



GOOD CORPORATE GOVERNANCE POLICY

**MR. D.I.Y. HOLDING (THAILAND) PUBLIC COMPANY LIMITED AND ITS
SUBSIDIARIES**

27 November 2023

Version: 02

Approved by the Shareholders Meeting: 27 November 2023

GOOD CORPORATE GOVERNANCE POLICY

MR. D.I.Y. Holding (Thailand) Public Company Limited (the “**Company**”), together with its subsidiaries (the “**Group**”), has established this Policy to be used as a guideline for all the Group’s personnel in performing their duties for good governance. This Policy has been made in conformity with the Corporate Governance Code (the “**CG Code**”) as issued by the Office of the Securities and Exchange Commission. The ultimate aim is to implement the core principles of good corporate governance to be embraced in the business operations of the Group.

In this regard, the Board of Directors of the Company (the “**Board**”) has appointed the Corporate Governance and Sustainability Committee to regulate and oversee all the regulating work in relation to corporate governance including follow-up, re-examination and modification of the Policy to be suitable and remain up-to-date and in accordance with the CG Code by implementing the CG Code in regulating the Group’s business operations.

The following are eight (8) good corporate governance principles pursuant to the CG which the Group aims to embrace.

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

Principle 2: Define Objectives that Promote Sustainable Value Creation.

Principle 3: Strengthen Board Effectiveness.

Principle 4: Ensure Effective CEO and People Management.

Principle 5: Nurture Innovation and Responsible Business.

Principle 6: Strengthen Effective Risk Management and Internal Control.

Principle 7: Ensure Disclosure and Financial Integrity.

Principle 8: Ensure Engagement and Communication with Shareholders.

The Group’s application of each principle above is delineated in **Appendix 1**.

This Policy shall be reviewed at least once a year by the Company Secretary Department. If there is any proposed modification required to be made to this Policy, it shall escalate to the Board for consideration.

This Policy shall be effective from 27 November 2023 by approval of the Extraordinary General Meeting of Shareholders No. 3/2023.

(Mr. Ong Chu Jin Adrian)

Chairman of the Board of Directors

MR. D.I.Y. Holding (Thailand) Public Company Limited

Appendix 1

Group's Application of Corporate Governance Principles

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

No.	Principle	Application
1.1	<p><i>"The Board will acknowledge the role and responsibilities as the leader of the organization in putting in place the good corporate governance including:</i></p> <p><i>(1) defining objectives;</i></p> <p><i>(2) determining means to attain the objectives; and</i></p> <p><i>(3) monitoring, evaluating and reporting on performance."</i></p>	<ul style="list-style-type: none"> The Board will prepare an action plan to determine the responsible persons, timeframe, key performance indicators, remuneration rates, skills, tools, investments as well as the risks relating to accomplishing the plan.
1.2	<p><i>"The Board ensures that the Group achieve the governance outcomes in order to create sustainable value for the organization. These governance outcomes shall include at least the followings:</i></p> <p><i>(1) competitiveness and performance with long-term perspective;</i></p> <p><i>(2) ethical and responsible business</i></p> <p><i>(3) good corporate citizenship; and</i></p> <p><i>(4) corporate resilience."</i></p>	<p>The Board will:</p> <ul style="list-style-type: none"> primarily consider ethics as well as social and environmental impacts in addition to financial operating results. create and drive the Group with the organisational culture which conforms with ethics and act as a role model of leading the organization in regulating the Group. put in place mechanisms to ensure that all the Group's personnel grasp and adhere to the above policies. foster the communication and mechanism for better understanding among all the Group's personnel and to be able to put such policy into practice.
1.3	<p><i>"The Board will ensure that all directors and executives perform their duty of care and duty of loyalty and shall ensure that the operations of the Group comply with relevant laws, the Articles of Association, the resolutions of the meetings of shareholders, and policies or procedures as well as delegation of authority."</i></p>	<ul style="list-style-type: none"> All directors and executives will at least take into account relevant laws and regulations in terms of their performance of duty, for example, Sections 89/7, 89/8, 89/9 and 89/10 of the Securities and Exchange Act, B.E. 2535 (as amended) (the "SEC Act"). The Board will ensure that the Group comply with applicable laws, regulations, articles of association, resolutions of the Board and shareholders meeting, policies and standards in material respects.
1.4	<p><i>"The Board will develop understanding about their scope of duties and responsibilities and will define a clear scope of delegation of duties and responsibilities to sub-committees, Chief Executive Officer ("CEO") and the management team. The Board will follow up on the performance of duties by sub-committees, CEO and the management team."</i></p>	<ul style="list-style-type: none"> The Board will establish written policies and charters that sets out the roles and responsibility of the Board and the management including a delegation of authority matrix and scopes of duties of directors, the CEO and other executives. Such policies and charters will be reviewed on a regular basis. The Board is responsible for overall supervision of the Group's operations, and it may delegate certain day-to-day tasks to certain positions in the organisation.

