

# Corporate Governance Policies and Guidelines



Sikarin Public Company Limited

## Vision and Mission

Sikarin Public Company Limited is committed to growing and sustainable business operations. The business must be based on responding appropriately to the needs of all stakeholder groups. This is reflected in the vision, mission and organizational culture as follows:

From Sikarin's vision, with the nature of the private hospital business, trust is the most important thing from market data. It is believed that word of mouth is the most effective marketing communication tool, which such activities can occur only if customers are satisfied and confident in the service first. As for personnel, it will be an important driver of both making customers satisfied. It is confident to the point of recommending that people you know come and try the service. However, the basis of a service business does not have a product that can demonstrate quality.

### Vision

A sincere guardian dedicated to fostering innovation for the well-being of society with the ESG spirit

### Mission

#### 1. **Sincere guardian**

Safeguard and support all stakeholders with world-class skill and expertise, sincerely.

#### 2. **Innovation**

Spark, shape, and sustain high-value innovations with the customer at the center.

#### 3. **Well-being**

Strive towards a society strong health and superior quality of life for all.

#### 4. **ESG**

Spearheaded by a spirit of sustainability and sound corporate governance, strengthen a growing business rooted in social and environmental responsibility.

## Corporate Governance Policy

Sikarin Public Company Limited gives importance to good corporate governance in the operation of the company with transparency and fairness. and aims for personnel at all levels Since the directors, management team, employees have adhered to the practice by bringing Principles according to the guidelines of the Stock Exchange of Thailand to be adapted to the operating conditions of the company as follows.

1. The Board of Directors shall perform duties with responsibility and dedication to ensure that the Company conducts business and practices in corporate governance that are consistent with the objectives, policies, vision, strategies, and directions of the Company. business under the law and ethical framework in addition, in the administration The Board of Directors is independent, and the duties and responsibilities are divided among the Chairman of the Board of Directors. Executive Chairman and The President and Chief Executive Officer are clearly separated from each other.

2. The company encourages personnel at all levels to work with dedication. Responsible for the assigned role Delegated based on the interests of the company and performing duties under the law and ethical framework.

3. Personnel at all levels must be responsible for their own decisions and actions. can clarify and explain that decision (Accountability)

4. Personnel at all levels must have understanding and responsibility in performing their duties with their capabilities and sufficient performance (Responsibility)

5. Personnel at all levels must treat stakeholders equally and fairly (Equitable Treatment).

6. Personnel at all levels must be transparent in their operations. can be explained and examined, including being disclosed information in a transparent manner to those involved (Transparency)

7. Having a vision to create sustainable added value for the company The personnel must add value to the business both in the short and long term by adding any value, it must be to increase the ability in all aspects to compete (Vision to Create Long – Term Value).

8. Personnel at all levels must have ethics and business ethics. used in operations including practice duties with honesty Honest and conscious of morality (Ethics)

9. Personnel at all levels must have a sense of good practice towards society. community and environment which is part of the practice to stakeholders to reduce or eliminate the impacts arising from the Company's business operations including taking part in community development Give the community the opportunity to express their opinions about any action. that may affect the environment, occupational health, and quality of life (Society, Communities and Environmental Awareness)

10. Board of Directors Take the Company's business ethics as an example and require personnel at all levels to use it in their work in accordance with good corporate governance guidelines, including supervising management of conflict resolution. Benefits and connected transactions.

11. The company discloses the company's information in both financial and non-financial matters sufficiently, reliable and timely for different groups of stakeholders of the Company receive information equally. The Company has assigned the Investor Relations Department to be responsible for communicating and providing information to shareholders and the public.

### **Policy and practice guidelines for corporate governance and business ethics**

The Company attaches great importance to good corporate governance in its operations, transparently and fairly. This will lead to important goals that will add maximum value to shareholders and aim for personnel at all levels. Since the directors, management team, employees, as well as employees of the contractor have adhered to the company's clearly written good corporate governance policy and is reviewed periodically. The Board of Directors is an assistant to supervise and promote the Company. Operate the business in accordance with the principles of good corporate governance and develop the corporate governance system of the company. To have better governance and efficiency, including taking care of anti-corruption policies Code of Conduct and social responsibility policies to be in line with the company's strategy Principles according to the guidelines of the Stock Exchange of Thailand which has been improved applied to the Company's operating conditions as follows:

#### **Section 1: Rights of Shareholders**

The Company places importance on shareholders' rights and provides convenience to all shareholders, both major shareholders and minor shareholders by encouraging shareholders to exercise their rights and not violating the rights of shareholders including basic rights and appropriate news. Both as an investor in securities and as the owner of the company, with accepted methods and standards such as

- (1) the right to independently buy, sell, transfer the securities held by them.
- (2) the right to receive profit sharing from the Company
- (3) The right to receive information and information of the Company in a complete, sufficient, timely manner through easily accessible channels, or by any other means
- (4) Rights in shareholder meetings the right to express opinions the right to participate in decision making on important matters of the company, such as the election of directors Amendment to the Memorandum of Association Articles of Association Including the right to ask questions to the Board of Directors about the report of the Board of Directors, and any other matters proposed to the meeting for consideration and approval, etc.

The Company gives great importance to the arrangement of the Annual General Meeting of Shareholders. The meeting will be held once a year within 4 months from the end of the company's accounting period. The company has operated in various matters, which promotes and facilitates the exercise of shareholders' rights both before the date of the Annual General Meeting of Shareholders Date

of the Annual General Meeting of Shareholders and after the date of the Annual General Meeting of Shareholders as follows:

**1. Good corporate governance policy on shareholders' rights**

(1) The company has a duty to protect and respect basic rights of shareholders, such as the right to buy, sell or transfer shares. right to receive profit sharing of the business the right to receive adequate, appropriate, and timely business information; the right to attend the shareholders' meeting to appoint or remove directors' appointment of an auditor dividend allocation Prescribing or amending the Articles of Association or Memorandum of Association capital reduction or capital increase and approval of special items, etc.

(2) The Company gives shareholders an opportunity to propose matters that they consider important and should be included in the agenda of the Annual General Meeting of Shareholders before the date of the Annual General Meeting of Shareholders. Including nominating a person with knowledge, ability, and suitable qualifications to be considered for election as a director of the Company. By disseminating news through the company's website. ([www.sikarin.com](http://www.sikarin.com)) at least 1 month before the meeting date.

(3) The company has a duty to refrain from any action that violates or limiting the rights or depriving shareholders of the rights to access the Company's information that must be disclosed according to various requirements and attending the shareholders' meeting, such as not presenting documents with additional important information suddenly Do not add meeting agendas or change important information without notifying shareholders in advance, etc.

(4) The Company has a duty to facilitate shareholders in exercising their rights, such as providing current important information through the Company's website, etc.

