. The Company's current policy of good corporate governance ensures fair treatment of all officers and avoids specific guarantees to any one creditor.
- (7) Government Agencies: The Company values its relationship with government agencies, ensuring employees' actions are appropriate and compliant. It cooperates with government entities and supports various initiatives.
- (8) Competitors : The Company advocates for free and fair trade competition, conducting business transparently and without corruption.
- (9) Society and The Company supports activities beneficial to the community, avoids

Environment : actions contrary to or in violation of the law, and leverages its business knowledge and experience to develop projects that benefit society.

### **Principle 5.3**

The Board must ensure that management efficiently and effectively allocates and manages resources, considering the impact and development of resources across the value chain. This approach aims to sustainably achieve the organization's main objectives and goals.

#### **Guidelines**

The Board of Directors is responsible for establishing business policies, goals, plans, and budgets. It monitors and ensures that the management team adheres to these policies, plans, and budgets for the Company's and its shareholders' maximum benefit. The Board regularly reviews business plans and budgets to ensure the effective and efficient allocation and management of the Company's resources, aligning with the stipulated objectives and primary goals.

### **Principle 5.4**

The Board must establish a governance framework for enterprise-level information technology management, tailored to the business's needs. This includes ensuring the utilization of information technology in expanding business opportunities, enhancing operational processes, and managing risks, enabling the business to fulfill its objectives and key goals.

#### **Guidelines**

The Board of Directors is tasked with ensuring comprehensive organizational risk management, including the management of information technology risks. It commits to implementing information system security management with adequate security standards, catering to the Company's business interests and operational efficiency.

## Principle 6 Ensuring an Appropriate Risk Management System and Internal Control

### Principle 6.1

The Board is responsible for ensuring that the Company has effective risk management and internal control systems in place to achieve its objectives and comply with relevant laws and standards.

#### Guidelines

The Board of Directors is tasked with formulating a comprehensive risk management policy that encompasses the entire organization. This includes establishing a risk management and internal control system that addresses all types of risks, such as strategic, operational, and financial risks. The aim is to ensure that business operations are effective in achieving their objectives and are in compliance with applicable laws, regulations, and guidelines.

Furthermore, the Company has appointed a Risk Policy Committee responsible for evaluating and analyzing potential risks to the Company. This committee is also responsible for proposing risk management measures to mitigate impacts on the business and overseeing the implementation of the risk management policy. Alongside this, the Audit Committee ensures that the Company adheres to laws and relevant standards. It reviews the adequacy and effectiveness of the internal control and auditing systems and the accuracy and completeness of financial reports. Regular updates on these matters are provided to the Executive Committee, the Audit Committee, and the Board of Directors.

The Board of Directors has established an effective mechanism for checks and balances to safeguard and maintain the Company's assets consistently. This includes setting written operational procedures, defining the process for approval authority, and outlining the responsibilities of executives and employees, ensuring mutual checks and balances. External internal auditors are appointed to inspect the operations of all departments against established regulations and assess the efficiency and adequacy of the internal controls across various departments within the Company.

### Principle 6.2

The Board must establish an Audit Committee capable of performing its duties both effectively and independently.

## **Guidelines**

The Board of Directors shall appoint an Audit Committee, comprising at least 3 independent directors who meet the qualifications set by the Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee's responsibilities are outlined in its charter. The Company includes at least 1 Audit Committee member with adequate accounting knowledge and experience, enabling them to review the reliability of the Company's financial statements.

### **Principle 6.3**

The Board must actively monitor and manage potential conflicts of interest between the Company, its management team, the Board, or shareholders. This includes preventing the inappropriate utilization of the Company's assets, information, and opportunities and ensuring fair dealings with individuals or entities related to the Company.

## **Guidelines**

The Company mandates that individuals with vested interests in such transactions are excluded from the decision-making process. It has established a policy outlining criteria for connected transactions and conflicts of interest, as specified by the Capital Market Supervisory Board and the Stock Exchange of Thailand. This policy serves as a guideline for handling related transactions and conflicts of interest. Additionally, the Company ensures regular reviews of related transactions, with the internal audit department reporting to the Audit Committee and implementing control measures. This is to verify the accuracy and compliance of transactions with established contracts, policies, or conditions.

Following its registration as a listed Company on the Market for Alternative Investment (MAI), the Company is committed to disclosing information about transactions that may involve conflicts of interest, related transactions, or inter-Company dealings. This is in accordance with accounting standards and the criteria set by the Capital Market Supervisory Board and the Stock Exchange of Thailand, and is disclosed in the annual information form and annual report.

#### **Principle 6.4**

The Board must oversee the development of clear anti-corruption policies and practices, ensuring they are communicated effectively across all organizational levels and to external parties for practical implementation.