Principle 2: Define Objectives that Promote Sustainable Value Creation

No.	Principle	Application
2.1	<i>“The Board will define objectives that promote sustainable value creation and governance outcomes as a framework for the operations of the Group, customers, stakeholders and society.</i>”	<p>The Board will:</p> <ul style="list-style-type: none"> • ensure that the Group has clearly defined objectives that support the Group's business model, and ensure communication of the objectives across the organisation; • when developing the business model for sustainable value creation, take into account the following factors: (i) the Group's ecosystem, including changes to business conditions and opportunities; (ii) customers and other stakeholders; (iii) available resources and competitiveness of the Group; and (iv) appropriate organisation structure and group structure; • ensure that the Group's values will reflect characteristics of good corporate governance, such as accountability, integrity, transparency and due consideration of social and environmental responsibilities; and • promote a good corporate governance culture and strive to have the Group's objectives embedded in decision-making process and conduct through effective communication and leading by example.
2.2	<i>“The Board will ensure that the Group's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilising innovation and technology effectively.”</i>	<p>The Board will:</p> <ul style="list-style-type: none"> • ensure that the annual strategies and work plan of the Group have been made in line with the objectives and main goals of the Company taking into consideration the then circumstances including opportunities and acceptable level of risks; • will encourage to also have a medium-term (three (3) to five (5) years) objectives, goals and strategies prepared to ensure that the annual strategies and work plans have already taken into consideration a longer term of impacts and to allow reasonable time for relevant projections to be made; • in determining annual strategies and work plans, ensure that environmental considerations and relevant risk factors on the stakeholders throughout the value chain including such other factors which could affect the achievement of main goals of the Group are analysed and that there shall be a mechanism to allow the Board to truly understand the need of stakeholders; • when developing strategies and plans, promote innovation and the utilisation of technology to enhance the Group's competitiveness, respond to any stakeholders' concerns and expectations, and fulfil social and environmental responsibilities. • in considering the approval of the Group's target (either financial or non-financial), ensure that they are suitable to the Group's business profile, and they do not cause the Group to engage in illegal or unethical conduct; • ensure effective communication of the Group's objectives, goals, strategies, plans and targets across the organisation; and • ensure proper resource allocation and effective systems and controls and monitor the implementation of the Group's strategies and plans across the organisation.

Principle 3: Strengthen Board Effectiveness

No.	Principle	Application
3.1	<i>“The Board will be responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the Group’s objectives”</i>	<ul style="list-style-type: none"> • The Board will establish a skills matrix to ensure that the Board consists of directors with appropriate and the necessary qualifications, knowledge, skills, experience, character traits, with an appropriate gender and age balance and diversity to achieve the objectives of the company and stakeholder interests. At least one of the non-executive directors should be experienced and competent in the Company’s main industry. • The total number of Board members is at least five (5), but should not exceed 12 members, subject to the size, type and complexity of the business. • The Board will ensure that the composition of the Board will support proper checks and balances to prevent unfettered power of decision and authority by any one (1) individual member. In this case, the majority of the Board should be non-executive directors, who are able to exercise objective and independent judgement. • At least one third (1/3) of the total Board members shall be independent directors, but not be fewer than three members. • The Board will explicitly disclose in the Company’s annual report and on the website details relating to directors, including directors’ age, gender, qualifications, experience, shareholding percentage, years of service as director, and director position in other listed companies.
3.2	<i>“The Board will select an appropriate person as the chairman and ensure that the board composition serves the best interests of the Group, enabling the Board to make its decisions as a result of exercising independent judgement on corporate affairs”</i>	<ul style="list-style-type: none"> • The chairman’s roles and responsibilities are different from those of the CEO. The Board will clearly define the roles and responsibilities of both positions. To ensure effective checks and balances of power, the two (2) positions will be held by different individuals. • The Board will ensure the balance of power and authority of the Board and management by appointing a designated independent director to participate in setting the Board meeting agenda. • The tenure of an independent director will not exceed a cumulative term of nine (9) years from the first day of service. Upon completing nine (9) years, an independent director may continue to serve on the Board, subject to the Board’s rigorous review of his/her continued independence. • The Board may appoint relevant sub-committees to review specific matters to screen information, and to recommend action for the approval of the Board; however, the Board remains accountable for all decisions and actions. The sub-committees include: (i) Audit and Risk Management Committee (ARMC); (ii) Nomination and Remuneration Committee and Corporate Governance and Sustainability Committee. • The Board will disclose the roles and responsibilities of the Board and the sub-committees, the number of meetings and the number of directors participating in meetings in the previous year, the Board and sub-committee performance.