**2. Disclosure of information relating to the shareholders' meeting**

(1) If a shareholder is unable to attend the meeting in person, The Company provides opportunities for shareholders to appoint independent directors or any person as their proxies. attend the meeting instead and can vote on their behalf by using one of the proxy forms provided by the Company It was sent together with the notice of the meeting. The company prepared a proxy form in which the shareholders could determine the direction of voting in accordance with the form prescribed by the Ministry of Commerce. And the shareholders can also download the proxy form through the company's website as well.

(2) The company will disclose the resolutions of the shareholders' meeting to the public about the voting results of each agenda through the system. SET Online Within the meeting date or at the latest by 9:00 a.m. on the following business day.

(3) The company facilitates shareholders and institutional investors attending the meeting. A map of the meeting venue is enclosed with the notice of the meeting. There is a dedicated car park. and arrange a shuttle bus for attendees Pick up and drop off important points with convenient transportation.

(4) At the general meeting of shareholders, the meeting proceeds according to the order of the agenda. which the company has set the agenda The meeting was clearly a subject matter. Without adding

any unannounced agenda. This allows shareholders to have an opportunity to study the information supporting the agenda before deciding and there will be no material changes. In an impromptu meeting

(5) After the date of the Annual General Meeting of Shareholders the Company disclosed the resolutions of the meeting along with the voting results on the Company's website on the day following the meeting date. The minutes of the Annual General Meeting of Shareholders were prepared and submitted to the Stock Exchange of Thailand within 14 days after the meeting. And published the minutes of the meeting on the company's website. for the shareholders to know the correct and complete results of the meeting Timely and verifiable

(6) The Company provides opportunities for shareholders to receive news and current information through the website of company on a regular basis.

### **3. Conducting the meeting**

(1) The Company has a policy to facilitate shareholders including institutional investors. has fully exercised their right to attend and vote at the shareholders' meeting and will refrain from any action that restricts the shareholders' opportunity to attend the meeting.

(2) The Company will inform the shareholders of the rules and procedures for attending the shareholders' meeting in the meeting invitation letter. and on the day of the shareholders' meeting the meeting facilitator will inform the rules used in the meeting. and exit process Vote for shareholders to know at the shareholders' meeting. and has recorded notification of rules and procedures Voting such resolutions in the minutes of every shareholder's meeting.

(3) The Company will allow shareholders to ask questions related to the meeting agenda or related to the Company and express their opinions. The Chairman of the Board of Directors will ask questions from the meeting on each agenda. Including organizing Record questions on matters related to the meeting agenda or related to the company. and express opinions of shareholders Including the explanation of the Board of Directors. and/or executives in every shareholder meeting report.

(4) The Company recognizes the importance of holding the annual general meeting of shareholders. and respect the rights of shareholders therefore encourages all directors Including senior executives to attend the shareholders' meeting if they are not involved in important missions. to answer questions and listen to the opinions of shareholders.

(5) The Company shall arrange for an independent person to witness the counting or checking of votes at the meeting.

(6) In the shareholders' meeting the company arranges for voting for each item in the event that there are many items in the agenda, such as the agenda for the appointment of directors. Shareholders have the right to vote individually. Resolutions must be made using methods and voting equipment that are transparent, convenient, fast, and efficient. Resolutions can be displayed quickly, and shareholders have the right to know the results. Make a resolution in a timely manner.

#### 4. Equitable Treatment of Shareholders

The company creates equality for all shareholders, all groups, whether they are major shareholders, minority shareholders, institutional investors or foreign shareholders. Regardless of gender, age, race, religion, social status, disability. The company has arranged seats for the disabled in the most convenient places, and the company has acted according to the following principles.

(1) Conduct the meeting according to the agenda specified in the meeting invitation letter, and executives who are shareholders of the Company. Any unnecessary additional agenda items will not be presented to the meeting. Especially the agenda that shareholders must take sufficient time to study before deciding.

(2) Facilitate minority shareholders in proposing meeting agendas, and to nominate persons to be elected as directors of the Company. By submitting the resume and letter of consent of such person to the Chairman of the Board of Directors under the rules, regulations and procedures set by the Company.

(3) Encourage shareholders to use proxy forms in accordance with the announcement of the Department of Business Development, design matters Proxy Form (No. 5, B.E. 2550) where the shareholders can determine the direction of voting for, disagree, and abstain by preparing proxy forms, both form A, form B, and form C (only proxy forms for custodians) for shareholders.

(4) Do not disclose undisclosed information to any group of shareholders that are special or different from other shareholders of the Company, and equality in information about the Company.

(5) The Company has measures to prevent conflicts of interest according to the policy on related party transactions, and a policy on supervising the use of inside information by directors and executives. The Board of Directors has prescribed various actions to disclose and prevent wrongful use of inside information or transactions that may cause conflicts of interest of related persons. This means directors, executives and employees in related departments who have access to information. Including spouses and minor children of such persons, for example, employees are prohibited from buying, selling, transferring, or accepting transfer of securities that are likely to take advantage of outsiders by using inside information that is material to change. Price of securities that have not been disclosed to the public or the stock market, etc.

(6) The company has established measures to prevent conflicts of interest that may arise from the company's related transactions, and persons who may have conflicts that executives and stakeholders will not be able to participate in the approval of such transactions. Such related transactions must be in accordance with the Securities and Exchange Act and regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, or auditor or an independent expert to review and give opinions on the appropriateness of the price and reasonableness of the transaction.

(7) Related transactions are conducted according to market prices and in accordance with the normal course of business. And will disclose such connected transactions in the notes to the financial statements according to the accounting standards set by the Auditors Association of Thailand.

(8) In case of connected transactions, The Company will disclose information about the names and relationships of connected persons. Policy on pricing and item value Including the opinions of the Board of Directors regarding such transactions to shareholders clearly.

(9) Directors and executives according to the definition of the Securities and Exchange Commission. Responsible for preparing and reporting purchase-sell-transfer-acceptance securities of the Company within 3 business days after the change is made to the Company. The Board of Directors has assigned the Company Secretary to collect reports on changes in securities holdings of such directors and executives. To include in the agenda for acknowledgment in the Board of Directors' meeting every time there is a meeting.

## **Section 2 : Roles of Stakeholders and Sustainable Business Development**

The company places importance on the rights of all groups of stakeholders. whether it is a right set by law or by agreement and developing mechanisms for stakeholder participation in enhancing the company's performance. to encourage the company able to grow sustainably And the Board of Directors has supervised to have a management system to ensure that stakeholders will be protected and treated with strict equality. including shareholders, employees, customers, competitors, trade partners, creditors, society, communities, and the environment. The Company has established policies and treatments for various groups of stakeholders as follows:

### **1. Treatment of Shareholders / Analysts**

The Company has a policy for shareholders to exercise their basic rights. And strive to create the highest satisfaction for shareholders or analysts. By realizing the importance of maintaining a strong financial base, good operating performance, and sustainable growth of the company to protect the interests of all shareholders. Including striving to make the turnover grow continuously.