#### **Guidelines**

The Company's Board of Directors emphasizes anti-corruption by establishing a clear policy, which is communicated to all relevant parties for adherence. This includes measures for reporting suspicions or complaints related to legal violations, ethical breaches, business code of conduct, or behaviors indicative of corruption among directors, executives, and employees. Reports should be directed to designated channels within the Company. Information regarding complaints and tips received will be kept confidential. The Audit Committee is responsible for investigating such reports, formulating corrective actions (if necessary), and subsequently reporting to the Board of Directors.

#### **Principle 6.5**

The Board must ensure the business has effective mechanisms for receiving complaints and addressing issues when clues to misconduct are identified.

#### **Guidelines**

The Company provides communication channels for stakeholders to report tips, suggestions, or complaints related to corruption. It also sets guidelines on the giving or receiving of gifts, properties, or other benefits, entertainment, or expenses that exceed established thresholds and are not in line with the Company's policies. This includes transparent, fair practices in procurement, and making charitable donations, governed by the Company's rules and procedures. A policy for reporting misconduct has been established, detailing mechanisms for complaint reception, action on identified clues, and protecting whistleblowers or complainants. It guarantees no unfair treatment to whistleblowers or complainants, ensuring anonymity and confidentiality of their identity.

## Principle 7      Maintaining Financial Credibility and Information Disclosure

### Principle 7.1

The Board is tasked with the responsibility of ensuring that the systems for financial reporting and the disclosure of crucial information are accurate, sufficient, and timely, in alignment with applicable regulations, standards, and practices.

#### Guidelines

The Company's Board of Directors is committed to overseeing that the systems for financial reporting and the disclosure of vital information meet the standards of accuracy, sufficiency, and timeliness, adhering to the relevant rules, standards, and practices. This also includes monitoring the adequacy of the Company's financial liquidity and debt repayment capacity, and formulating contingency plans for potential financial challenges, considering the rights of all stakeholders involved.

The Company has appointed dedicated Investor Relations officers responsible for effective communication and public relations with investors, shareholders, securities analysts, and other relevant parties, ensuring equal, appropriate, and timely engagement. Regular meetings are conducted to analyze operational performance. The Company is also committed to regularly publishing its financial information, along with other relevant data, in compliance with the guidelines set by the Securities and Exchange Commission, the Stock Exchange of Thailand, and other related bodies. This information is made available through the Company's website and is disseminated using advanced information technology systems to ensure broad and efficient distribution.

### Principle 7.2

The Board must diligently monitor the adequacy of the Company's financial liquidity and its ability to repay debts.

#### Guidelines

The Company's Board of Directors ensures the preparation of the Board's report on financial statements. This report is presented alongside the auditor's report, management's analysis, and key data in both the annual report and the annual information form. All information is presented accurately, completely, and timely, adhering to the requirements of

the Securities and Exchange Commission and the Stock Exchange of Thailand.

Furthermore, in sanctioning any transactions or proposing resolutions for shareholder approval, the Board assesses all potential external and internal risk factors. This ensures that such transactions do not adversely impact the business's ongoing operations, financial liquidity, or debt repayment capabilities

### **Principle 7.3**

In circumstances where the business faces financial difficulties or potential financial issues, the Board must guarantee that there are well-structured plans or mechanisms in place to address these challenges, considering the rights of all stakeholders.

### **Guidelines**

The Board prioritizes the management of financial issues, taking into account the rights of all involved parties. Should the business potentially face insolvency or other financial difficulties, the Board of Directors will supervise the business operations with heightened caution. The Board ensures regular reporting by management on the status of problem resolution to guarantee that any decisions made in addressing financial challenges are rational and equitable. These solutions must consider the fairness towards all stakeholders, alongside ensuring the Company's compliance with information disclosure regulations for the shareholders.

### **Principle 7.4**

The Board is responsible for considering the creation of a sustainability report, as deemed appropriate.

### **Guidelines**

Once the Company is registered as a listed entity on the Market for Alternative Investment (MAI), it is obliged to disclose information concerning adherence to legal obligations, code of conduct compliance, anti-corruption policies, and fair treatment of employees and stakeholders. This includes ensuring fairness and respect for human rights, as well as responsibilities towards society and the environment. These disclosures will be included in the annual report, taking into account recognized reporting frameworks, either national or international. The disclosed information will highlight significant activities that

contribute to the sustainable value of the business.

#### **Principle 7.5**

The Board must ensure that the management establishes a department or appoints personnel responsible for investor relations. This role involves appropriate, equitable, and timely communication with shareholders and other stakeholders, such as investors and analysts.

#### **Guidelines**

Following the Company's registration as a listed Company on the Market for Alternative Investment (MAI), it is mandated to assign individuals responsible for external communications. These appointed personnel should be adequately qualified to perform their duties, have a deep understanding of the Company's business, its primary objectives, core values, and be capable of effectively communicating with the capital market.