No.	Principle	Application
3.3	<i>“The Board will ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired qualification and composition of the Board.”</i>	<ul style="list-style-type: none"> • The Board will establish a nomination and remuneration committee. The majority of its members and the chairman will be independent directors. • The nomination and remuneration committee will set the nomination criteria and process consistent with the skills matrix approved by the Board and ensure that the candidate’s profile meets the requirements set out in the skills matrix and nomination criteria\Shareholders will be given prior notice and sufficient information about candidates up for election at the shareholders’ meeting. • The nomination and remuneration committee will present a description of the nomination criteria and process, and role and responsibilities of a particular appointment to the Board before nominating new directors. If the nomination and remuneration committee nominates current directors, their performance will be considered. • If the Board appoints any person as a consultant to the nomination and remuneration committee, relevant information about that consultant will be disclosed in the annual report, including information about independence and conflicts of interest.
3.4	<i>“When proposing director remuneration to the shareholders’ meeting for approval, the Board will consider whether the remuneration structure is appropriate for the directors’ respective roles and responsibilities, linked to their individual and Group performance, and provide incentives for the Board to lead the Group in meeting objectives, both in the short and long terms.”</i>	<ul style="list-style-type: none"> • The nomination and remuneration committee is responsible for setting the remuneration policy. • The remuneration of the Board will be consistent with the Group’s strategies and long-term objectives, and reflect the experience, obligations, scope of work, accountability and responsibilities, and contribution of each director. • Shareholders shall approve the Board remuneration structure, including level and pay components. The Board will consider the appropriateness of each pay component, both in terms of fixed rates and remuneration paid according to the Group’s performance (such as bonus and rewards). The remuneration will reflect the values that the Group creates for shareholders taking a long-term perspective on Group performance, and the pay level will not be too high so as to avoid the Board excessively focusing on the Group’s short-term results. • The Board will disclose the directors’ remuneration policy that reflects the duties and responsibilities of each individual, including the pay components and level received by each director. The remuneration disclosed for each director will also include remuneration for what each individual receives from holding directorship at the subsidiaries in the Group. • If the Board appoints any person to consult with the nomination and remuneration committee, that consultant’s information will be disclosed in the annual report, including information regarding independence and any conflicts of interest.
3.5	<i>“The Board will ensure that all directors are properly accountable for their duties, responsibilities and actions or omissions, and allocate sufficient time to discharge their duties and responsibilities effectively.”</i>	<ul style="list-style-type: none"> • The Board will ensure that there is a mechanism to support directors in understanding their roles and responsibilities, and the time commitment expected from them. • Each director shall serve simultaneously as a director for no more than five (5) listed companies in the Stock Exchange of Thailand. Information about a director’s other directorships and positions will be reported to shareholders, as appropriate.