In addition to fundamental rights set out in law Company regulations, such as the right to check the number of shares right to receive share certificates right to attend the general meeting of shareholders and vote the right to express their opinions freely at the general meeting of shareholders including the right to receive fair returns the company also provides information to shareholders equally and timely. and gives shareholders the right to express their opinions Regarding the Company's business operations as an independent owner of the Company at the Annual General Meeting of Shareholders

### **2. Staff**

The Company places importance on enhancing the organization's potential to attract knowledgeable people. Ability to report to the company Including increasing the potential to retain valuable personnel to work with the company in the long term. In human resource management, 4 areas of importance are given as follows:

## **2.1 Employee development and growth opportunities**

The company has a policy to strive for organizational development. Strengthen working culture and atmosphere promote teamwork by providing fair returns Depending on the performance of the company and competence of employees Maintain safety and maintain a working environment The company treats employees equally. There are practical manuals and rules. Have a clear work system and operate according to the system openly with suitability and fairness. Give importance to the development of employees' abilities to create professional performance potential. There are academic training both internally and externally in various fields. regularly which will help promote knowledge and ability operational skills administrative skills as well as the technical skills of the staff. so that employees can work more efficiently the company has focused on executives and employees at all levels to jointly formulate work plans in line with the direction and goals of the organization. In which the Board of Directors and executive levels have a meeting to discuss and set the organization's vision. and transmitted to employees at all levels have set objectives and key performance indicators (KPIs) that have been conveyed down from the organization, department, and employee levels to serve as a framework and standard for employee performance appraisals. modern Complies with technology and meets international standards.

## **2.2 Management of wages and benefits for employees**

The company has established a welfare committee in the workplace. It consists of management representatives and employee representatives. collectively monitor Supervise and recommend adequate and appropriate welfare arrangements for employees. Committed to the welfare of the company fairly and securely for the livelihood of employees and their families empower employees under a good working environment is safe organize activities to educate and promote safety for employees and contractors in both theory and practice to prepare for real situations every year, such as fire evacuation drills, etc.

## **2.3 Communication**

The Company also places importance on communicating various information about the Company's operations thoroughly and providing opportunities for employees to offer their opinions directly to the management. There is an executive program, meet employees to talk. Inquire about various problems, as well as provide advice, listen to opinions and suggestions from employees at all levels equally, and give encouragement to all employees so that they understand the direction. Related policies and practices, as well as emphasis on proactive communication. Recognizing that every employee is a valuable resource and one of the key factors that contribute to the company's sustainable growth.

## **2.4 Relationship building within the organization**

The nature of work at the hospital is very diverse in terms of personnel in terms of education, income, and age range. The company's policy is to focus on all employees at all levels and all professions to respect and honor each other in their work. Without allowing personal differences to be a condition to achieve this policy, the company has organized activities to build relationships in the organization between executives and employees in the same department. By organizing various activities to create familiarity and friendliness in working and be as unified as possible.

### **3. Customer**

The company has a policy to strive to create customer satisfaction and confidence in accessing the services of customers. without disclosing customer information or secrets Unless required by law to disclose and emphasizing good quality services at reasonable prices and continually raise the standard to be higher

The company provides services to its customers or patients ethically and at the highest quality level. considering the safety and satisfaction of customers the company has a committee to protect customers' rights. In addition, the company has a part to take care and develop the quality of services continuously. Considering the needs and opinions and receiving complaints from customers. both direct contact and tons of complaints and contacts through information media for relevant departments to take comments or complaints from customers for improvement to make the customer's highest satisfaction

### **4. Competitors**

The company has a policy to treat competitors in line with international standards. Under the framework of the law on trade competition practices and adhere to the rules of free and fair competition. It does not seek competitors' trade secrets through dishonest or improper means. do not take any action that violates the intellectual property of others or competitors Do not damage the reputation of competitors by accusing competitors with dishonest and without truthful information.

### **5. Partner**

The company has a policy that considers equality. Fairness and Integrity in Business Operations By complying with the agreements given or made with partners or contracting companies in all respects. The company has a bidding process. Bargain Selection of contractors and entering various contracts That is transparent and straightforward, with every step of the way, there will be a committee to consider every time. In addition, agreements, or information Any work done by the company with business partners will be kept confidential and such information will not be used for personal benefit or other related parties. unless the consent of the trading partner

Companies should avoid accepting gifts, gratuities, or other benefits. from any one partner to avoid various accusations and prevent the inclination to favor any one party in return.

### **6. Creditors**

The Company has a policy to adhere to good and fair practices. Strictly according to the existing terms and conditions with creditors Including timely repayments Perform duties that should be available to all creditors according to the terms and conditions of the contract. As well as not concealing information or facts that will cause damage to creditors. and if there is a reason that will not be able to comply with the obligations in the contract The company will notify the staff in advance to find a solution to solve the problem together.

## **7. Society, community, and environment**

The Company has a policy to focus on carrying out missions for the benefit and responsibility to the community. society and environment in terms of safety, quality of life, energy efficiency is promoted. Realizing the quality of life of the community and society, the company has provided a budget to support various activities. continually various public service activities. However, the company will not support any activities that is a threat to society or good morals, the Company has a complaint handling system Suggestions from surrounding communities Including investigating the causes and corrective actions. The company complies with the framework of the safety quality management system. Occupational health and environment and operate according to various standards such as ISO 14001, etc., including in terms of energy savings by entering energy conservation projects.

## **8. Human Rights**

The Company has a policy to respect human rights according to international standards, which is a fundamental right that “All human beings have human dignity and have equal rights and liberties”, which is the principle that the Company adheres to in treating all employees and stakeholders of the Company without discrimination or discrimination in the Company and its subsidiaries. The company realizes that the operation of the organization must be based on morality, ethics and human rights in business operations. Therefore, always adhere to and adhere to, especially human rights principles in every country. Work procedures to avoid human rights violations Including promoting transparency and accountability.

## **9. Quality, Security, Safety, Occupational Health, Environment and Business Continuity**

The Company places great importance on management and participation in social responsibility in terms of quality, security, safety, occupational health, environment, and business continuity. The use of natural resources must be maximized. By realizing the importance of the environment and the safety of the stakeholders involved. As well as promoting social activities to protect the environment and improve the quality of life of people in the community. including good practices for sustainable development

## **Section 3 : Information Disclosure and Transparency**

The Company recognizes the importance of disclosure of information that is important to shareholders' decisions. investors and stakeholders equally Therefore, it is necessary to control and impose measures on the disclosure of information. It has a policy to disclose information with transparency, accuracy, completeness, reliability, and timeliness. Both Thai and English through various channels that can be easily accessed by the company abiding by laws, rules and regulations Defined by the Securities and Exchange Commission Stock Exchange of Thailand and other government agencies strictly and regularly follow up on changes for shareholders Investors and stakeholders believe in conducting business with transparency and accuracy such as

1. Disclosure of important information To the public, both financial and non-financial information, accurate, complete, timely, reliable, such as financial statements, explanations and analysis of financial statements. Report on the Board of Directors' responsibilities for financial reports and present it together with the auditor's report. Report of the Audit Committee Related Items Shareholder Structure Board structure, roles and responsibilities, corporate governance reports, etc., so that shareholders and stakeholders of the Company can receive information. equitably as stipulated by the laws and regulations of the Company.