#### **Principle 7.6**

The Board is tasked with fostering the utilization of information technology for information dissemination.

#### **Guidelines**

Following its registration as a publicly listed Company on the Market for Alternative Investment (MAI), the Company commits to disseminating information through the Stock Exchange of Thailand's channels and in compliance with set criteria. Additionally, the Company will ensure the publication of information in both Thai and English via its website, continuously updated to reflect current data.

### **Principle 8      Encourage participation and communication with shareholders.**

#### **Principle 8.1**

The Board must ensure that shareholders are actively involved in making decisions on significant Company matters.

## **Guidelines**

The Company's Board of Directors recognizes and values the fundamental rights of shareholders, both as investors in securities and as Company owners. This encompasses rights such as buying, selling, or transferring shares; receiving a share of Company profits; accessing accurate, complete, timely, and equal information; attending and voting in shareholder meetings for critical decisions like appointing or dismissing directors, appointing auditors, approving significant transactions affecting the Company's direction or impacting the Company, including dividend distribution, amendments to regulations and articles of association, capital reduction or increase, and approving special items. It is ensured that each shareholder's voting rights are proportional to their shareholding, with each share entitled to one vote.

The Board of Directors is committed to not infringing or undermining shareholder rights. It oversees shareholder involvement in key Company decisions, issuing meeting invitations and relevant documents well in advance, as stipulated by law or regulatory requirements, and published on the Company's website. This is to provide shareholders with sufficient time to review the information before the meeting date. Furthermore, the Board ensures that shareholder meetings are conducted in an orderly, transparent, and efficient manner, enabling shareholders to exercise their rights fully. Additionally, the Board ensures that resolutions and minutes of shareholder meetings are accurately and comprehensively documented in accordance with applicable regulations.

### **Principle 8.2**

The Board must ensure that the conduct of shareholder meetings is orderly, transparent, effective, and facilitates the full exercise of shareholder rights.

## **Guidelines**

The Company prioritizes shareholder rights and avoids any actions that infringe or diminish these rights. The Board of Directors ensures that the conduct of shareholder meetings complies comprehensively and appropriately with relevant regulations. This includes various activities to promote and facilitate the exercise of shareholder rights, as outlined below:

- 8.2.1 The Company will dispatch meeting notices to shareholders at least 7 days prior to the meeting date, except for meetings requiring special resolutions as

prescribed by law (e.g., appointment of a new board committee), for which a 14-day advance notice is provided. These notices detail the date, time, place, and agenda of the meeting, along with comprehensive information relevant to the decision-making items. In cases where shareholders are unable to attend, the Company will advertise the meeting notice in a newspaper at least 3 days before the meeting.

- 8.2.2 The Company allows shareholders to delegate their attendance to independent directors or any person through a proxy form provided by the Company along with the meeting notice. This ensures shareholders have the opportunity to ask questions, express opinions, and offer suggestions freely and comprehensively at the conclusion of the meeting.
- 8.2.3 The Company is committed to providing equal convenience to all shareholders in terms of the appropriate location and timing of the meeting.
- 8.2.4 During shareholder meetings, proceedings will be conducted in strict adherence to the Company's laws and regulations. The agenda items will be addressed and voted upon in their predetermined order. The Company ensures no substantial changes to the information or unnecessary additions to the agenda are made. It also guarantees equal opportunities for shareholders to inquire, comment, and make suggestions.
- 8.2.5 The Board of Directors is responsible for overseeing and refining the disclosure of meeting resolutions and the compilation of shareholder meeting reports. This process will be conducted accurately and comprehensively, in line with relevant standards, to enable shareholder verification.
- 8.2.6 Following the Company's registration as a publicly listed entity on the stock exchange, it will allow minority shareholders to propose nominees for Board elections or additional items for the meeting agenda prior to shareholder meetings. These proposals will be governed by clearly defined criteria, which will be communicated to shareholders in advance. The Company will also explain the reasons for any shareholder-proposed agenda items not being

included in the Company's meeting agenda at the respective shareholder meeting.

### **Principle 8.3**

The Board is responsible for ensuring the accurate and comprehensive disclosure of meeting resolutions and the preparation of shareholder meeting reports.

#### **Guidelines**

The Company establishes operational procedures aligned with good corporate governance principles. It ensures accurate and transparent information disclosure. Following its registration as a listed Company on the Market for Alternative Investment (MAI), the Company commits to disclosing the resolutions and voting results of its meetings on the next business day through the Stock Exchange of Thailand's system and on its website. Additionally, a copy of the shareholder meeting report will be sent to the Stock Exchange of Thailand within 14 days following the shareholder meeting.