No.	Principle	Application
		<ul style="list-style-type: none"> • The Board will ensure reporting and public disclosure of directors assuming or holding positions at other companies. • The Board will ensure that the Group's policies prohibit and prevent a director from creating a conflict of interest with the Company. • Each director will attend not less than 75 percent of all Board meetings in any whole fiscal year of the Company (unless there is an event that prevents his/her from attending the meeting).
3.6	<p><i>“The Board will ensure that the Group’s governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate, and will ensure that such subsidiaries and businesses understand the same consistently with the Group.”</i></p>	<ul style="list-style-type: none"> • The Board will ensure that the Group’s governance framework and policies extend to its subsidiaries and an associated companies (if any) that operate core business of the Company, including written policies relating to: (i) the authority to appoint subsidiary directors, executives, or others with controlling power; (ii) the duties and responsibilities of subsidiary directors, executives and others with controlling power, whereby they are to oversee the subsidiaries’ operations to ensure compliance with applicable laws, and the subsidiaries’ policies; (iii) the subsidiary’s internal control systems are effective and that all transactions comply with applicable laws; and (iv) the integrity and timely disclosure of the material information of the subsidiary. • For businesses that the Group has or plans to hold a significant investment in, other than subsidiaries, the Board will ensure that shareholders’ agreements are in place to enable the Group’s performance monitoring and participation in the businesses’ management. This is to ensure that the Group has sufficient, accurate, and timely information for the preparation of its financial statements that conform with relevant standards.
3.7	<p><i>“The Board will conduct a formal annual performance evaluation of the Board, sub-committees, and each individual director. The evaluation results will be used to strengthen the effectiveness of the Board.”</i></p>	<ul style="list-style-type: none"> • The Board’s, sub-committee’s and individual directors’ performance evaluation will be conducted at least once a year to facilitate consideration and improvement of the Board’s performance and effectiveness and resolution of any problems. • The annual appraisal of the performance of the Board and committees as a whole and on an individual director level will be based on self-evaluation, or alternatively, on cross-evaluation together with self-evaluation. The criteria, process, and results of the evaluation will be disclosed in the annual report. • The Group may appoint an external consultant to assist in setting guidelines and providing recommendations for a Board appraisal at least once every three (3) years. This information will be disclosed in the annual report. • The evaluation results will be used for ensuring that the directors collectively possess the right combination of knowledge, skills, and experience.
3.8	<p><i>The Board will ensure that it and each individual member of the Board understand their roles and responsibilities, the nature of the business, the Group’s operations, relevant laws and standards, and other applicable obligations. The Board shall support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the Board and sub-committees.</i></p>	<p>The Board will ensure that:</p> <ul style="list-style-type: none"> • newly appointed directors receive a formal and proper induction and all information relevant to their responsibilities and performing their duties; • directors regularly receive sufficient and continuous training and knowledge development as well as understanding of applicable laws and standards, and other applicable obligations, risk factors, and the Group’s business environment;

No.	Principle	Application
		<ul style="list-style-type: none"> the Company shall provide a newly appointed director with the Company's director orientation and present to him/her a director's handbook and various pieces of relevant information; and training and knowledge development of the Board will be disclosed in annual report.
3.9	<i>"The Board will ensure that it can perform its duties effectively and have access to accurate, relevant and timely information. The Board shall appoint a Company secretary with necessary qualifications, knowledge, skills and experience to support the Board in performing its duties."</i>	<ul style="list-style-type: none"> The Board's meeting schedule and agenda will be set in advance and each director will receive sufficient notice to ensure attendance. The Board shall meet at least four (4) times in a financial year, with additional meetings to be convened as and when necessary. The Board will have a mechanism that allows each Board member and management to propose the inclusion of relevant items on the meeting agenda. The invitation with the relevant meeting papers to the meeting to Directors not less than three (3) days prior to the meeting date, unless specified otherwise in the Board Charter. The Board will encourage the CEO to invite key executives to attend Board meetings to present details on the agenda items related to matters that they are directly responsible for. The Board will have access to accurate, relevant, timely and clear information required for their respective roles from the CEO, Company secretary, or designated executive. If necessary, the Board may seek independent professional advice. Non-executive directors will be able to meet, as necessary, among themselves without the management team to discuss their concerns and report the outcome of their meeting to the CEO. The Board will appoint a Company secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements, preparing Board's meetings and other important documents, supporting Board's meetings, and coordinating the implementation of Board's resolutions. The Board will disclose the qualifications and experience of the Company secretary in its annual report and on the Group's website. The Company secretary will receive ongoing training and education relevant to performing his/her duties. The Company secretary is also encouraged to enrol on a Company secretary certified programme.

Principle 4: Ensure Effective CEO and People Management

No.	Principle	Application
4.1	<i>"The Board will ensure that a proper mechanism is in place for the nomination and development of the CEO and key executives to ensure that they possess the knowledge, skills, experience and characteristics necessary for the Group to achieve its objectives."</i>	<ul style="list-style-type: none"> The Board will establish, or assign the nomination and remuneration committee to establish, the criteria and procedures for nomination and appointment of the CEO.