2. Disclose information about the company's business operations. Management risk factors are adequately disclosed in the annual information disclosure form/annual report (56-1 One Report) such as the company's website. and the Stock Exchange of Thailand website. The Company's website contains information on vision and mission, nature of business, List of Board of Directors and Executives Financial Statement Financial Position and Performance Report that can be downloaded etc. Complete, consistent, up to date to ensure that shareholders can find additional information for consideration. and convenient contact with the department responsible for providing information fast and efficient Including meetings with analysts, etc.

3. Give importance to a good internal control system. and has set up an internal audit department to inspect the operations of each line of work to prevent errors and operate with transparency There is a periodic inspection, and a report is sent to the Audit Committee for consideration.

4. Establish a policy for directors and executives to report their own interests and those of their related persons. which is an interest related to the management of the Company's business The criteria and method of reporting are as follows:

- Report when taking a position as a director or executive for the first time.
- Report every time there is a change in the information of interest.
- If a director vacates office and has returned to serve as a new director continuously That director does not need to submit a new report if there is no change in interest information.
- Directors and executives are required to submit reports of interest to the Company Secretary. And the company secretary must send a copy of this interest report to the chairman. and Chairman of the Audit Committee within 7 working days from the date of receipt of the report.

5. Establish a policy requiring directors to disclose reports of share purchases, sales, or holdings of the company's securities to the Board of Directors' meeting every time.

6. Set a policy for directors and senior executives to notify the Board of Directors about the company's stock trading at least 1 day in advance before trading.

7. Disclose the method of recruiting directors. and methods for evaluating the performance of the Board of Directors

8. Disclose information on the performance of duties in the sub-committee and the number of meetings attended by individuals. and all directors must attend at least 75% of the board meetings per year.

9. Disclose the policy to take care of the environment and society, and results of policy implementation

10. Report on corporate governance policy and policy implementation results.

The Company assigns the Company Secretary to communicate with institutional investors. Investors can contact the Management Office in 1728 or 0-2366-9900 ext. 20908 and email: [ir.sikarin@sikarin.com](mailto:ir.sikarin@sikarin.com) or contact them through the Company's website ([www.sikarin.com](http://www.sikarin.com)). Complaints and suggestions communicated by shareholders, investors and stakeholders to the Company will be forwarded to relevant departments for action and notification of the results of operations to the contact persons.

#### **Section 4: Responsibilities of the Board of Directors**

The Company has established a good corporate governance policy. By considering important factors, including the responsibilities of the directors. The relevant important policies are as follows:

##### **Board structure**

Board of Directors Plays an important role in corporate governance for the utmost benefit of the company, based on the core principles of good corporate governance. The Board of Directors is responsible for the duties and performance of the Board of Directors. The Board of Directors has performed its duties with honesty, transparency, prudence, caution and understanding of roles and responsibilities based on laws, regulations, rules, and regulations of the Company. Shareholders' meeting resolutions and principles of good corporate governance do not Doing anything that conflicts with the interests of the Company to ensure shareholders and investors.

Every director participates in setting visions, policies, goals, business operations, business plans, as well as the company's budget, and supervises the management to ensure that the policies, goals, and plans are consistently executed. Efficient and effective for the best interests of the Company and its shareholders. The Board of Directors has reviewed and approved the Company's vision and mission at least every 5 years and will regularly monitor the operations of the management in the Board of Directors' meeting. Monthly to supervise compliance with the policy and solve the major obstacles that arise.

##### **1. Board of Directors**

The Board of Directors is responsible to all shareholders, both major and minority, to ensure that the Company conducts business operations and practices in corporate governance in accordance with its objectives. Policies, vision, strategies and business directions The Board of Directors is responsible for performing its duties with prudence and honesty to maximize the benefits of the Company and all shareholders under the framework of business ethics, considering all stakeholders and under the law, objectives and Articles of Association of the Company.

All directors are highly qualified persons with diverse knowledge, abilities and experience in many fields. Experience in holding securities in the company through various channels, including the 56-1 One Report Annual Report and the Company's website.

### **1.1 Composition of the Board of Directors**

1. The Board of Directors consists of not less than 5 members.
2. The structure of the Board of Directors of the Company must consist of independent directors at least one-third of all directors. but must not be less than 3 persons, whereby independent directors must be independent from management control. major shareholder and must not be involved or have a stake in finance and business management. It also has complete qualifications according to the qualification criteria. Independent Director as determined by the Board of Directors
3. The Board of Directors of the Company consists of at least 3 members of the Audit Committee, whereby this Audit Committee must be fully qualified according to the Notification of TorChor. 28/2008
4. The Board of Directors will elect one director as the Chairman. If the Board deems appropriate, it may choose One or more directors may be vice chairman.

### **1.2 Qualifications of the Board of Directors**

1. Directors must have complete qualifications and must not have prohibited characteristics as specified in the Public Company Limited Act B.E. Suitability to be entrusted with the management of a publicly owned business Shares according to the Securities and Exchange Commission and/or the Capital Market Supervisory Board They must be persons whose names are listed in the director and executive database of the issuing company according to the Notification of the Capital Market Supervisory Board concerning Rules for Listing Names of Persons in the Director and Executive Database of the Company. issuing securities
2. Directors must be knowledgeable and experienced that will be beneficial to business operations. Be honest, honest, have business ethics and have enough time to dedicate knowledge. competence and fully perform duties for the Company.
3. A director may hold a directorship in no more than 5 other listed companies in the Stock Exchange of Thailand for the director to devote time to performing duties efficiently.
4. A director cannot operate a business of the same nature and in competition with the business of the Company or become a partner or director in other juristic persons of the same nature and in competition with the business of the Company. whether it is done for one's own benefit or for the benefit of others Unless notified to the shareholders' meeting prior to the resolution of the appointment. However, being a director of such company must not be an obstacle to the performance of duties as a director of the company. and must comply with the guidelines set by the SEC and the SET
5. Independent directors must not act as executives. Independent from management and controlling shareholders A person who has no business relationship with the company in a manner that

would impose restrictions on independent expression and must be qualified. As announced by the Capital Market Supervisory Board

### **1.3 Qualifications of independent directors**

1. Independent directors must not act as executives. Independent from management and controlling shareholders A person who has no business relationship with the Company in a manner that would limit the expression of independent opinions and must have qualifications as specified by the Notification of the Capital Market Supervisory Board, namely:

2. Not being or having been an executive director, employee, staff, advisor who receives regular salary. Or a controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company major shareholder or of the person having control over the company Unless he or she has retired from the characteristics for not less than 2 years before becoming a member of the Audit Committee. or consultant of government agencies which are major shareholders or a controlling person of the company.