No.	Principle	Application
		<ul style="list-style-type: none"> • The Board will ensure that the CEO appoints knowledgeable, skilled, and experienced key executives. The Board will establish the criteria and procedures for nomination and appointment of key executives. • To ensure business continuity, the Board will ensure that development and succession plans for the CEO and key executives are in place. The Board will annually request reporting on the implementation of the development and succession plans from the CEO. • The Board will promote continuous development and education of the CEO and key executives that is relevant to their roles. • If the CEO or key executives will simultaneously serve as a director in other companies outside the Group, the prior approval of the Board must be given.
4.2	<p><i>“The Board will ensure that an appropriate compensation structure and performance evaluation are in place.”</i></p>	<ul style="list-style-type: none"> • The Board will ensure that the compensation structure rewards individual performance, incentivises the CEO, key executives and all personnel of the Group to act in support of the Group’s objectives and values, and fosters long-term commitment by aligning incentives with future company performance. • The non-executive directors will: <ul style="list-style-type: none"> (i) ensure that the CEO’s performance evaluation is based on pre-determined criteria that have been communicated to the CEO in advance, whereby the performance evaluation criteria will incentivise the CEO to perform his/her duties in support of the Group’s objectives, values, and long-term sustainable value creation; (ii) perform, or delegate to the nomination and remuneration committee, the annual performance evaluation of the CEO, whereby the chairman or a designated senior director will communicate the results (including development areas) of the performance evaluation to the CEO; and (iii) approve total annual compensation of the CEO, taking into consideration the performance of the CEO and other relevant factors. • The Board will approve the performance evaluation criteria and overall compensation structure of key executives, which will be implemented by the CEO. • The Board will ensure that clear and predetermined performance evaluation criteria are in place for all the Group’s personnel.
4.3	<p><i>“The Board will consider its responsibilities in the context of the Company’s shareholder structure and relationships, which may impact the management and operations of the Group”</i></p>	<p>The Board will:</p> <ul style="list-style-type: none"> • understand the Company’s shareholder structure and relationships, and consider their impact on the control over the Company, including written and non-written family agreements, shareholder agreements, or group company policies. • ensure that the Company’s shareholder structure and relationships do not affect the Board’s exercise of its duties and responsibilities, including in relation to succession planning, in the best interests of the Group. • oversee that information is properly disclosed when there are any conditions that have an impact on the control over the Company.

No.	Principle	Application
4.4	<i>“The Board will ensure that the Group has effective human resource management and development programmes to ensure that the Group has adequate staffing and appropriately knowledgeable, skilled and experienced personnel.”</i>	<ul style="list-style-type: none"> • The Board will ensure that the Group is properly staffed, and that human resource management aligns with the Group’s objectives and furthers sustainable value creation. All personnel of the Group will be fairly treated. • The Board will ensure that the Group establishes a provident fund or other retirement plan, and require management to implement a training and development programme for personnel that promotes financial literacy, including on retirement savings, and educates them on choosing an investment policy that suits their age group and risk appetite.

Principle 5: Nurture Innovation and Responsible Business

No.	Principle	Application
5.1	<i>“The Board will prioritise and promote innovation that creates value for the Group and the Company’s shareholders together with benefits for its customers, other stakeholders, society and the environment, in support of sustainable growth of the Group.”</i>	<ul style="list-style-type: none"> • The Board will prioritise and promote a corporate culture that embraces innovation and ensure management’s inclusion of innovation in corporate strategy, operational development planning, and operation monitoring. • The Board will nurture innovation that enhances long-term value creation for the business in a changing environment. Such innovation may include designing innovative business models, products and services, promoting research, improving production and operation processes, and collaborating with partners.
5.2	<i>“The Board will encourage management to adopt responsible operations, and incorporate them into the Group’s operation plan. This is to ensure that every department and function in the Group adopts the Group’s objectives, goals, and strategies, applying highly ethical, environmental and social standards, and contribute to the sustainable growth of the Group.”</i>	<ul style="list-style-type: none"> • The Board will encourage management to ensure that the Group’s operations reflect the implementation of high ethical, environmental and social standards and ensure that appropriate policies and procedures are implemented to further the Group’s objectives, goals and strategies in support of sustainable value creation. Such policies are in relation to various matters e.g., responsibilities to shareholders, employees, customers, business partners, suppliers, creditors, competitors, society and community, environment, and other stakeholders as well as anti-corruption practices and whistleblowing.
5.3	<i>“The Board will ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Group to meeting its objectives.”</i>	<ul style="list-style-type: none"> • The Board shall grasp the Group’s resource needs to support its business model, and how available resources correlate, and how the business model affects resources optimisation in support of ethical, responsible, and overall sustainable value creation. • The Board will ensure that management continuously reviews, adapts, and develops the Group’s use and optimisation of resources, considering internal and external factors to meet the Group’s objectives.
5.4	<i>“The Board will establish a framework for governance of information technology that is aligned with the Group’s business needs and priorities, stimulates business opportunities and performance, strengthens risk management and supports the Group’s objectives.”</i>	<ul style="list-style-type: none"> • The Board will ensure that the Group has an IT resource allocation policy that ensures adequate and optimal investment in and allocation of IT resources as well as IT risk management and IT security policies and procedures.