3. Holding shares not exceeding 0.5 percent of the total number of shares with voting rights in the company, parent company, subsidiary company, associated company, major shareholder or controlling person of the company, including shares held by related persons.

4. Not being a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including spouse of child of other directors, executives, major shareholders controlling person or person to be nominated as a director, executive or controlling person of the applicant or its subsidiaries.

5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder Company's controlling person or juristic persons that may have conflicts and not being a significant shareholder controller or managing partner of the audit firm having an auditor of the company, parent company, subsidiary company, associated company or controlling person of the company, unless the foregoing status has ended not less than 2 years prior to the date of being appointed as an audit committee member.

6. Not having or having had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company in a manner that may obstruct the exercise of their independent judgment. Including not being or having been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person of the Company Unless he or she has retired from the position for at least 2 years before the date of being appointed as a member of the Audit Committee. In addition, there is no benefit or interest whether directly or indirectly. both in terms of finance and management of the company Affiliated companies, joint ventures, or persons who may have conflicts of interest in a manner that will deprive them of independence.

7. Not being or having been a professional service provider, including legal advisor or financial advisor. which receives service fees of more than 2 million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder Company's controlling person and

not being a significant shareholder controller or partner of that professional service provider as well Unless he or she has retired from the position for not less than 2 years prior to the date of being appointed as a member of the Audit Committee.

8. Not being a director who has been appointed as a representative to protect the interests of the Company's directors. major shareholder or shareholders who is related to the major shareholder in addition, they must be able to express opinions or report independently. According to the assigned mission without regard to any benefits that will force the inability to express an opinion as it should be.

9. Not operating a business of the same nature and is a significant competition with the Company or its subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, consultant who receives regular salary, or holding more than one percent of the total number of shares with voting rights of another company which operates a business with the same condition and is a significant competition with the business of the Company or its subsidiaries

#### **1.4 Scope of authority and responsibilities of the committee**

1. The Board of Directors has the power and duty to manage the Company in accordance with the objectives, articles of association and resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company.

2. Proceed for the company to use the accounting system, financial reporting and appropriate and efficient accounting audits are used. Including providing an internal control system and internal audit system and a document storage system that allows inspection the accuracy of the information can be determined later.

3. Arrange for accurate preparation of the balance sheet and profit and loss account at the end of the company's fiscal year. Conforms to accounting standards. Verified by a certified public accountant first and there is an audit committee to inspect and certify the official report money to prepare and present to the shareholder meeting at the annual general meeting for further consideration and approval.

4. An annual report of the committee shall be prepared and is responsible for the preparation and disclosure of the company's financial statements. To show the financial status and operating results of the past year and present to the shareholder meeting for consideration and approval.

5. Consider and approve business plans and business strategies long term goals, guidelines and policies, annual business plan, medium-term business plan. Including approving the company's annual budget presented by the executive committee. Including control and supervision and follow up on the administration and management of the administrative department to be in accordance with the policies, plans, strategies and budgets that have been set with efficiency and effectiveness for the maximum benefit of the company and shareholders.

6. Consider determining the organizational structure, structure of the committee regarding the number of directors, proportion of independent directors. including Various features and administrative structure including determining the scope of authority and duties. Has the power to appoint Sub-committees Executive committee, Senior executives as defined by the SEC and regulatory agencies as appropriate.

7. Consider setting a risk management policy to cover the entire organization and supervise the establishment of a system or process for risk management, with supporting measures and control methods to appropriately reduce the impact on the company's business.

8. Supervise the business to ensure that it operates ethically, such as establishing and following policies regarding corporate governance of the company in writing and the effective implementation of such policies. Including disclosing for acknowledgment, requiring compliance and following up on compliance in order to ensure that the company is responsible to all groups of stakeholders with fairness.

9. Consider, select and approve the proposed names of the company's auditors and consider determining the compensation. Appropriate as presented by the Audit Committee before presenting to the shareholder meeting at the annual general meeting to Consider and approve.

10. Define organizational structure, structure of the committee regarding the number of directors Proportion of independent directors. Including a variety of features and administrative structure including determining the scope of authority and duties Has the power to appoint Sub-committees Executive committee Senior executives according to the definition of the SEC Office and regulatory agencies according to suitability.

11. Consider and approve the payment of interim dividends to shareholders. When it is seen that the company has sufficient profits to do so and report the said dividend payment to the shareholders' meeting at the next shareholders' meeting.

12. An annual report of the committee shall be prepared and is responsible for the preparation and disclosure of the company's financial statements. To show the financial status and operating results of the past year and present to the shareholder meeting for consideration and approval.

13. Consider and approve transactions of acquisition or disposal of assets. Investment in new business and various operations of Companies required by law, announcement of regulations and various related rules. Except that such items must be approved by the shareholders' meeting. Such approval will be in accordance with the announcement of the Capital Market Supervisory Board. and/or related announcements, rules and/or regulations of the Stock Exchange of Thailand.

14. Consider and/or give opinions regarding related reports and/or entering important transactions of the company. Consistent and in accordance with laws, announcements, rules and regulations. related by controlling and preventing. There is a conflict of interest between the company's stakeholders.

### **1.5 Term of Directorship**

1. The Board of Directors determines the term of office of directors. The number of years in office for each term is 3 years per term according to the Public Company Limited Act. And set the maximum consecutive term of office of the Audit Committee not more than 3 consecutive terms. or not more than 9 years in total (with no exceptions)

2. At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, then the number nearest to

one-third shall retire. Directors who will be retired in the first year and the second year after the registration of the company. Use lottery methods to see who will leave for later years. Next, the director who has been in the position the longest retiring.

3. Election of directors shall be in accordance with relevant regulations and laws. In this regard, there must be transparency and clarity in recruiting directors by considering the educational background and professional experience of that person, including qualifications. and no prohibited characteristics with sufficient details for consideration for the benefit of decision-making Board of Directors and Shareholders

4. In addition to retirement by rotation Director vacates office when

(1) died

(2) resign

(3) Lack of qualifications or prohibited characteristics under the Public Limited Company Act. and/or securities and exchange laws

(4) removal by a resolution of the shareholders' meeting with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and holding shares in aggregate of not less than one-half of the number of shares held by Shareholders who attend the meeting and have the right to vote.

(5) dismissal by the court order

5. Directors who retire by rotation may be re-elected for another position.

6. Any director who wishes to resign from the position must submit a resignation letter to the company. The resignation shall be effective from the date the resignation letter reaches the company. A resigned director may also notify the public company registrar of his or her resignation.

7. If a director's position becomes vacant for reasons other than retirement by rotation, the directors shall elect a person who has qualifications and does not have prohibited characteristics under the law on public limited companies. And the Securities and Exchange Law determines to be a replacement director at the next Board of Directors' meeting. Unless the remaining term of the director is less than 2 months, the person who replaces the director will be in the position of director only for the remaining term of the director he replaces.