Principle 6: Strengthen Effective Risk Management and Internal Control

No.	Principle	Application
6.1	<i>“The Board will ensure that the Group has effective and appropriate risk management and internal control systems that are aligned with the Group’s objectives, goals and strategies and comply with applicable laws and standards.”</i>	<ul style="list-style-type: none"> • The Board establishes the ARMC with its governing charter in written form. • The Board will be aware of and understand the nature and scope of the Group’s principal and substantial risks and will approve the risk appetite of the company. • The Board will ensure the establishment and implementation of risk management policies that are consistent with the Group’s goals, objectives, strategies and risk appetite. The risk management policies will be reviewed regularly, such as annually. • The Board will ensure: (i) that the Group’s principal and substantial risks are identified through consideration of internal and external factors; and (ii) the impact and likelihood of identified risks are assessed and prioritised, and that suitable risk mitigation strategies and plans are in place. • The ARMC will oversee matters in relation to risk management, and monitor the effectiveness of the Group’s risk management as well as complying with applicable laws and standards. • In assessing the effectiveness of the Group’s internal controls and risk management, the Board will consider the results of internal controls and risk management at its subsidiaries and businesses in which it has a significant investment.
6.2	<i>“The Board will establish an audit committee that can act effectively and independently.”</i>	<ul style="list-style-type: none"> • The members of the ARMC shall comprise at least three (3) members, all of whom must be independent directors, with required qualifications, and comply with applicable legal requirements. At least one (1) member of ARMC shall have adequate knowledge and experiences to review the reliability of financial statements. • The Board will clearly set out in writing the ARMC’s duties and responsibilities in the charter, and include various responsibilities e.g., reviewing financial reports, the Group’s internal control, internal audit systems, compliance with applicable laws, internal auditors’ independence, external auditors’ nomination, related party or conflict of interest transactions, etc. • There shall be procedures that allow the ARMC to fulfil its duties and responsibilities, including by having access to management, employees and staff, professional advisers, and information relevant and necessary to perform their duties. • The Board will ensure the designation of an internal auditor or establish an independent internal audit function that is responsible for reviewing and improving the effectiveness of the risk management and internal control systems, and reporting review results to the ARMC. The result of the internal audit review must be disclosed in the Group’s annual report. • The ARMC will express its opinion on the adequacy of the Group’s internal control and risk management systems, and disclose its opinion in the Group’s annual report.
6.3	<i>“The Board will manage and monitor conflicts of interest that might occur between the Group, management, directors, and shareholders. The Board will also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.”</i>	<ul style="list-style-type: none"> • The Board will establish an information security system to protect confidentiality, integrity, and availability of business information, including market-sensitive information, and monitor the implementation of and compliance with the information security policies and procedures by insiders, including directors, executives, employees and staff, and professional advisers, such as legal or financial advisers.