## **1.6 Board of Directors Meeting**

1. The Company holds a meeting of the Board of Directors and the Executive Committee once a month. The purpose of the Board of Directors' meeting is for the Board of Directors to acknowledge and jointly make decisions on the Company's business operations. In each meeting, an agenda is clearly set in advance. The Chairman of the Board and the President jointly set the meeting agenda and consider matters to be added to the agenda. The Board of Directors and the Company Secretary prepare the meeting invitation letter together with the meeting agenda and other documents. sent to the Board of Directors at least 7 days in advance of the meeting.

2. The meeting gave the directors an opportunity to freely express their opinions. And in voting at the meeting of the Board of Directors, the resolution of the majority will be taken, with one director

having one vote and directors with interests will not attend the meeting, or not to exercise the right to vote on that matter. If the votes are equal, the chairman of the meeting will cast one additional vote as the deciding vote. And voting at the meeting must include not less than two-thirds of the total number of directors. And at the end of the meeting, the company secretary will be responsible for preparing the minutes and sending them to the next board meeting to certify accuracy.

3. The non-executive committee meets at least once a year to discuss and summarize various issues. Regarding management that is beneficial to the board and management, they have been informed to take further action to improve.

4. The final decision of the committee meeting is made by a majority vote with one director having one vote in voting. Except that directors who have an interest in any matter do not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall cast one additional vote as the deciding vote.

### **1.7 Board Diversity Policy**

1. Board of Directors Selection Process: The Board of Directors shall ensure that it comprises directors with diverse qualifications in terms of skills, professions, knowledge, abilities, experience, specific characteristics, necessary skills, gender, age, religion, nationality, ethnicity, and culture, in a manner that is appropriate and non-discriminatory. This includes the creation of a Board Skills Matrix to ensure that the overall Board of Directors comprises directors with appropriate qualifications that align with the company's strategy and business operations, and who can understand and respond to the needs of stakeholders.

2. The Board of Directors shall consider establishing a minimum of 30% female directors to promote gender diversity, foster diversity of thought, enhance governance efficiency, and reflect the company's commitment to driving the organization with principles of good corporate governance, equality, and inclusion, which are key factors in driving the organization towards sustainable growth.

3. The Board of Directors is responsible for approving policies and overseeing their implementation to ensure that they are effective, transparent, and consistent with the principles of good corporate governance.

4. The Nomination and Remuneration Committee is primarily responsible for implementing the policy by integrating diversity approaches into the director nomination and selection process, as well as considering a balanced board structure.

5. The Board of Directors delegates responsibilities to the Nomination and Remuneration Committee. Their duties include considering, reviewing, and evaluating skills, abilities, and expertise, as well as nominating qualified individuals for appointment as directors.

6. Company Secretary: Their duties include supporting the implementation of policies, monitoring performance to ensure targets are met, and managing, preparing, and disclosing relevant information to the public appropriately.

## **1.8 Separation of duties between the Board of Directors and the Management**

According to the principles of good corporate governance, the chairman of the board should be an independent director to ensure clarity in the separation of duties, transparency, and appropriate checks and balances. Furthermore, the chairman and the chief executive officer (CEO) should not be the same person.

The Company has clearly separated roles and responsibilities between the Board of Directors and the management. The Board of Directors is responsible for setting policies and supervising the operations of the management. While the management acts in various areas of administration. in accordance with the established policy, therefore

Chairman of the Board the Chief Executive Officer and the President are not the same person. The company has clearly defined the scope of authority of each position in the company's operation authority. Therefore, the executives do not have absolute authority in any matter, including the Audit Committee is a committee that does not have the authority to sign and approve to bind the Company. Has no interest in finance and management of the company.

## **1.9 Roles and duties of the chairman of the board**

1. Set meeting agendas for the Board of Directors together with the Executive Chairman and ensure that company directors receive accurate, complete, clear, and timely information before the meeting. So that company directors can make appropriate decisions.

2. Take the lead in shareholder meetings in accordance with the agenda, company regulations and laws by allocating time appropriately. Including giving shareholders, the opportunity to express their opinions equally and ensure that shareholders' questions are answered promptly appropriate and transparent.

3. Strengthen and manage key relationships between executive and non-executive directors, and between the board of directors and management.

4. Be the leader of the board of directors and chairs meetings of the Board of Directors (Manage Board Meetings)

1) Allocate adequate time and encourage all company directors to discuss. Exchange opinions freely and use careful discretion. Considering every stakeholder in its entirety.

2) Conduct meetings of the Board of Directors according to the agenda, company regulations and laws

3) Encourage non-executive directors to meet among themselves. There were no company directors from the management attending the meeting. To give directors the opportunity to freely discuss issues of interest.

4) Clearly summarize the meeting resolutions and what needs to be done next.

5. Take the lead in shareholder meetings in accordance with the agenda, company regulations and laws by allocating time appropriately Including giving shareholders the opportunity to express their

opinions equally. and ensure that shareholders' questions are answered promptly Appropriate and transparent

6. Foster good relations between executive and non-executive directors and between the Board of Directors and management.

7. Supervise the overall performance of the duties of the Board of Directors and other sub-committees and each company director in an efficient and effective manner.

8. Supervise the disclosure of information and transparent management in cases of conflicts of interest.

## **2. Subcommittees**

Board of Directors has appointed various committees to scrutinize and supervise the Company's operations in specific matters, to ensure that the Board of Directors perform their duties efficiently and to generate securities. Each sub-committee has the same term of office as the Board of Directors. There are 8 sub-committees of the Company, namely Audit Committee, Risk Management Committee, Compensation Committee, Recruitment Committee, Corporate Governance Committee, Sustainability Committee, Investment Committee and Executive Committee.

### **2.1 Audit Committee**

It consists of at least 3 directors and at least 1 person must have accounting/finance knowledge. The Audit Committee must have independence qualifications according to the announcement of the Securities and Exchange Commission. On the qualifications and scope of work of the Audit Committee

#### **Roles and Responsibilities of the Audit Committee**

##### **1. Financial and audit reports**

1.1 To review the quarterly and annual financial statements, in which the Audit Committee agrees with the auditor that such financial reports disclose complete, accurate, material, and reliable financial information in accordance with generally accepted accounting standards.

1.2. Consider selecting, nominating, appointing, and terminating individuals who are independent to serve as the company's auditors and offer remuneration to such person. Including attending a meeting with the auditor without the management attending at least once a year to receive important financial reports. Results of the audit and discussion of problems and obstacles that may be encountered in the performance of the auditor.