No.	Principle	Application
		<ul style="list-style-type: none"> The Board will ensure that conflict of interest situations and transactions will be monitored and managed. The Board will adopt an ethics and conflicts of interest policy consistent with applicable laws, and establish clear guidelines for disclosure and decision-making in such situations. For example, any party who is conflicted, will disclose his/her interest, and not be involved in the decision-making. The Board will set requirements for all directors to report conflicts of interest in relation to any meeting agenda item at least before consideration of the matter at the meeting and record the reported conflict of interest in the meeting minutes.
6.4	<i>“The Board will establish a clear anti-corruption policy and practices (including communication and staff training), and strive to extend its anti-corruption efforts to stakeholders.”</i>	<ul style="list-style-type: none"> The Board will ensure awareness across the Group and implementation of the Group’s anti-corruption policy and practices, and compliance with applicable laws and standards.
6.5	<i>“The Board will establish a mechanism for handling complaints and whistleblowing.”</i>	<ul style="list-style-type: none"> The Board will oversee that an effective mechanism is in place to record, track, resolve, and report complaints and feedback. The Board will ensure the availability of convenient complaint channels, and that stakeholders are aware through the Group’s website or annual report of all channels. The Group will establish a whistleblowing policy including designated whistleblowing channels for reporting of suspected wrongdoing. The Board will ensure proper and effective handling of whistleblowing complaints. The Board will ensure that whistleblowers are protected from retaliation as a result of their good faith whistleblowing activities.

Principle 7: Ensure Disclosure and Financial Integrity

No.	Principle	Application
7.1	<i>“The Board will ensure the integrity of the Group’s financial reporting system and that timely and accurate disclosure of all material information regarding the Group is made consistently with applicable requirements.”</i>	<ul style="list-style-type: none"> The Board will ensure that any of the Group’s personnel involved in the preparation and disclosure of any information of the Group has relevant knowledge, skills and experience, and that sufficient resources properly are allocated. When approving information disclosures, the Board will consider all relevant factors, including for periodic financial disclosures: (i) the evaluation results of the adequacy of the internal control system; (ii) the external auditor’s opinions on financial reporting, observations on the internal control system, and any other observations through other channels; (iii) the ARMC’s opinions; and (iv) consistency with objectives, strategies and policies. The Board will ensure that information disclosures reflect the Group’s financial status and performance accurately and fairly, and promote the inclusion of the Management Discussion and Analysis (MD&A) in quarterly financial reports in order to provide to investors more complete and accurate information about the Group’s true financial status, performance and circumstances. For disclosures related to any individual director, that director will ensure the accuracy and completeness of the information disclosed by the Group, including of shareholders’ information and any shareholders’ agreement.

No.	Principle	Application
7.2	<i>“The Board will monitor the Group’s financial liquidity and solvency.”</i>	<p>The Board will ensure that:</p> <ul style="list-style-type: none"> management regularly monitors, evaluates and reports on the Group’s financial status; any threats to the Group’s financial liquidity and solvency are promptly addressed and remedied; it does not consciously approve any transactions or propose any transactions for shareholder approval which could negatively affect business continuity, financial liquidity, and solvency.
7.3	<i>“The Board will ensure that risks to the financial position of the Group or financial difficulties are promptly identified, managed and mitigated, and that the Group’s governance framework provides for the consideration of stakeholder rights.”</i>	<p>The Board will ensure that:</p> <ul style="list-style-type: none"> In the event of financial risk or difficulties, it will enhance monitoring of the affairs of the company, and duly consider the Group’s financial position and disclosure obligations; the Group has sound financial mitigation plans that consider stakeholder rights including creditor rights, and management handles financial risks or difficulties and provide regular reports to the Board; and actions to improve the Group’s financial position are reasonable and made for a proper purpose.
7.4	<i>“The Board will ensure sustainability reporting, as appropriate.”</i>	<ul style="list-style-type: none"> The Board will consider and report data on the Group’s compliance and ethical performance, its treatment of employees and other stakeholders, and social and environmental responsibilities, using a report framework that is proportionate to the Group’s size and complexity and meets domestic and international standards. The Board will ensure that the Group’s sustainability reporting reflects material corporate practices that support sustainable value creation.
7.5	<i>“The Board will ensure the establishment of a dedicated Investor Relations function responsible for regular, effective and fair communication with shareholders and other stakeholders (such as analysts and potential investors).”</i>	<ul style="list-style-type: none"> The Board will establish a communication and disclosure policy to assist the Group in meeting its disclosure obligations and to ensure that all information relevant and material to the Group’s shareholders, the market and third parties is disclosed in an appropriate, equal, and timely manner, using appropriate channels, while protecting the Group’s sensitive and confidential information. The Board will ensure company-wide communication and implementation of the Group’s communication and disclosure policy. The Board will ensure the creation of an Investor Relations function responsible for regular, effective and fair communication with shareholders and external parties. The Group’s designated Investor Relations contact will be suitable for the role and have a thorough understanding of the nature of the Group’s business, and its objectives and values. The Board will ensure that management sets clear directions for and supports the Investor Relations function, and clearly defines the roles and responsibilities of the Investor Relations function, so as to ensure effective communication between the Company, the financial community and other stakeholders.
7.6	<i>“The Board will ensure the effective use by the Group of information technology in disseminating information.”</i>	<ul style="list-style-type: none"> In addition to the Group’s mandatory periodic and non-periodic disclosure of information pursuant to applicable requirements, the Board will consider regularly disclosing relevant information in both Thai and in English through other channels, such as the Group’s website and regularly update information.