##### **2. Internal audit**

2.1 Consider the independence of the internal audit department.

- 2.2. Review to ensure that the company has an appropriate and effective internal audit system, including directing the internal audit department to operate according to internal audit standards.
- 2.3. Approve and evaluate the annual internal audit plan. To make the inspection plan consistent with the type and the company's risk level.
- 2.4. Review the internal audit report submitted to the management. Including reviewing the management's opinions on audit issues that have been proposed and reported. Including following up to ensure that the management has implemented the said recommendations adequately and within an appropriate time.
- 2.5. Approve the hiring and set the compensation fee for the internal audit service provider (Outsource) in the case of hiring an outside agency.
- 2.6. Consider the independence of the internal audit department.
3. Internal control
  - 3.1 Review to ensure that the company has appropriate risk management systems and risk management measures.
  - 3.2. Review the accuracy of reference documents and self-assessment forms regarding the company's anti-corruption measures according to the Thai Private Sector Collective Action Coalition Against Corruption project.
  - 3.3. Review to ensure that the company has an adequate and effective internal control system.
4. Compliance with relevant laws
  - 1.1 Review the company's compliance with securities and stock exchange laws, regulations of the Stock Exchange of Thailand and other laws related to the company's business.
  - 1.2 Carry out an inspection when notified by the auditor in case of finding any suspicious behavior of the executive directors, or the person responsible for the operation of the company commits an offense related to duties and responsibilities according to the Securities and Exchange Act, Section 281/2, paragraph. Two, Section 305, Section 306 , Section 308 , Section 309 , Section 310 , Section 311 , Section 312 or Section 313 and report the results of the preliminary inspection. To the Securities and Exchange Commission and the auditor knows within 30 days from the date of receiving notification from the auditor.
  - 1.3 Consider connected transactions or transactions that may have conflicts of interest to be in accordance with the laws and regulations of the Stock Exchange of Thailand. This is to ensure that the said transaction is reasonable and of maximum benefit to the company.
5. Other duties

5.1 The Audit Committee can seek advice from independent external consultants, if necessary, at the Company's expense.

5.2 Review and improve the charter of the Audit Committee, consider amendments on issues deemed necessary and appropriate, and present to the Board of Directors for approval.

## **2.2 Risk Management Committee**

consisting of directors and/or at least 3 executives

### **Roles and Responsibilities of the Risk Management Committee**

1. Set guidelines for risk assessment at the company and subsidiary level. And provide continuous risk management reporting.

2. Set up a risk management plan and risk management process and review the risk management plan. Including the overall risk management process and monitoring and reviewing the risk management process. Including the results of risk management of the company and its subsidiaries.

3. Set policy and risk management framework Including the risk management structure of the company and its subsidiaries.

4. Consider and identify important risks of the company's business operations, such as investment risks, Business operations, management, finance, operations information security, legal and regulatory aspects, etc., including suggestions on prevention methods and how to manage such risks to an acceptable level It is established as a policy and suggests guidelines for managing various risks related to conducting business of the company appropriately and efficiently Including providing advice to the Board of Directors and management regarding risk management.

5. Supervise and support successful risk management. It focuses on considering the risk in each factor to make appropriate decisions. The Risk Management Committee is responsible for monitoring and evaluating compliance with the risk management framework of the Company and its subsidiaries. In addition, we continually improve our operational plans to reduce risks to suit the company's business operations.

6. Acknowledge and report the results of risk assessments and operating results to reduce risks to the Board of Directors on a regular basis in the event of important matters having a significant impact on the financial position and operating results. The Company's operations must be reported to the Board of Directors for consideration as soon as possible.

7. The Board of Directors has established policies and proposed guidelines for risk management that are consistent with business goals and considered enterprise-level risk management plans. Including following up on risk status evaluate the results of compliance with the risk management plan to ensure efficiency. To ensure that the company is able to achieve its objectives and goals, risk factors are disclosed to shareholders. It is shown in the annual data report 56-1 One Report.

8. Ensure compliance with risk management policies and guidelines throughout the company and its subsidiaries.

9. Consider whether management has responded appropriately to risks.

10. Continuously develop the capabilities of personnel and create awareness of risks and controls of the company and its subsidiaries.

11. Perform any other duties as assigned by the Board of Directors.

### **2.3 Recruitment Committee**

Consists of at least 3 directors and/or executives

#### **Roles and Responsibilities of the Recruitment Committee**

(1) Establish policies. Criteria and procedures for Recruitment of qualified persons to serve as directors Advisors and senior executives.

(2) To recruit, select and Recruitment persons who are qualified in accordance with the law, qualified, moral, ethical and worthy of appointment as directors.

(3) Summarize the selection results and propose them to the Board of Directors for consideration and then propose to the shareholders' meeting for approval.

(4) To control the succession plan for the position of director.

(5) Perform any other duties as assigned by the Board of Directors as deemed appropriate.

### **2.4 Compensation Committee**

Consists of at least 3 directors and/or executives

#### **Roles and Responsibilities of the Compensation Committee**

(1) Consider guidelines and consider appropriate compensation and other benefits, both monetary and non-monetary, for the Company's directors, including members of various subcommittees, and senior executives. This must be fair, reasonable, and consistent with the Company's responsibilities and performance. This must be comparable to the compensation paid by other companies in the same industry as the Company. This must be presented to the Board of Directors' meeting and/or the shareholders' meeting for further consideration and approval.

(2) Assess senior executive compensation in line with performance using objectives and evaluation criteria linked to both short-term and long-term strategic plans and work plans.

(3) Perform any other duties as assigned by the Board of Directors as deemed appropriate.

### **2.5 Corporate Governance Committee**

supervisory board Consists of 6 directors.

#### **Roles and Responsibilities of the Corporate Governance Committee**

(1) Consider and recommend policies/practices regarding business ethics and codes of conduct, as well as anti-corruption policies/measures in accordance with the good corporate governance system, to the Board of Directors and management for adoption as organizational regulations.

(2) Supervise, advise, evaluate, and review policies and compliance with the principles of good corporate governance and business ethics, including social and environmental responsibility and sustainable development operations.

(3) Recommend policies/practices regarding social and environmental responsibility, and supervise, advise, supervise, and monitor the progress of sustainable development operations.

(4) Promote and support directors and executives to understand the policies and consistently comply with the guidelines for good corporate governance and business ethics and encourage executives to encourage employees at all levels of the Group to understand and comply.

## **2.6 Sustainability Committee**

Sustainability Committee Consisting of 3 directors.

### **Roles and responsibilities of the Sustainability Committee**

(1) Review and recommend policies on sustainability issues and project plans, including work processes, and conduct analysis to integrate these processes in line with the organization's sustainability goals.

(2) Develop strategies and policies, targets, key organizational indicators, and sustainability budgets, taking into account stakeholder feedback and impacts.

(3) Identify key issues impacting the Company's operations to ensure stakeholder engagement, drive operational progress, develop operational processes, provide consultation, and support sustainability efforts to achieve goals.

(4) Create employee awareness and engagement, foster organizational culture, and monitor and evaluate the effectiveness of sustainability operations to develop the Company's operational processes, covering economic, social, and environmental dimensions.

## **2.7 Executive Committee**

Executive Committee Consisting of 6 directors.

### **Roles and responsibilities of the Executive Committee**

(1) Manage and administer the Company's operations in accordance with the law, objectives, Articles of Association, shareholder resolutions, and Board resolutions.