Principle 8: Ensure Engagement and Communication with Shareholders

No.	Principle	Application
8.1	<i>“The Board will ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.”</i>	<ul style="list-style-type: none"> • The Board will ensure that significant corporate decisions are considered and/or approved by the shareholders pursuant to applicable legal requirements. • The Board will support participation of all shareholders through reasonable measures, including: establishing criteria (i) that allow minority shareholders to propose agenda items for shareholders’ meetings, whereby the Board will consider shareholders’ proposals to be included in the agenda, and if the Board rejects a proposal, the reasons will be given at the meeting; and (ii) for minority shareholders to nominate persons to serve as directors of the company. Also, the Board will ensure that measures and criteria are established and promptly disclosed to ensure shareholder engagement and participation. • The Board will ensure that the notice of the shareholders’ meeting is accurate, complete, and sufficiently in advance for the shareholders to exercise their rights. • The Board will ensure that the Company arranges for the notice of the shareholders’ meeting and related papers to be sent to shareholders and posted on the Group’s website at least 28 days before the meeting. • Shareholders will be allowed to submit questions prior to the meeting. The Board will therefore ensure that there are clear criteria and a process for shareholders to submit questions. The criteria will be posted on the Company’s website. • Any shareholders who are unable to attend the meeting in person may authorize independent directors proposed by the Company to act as their attorney in attending the meeting and voting on their behalf by completing one of the proxy forms provided by the Company and included with the meeting invitation letter. • The notice of the shareholders’ meeting and related papers will be fully translated into English and published at the same time as the Thai version.
8.2	<i>“The Board will ensure that the shareholders’ meetings are held as scheduled, and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.”</i>	<ul style="list-style-type: none"> • The Board will set the date, time, and place of the meeting by considering the interests of shareholders, such as allocating sufficient time for debate, and choosing a convenient location. • The Board will ensure that the Company does not, through its meeting attendance requirements or prerequisites, prevent attendance by or places an undue burden on shareholders, including as a result of identification requirements that exceed applicable legal and regulatory requirements. • The Board will promote the use of information technology to facilitate the shareholders’ meetings, including for registration and vote counting. • The chairman of the Board is the chairman of the shareholders’ meeting with responsibility for compliance with applicable legal requirements and the articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders to share their opinions or ask questions. • Directors who are shareholders will not be allowed to add items to the meeting agenda that have not been duly notified in advance.

No.	Principle	Application
		<ul style="list-style-type: none"> • All directors and relevant executives will attend the meeting to answer questions from shareholders on Group-related matters. • The shareholders in the meeting will be informed of the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods before the start of the meeting. • There will not be any bundling of several items into the same resolution. • The Board will promote the use of ballots for voting on resolutions proposed at the shareholders' meeting and designate an independent party to count or to audit the voting results for each resolution in the meeting, and to disclose such voting results at the meeting by identifying the number of "for", "against" and "abstain" votes. The voting results for each proposed resolution will be included in the minutes of the meeting.
8.3	<p><i>"The Board will ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings."</i></p>	<p>The Board will ensure that:</p> <ul style="list-style-type: none"> • the Company discloses the results of voting on proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and through the Company's website by the next business day; • minutes of the shareholders' meeting of the Company is submitted to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date; and • the Company promptly prepares the minutes of the shareholders' meeting of the Company, including the following information: <ul style="list-style-type: none"> (i) attendance of directors, executives, and the proportion of attending directors; (ii) voting and vote counting methods, meeting resolutions, and voting results for each proposed resolution; and (iii) questions asked and answers provided during the meeting, including the identity of the persons asking and answering the questions.