(2) Develop recommendations and establish business policies, strategies, business plans, management authority, and annual budgets for submission to the Board of Directors.

(3) Consider and approve expenditures for the Company's normal business activities, such as capital expenditures and administrative expenses, within the limits of the Company's operational authority.

## **2.8 Investment Committee**

Investment committee Consisting of 3 director.

### **Roles and responsibilities of the Investment Committee**

(1) Supervise the Company's investments to ensure they comply with the investment policy framework, investment plans, investment procedures, and risk management policies approved by the Board of Directors.

(2) Consider investing in projects, businesses, companies listed on the stock exchange or outside the stock exchange, including financial assets, with various forms of investment such as green field projects, joint ventures, asset purchases, asset swaps, etc. It must take into account the return that the company will receive from investments that are consistent with the goals. The Company's growth strategy is in accordance with the Stock Exchange of Thailand's guidelines. and the Securities and Exchange Commission, as well as having systematic management standards. From the sufficiency of data for analysis, consideration and decision to approve investments carefully and carefully, as well as regularly monitoring progress and results.

### **3. Company Secretary**

The Board of Directors has appointed a Company Secretary. is responsible for supervising and managing the meetings of The Board of Directors and sub-committees Annual General Meeting of Shareholders Including making a report board meeting Minutes of the Annual General Meeting of Shareholders and annual report in addition, the company secretary has a duty to supervise the company and the Board of Directors has operated in accordance with the law, the Company's Articles of Association and good corporate governance principles. and supports arrangements for directors and executives to gain knowledge and access training courses related to the performance of duties as a director and a specific committee as well as reporting to directors and executives to acknowledge the amendments to the rules and regulations and perform the duty of preservation Important legal documents. In addition, the company secretary also plays an important role in promoting good corporate governance. Its duty is to promote the performance of duties of the Company's directors and the President. as well as being responsible for corporate governance of the company through the Compliance Division under the Office of the Company Secretary

### **4. Nomination of Directors and Top Executives**

#### **4.1 Nomination of Directors**

To comply with the principles of good corporate governance and in accordance with the best practices proposed by the association. To promote the Thai Institute of Directors, the recruitment and appointment of company directors must be carried out with criteria and transparency. The criteria for considering a person who deserves to be nominated for appointment as a director of the Company has been established. According to the Company's Articles of Association, at every annual general meeting of shareholders One-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third shall be retired. the longest was the person who retired from the position and retiring directors have the right to be re-elected for a new position. The nomination of directors is the duty and responsibility of the Nomination and Remuneration Committee in considering the selection and screening of qualified persons Comply with the laws and related regulations. is a qualified person with knowledge and ability rich experience Including the opportunity for all shareholders to have

the right to nominate qualified persons. for the Board of Directors to consider and propose to the shareholders' meeting to select as well.

#### 4.1.1 Selection of new directors

(1) Consider recruiting persons with complete qualifications as required by laws, regulatory agencies, and the company.

(2) Consider recruiting qualified persons with knowledge, competence, leadership, and courage to express their opinions. Make decisions with information and reason. Moral and ethical and have an unblemished work history.

(3) Consider the appropriateness of the number, composition, and diversity in the structure of diverse board Considering the necessary skills that are still lacking in the Board of Directors, skills and expertise that are consistent with the nature of the business of

#### 4.1.2 Renewal of existing directors

(1) Devotion of time to the organization and attend various events/meetings.

(2) Study the company's information, agenda, and provide useful suggestions to the company.

(3) The appointed directors will be informed of their roles. duties and responsibilities Information about the regulations of various committees. Strategic plans and important policies of the company nature of business operations, management structure, past operating results of the company to create understanding for directors about the roles and responsibilities of Directors and Business Operations of the Company.

## **4.2 Executive Recruitment**

The President is responsible for recruiting and appointing qualified persons suitable for the position and responsibilities. Including having knowledge, competence and experience that are beneficial to the operations of the company by selecting according to the recruitment regulations of the Human Resources Department.

(1) Executives must have all qualifications and not have characteristics prohibited by the law on public limited companies. The Company must not be entrusted with the Company's business operations, laws, securities and exchange laws, and must not have characteristics that show a lack of suitability to be entrusted with the management of the Company's business.

(2) The management shall notify the Company without delay. If there is an interest in a contract entered into by the Company, whether directly or indirectly, or holding more or less shares in the Company or its affiliates.

(3) Executives must be knowledgeable, competent and experienced persons who will be beneficial to the Company's business operations, be honest, honest, ethical in conducting business and have sufficient time to devote knowledge. Ability and perform duties for the Company to the fullest.

#### **4.3 Assessment of the performance of the Board of Directors and sub-committees**

The Remuneration Committee will determine the guidelines for the annual performance appraisal of the Board of Directors on an annual basis. The assessment is divided into 3 types:

- (1) Evaluation of the performance of the entire Board of Directors
- (2) Evaluation of individual Board performance
- (3) Assessment of performance of sub-committees as a whole

The Board of Directors has approved the guidelines for such evaluation annually by assigning the Company Secretary to summarize and present the evaluation results to the Board of Directors' meeting.

#### **4.4 Performance Evaluation**

The Remuneration Committee will determine the guideline for assessing the performance of the Chairman of the Board every year. and presented to the Board of Directors for approval. The evaluation results will be used to determine the rate of salary adjustment of the Chairman and be presented to the Board of Directors' meeting for further approval.

#### **4.5 Remuneration for Directors and Executives**

The Company considers appropriate remuneration for the Board of Directors and executives. passed screened by the Remuneration Committee By setting policies, criteria, and methods for determining the remuneration of directors and executives to be suitable for their assigned duties and responsibilities. The amount paid will be compared with the remuneration of directors of companies of similar size and in the same industry listed on the Stock Exchange of Thailand. As for remuneration for executives, it is in the form of salary and bonus. and depends on the duties, responsibilities, performance of each executive together with the operating results of the company.

#### **4.6 Remuneration for the Chairman**

The Compensation Committee is responsible for assessing the performance of the Chairman on an annual basis. To be used in determining the remuneration of the Chairman of the Board of Directors. By using the norms that have been agreed in advance with the chairman on a concrete basis. in line with the company's performance and market conditions the above evaluation results will be presented to the Board of Directors for consideration and approval.

#### **4.7 Development of directors and executives**

The company has supported the development of directors and executives at various levels. regularly by encouraging company directors to attend training sessions or to participate in activities to increase their knowledge in various fields related to Assigned roles such as training and seminars organized by the Thai Institute of Directors Association, the Stock Exchange of Thailand, etc.

In addition, the company has prepared a handbook for company directors. It has compiled a summary of laws, rules and regulations related to company directors so that directors know their roles and

responsibilities. Principles and guidelines for holding all company directorships for new directors, there will be an orientation for new directors every time and the Company has provided information that is beneficial to the performance of duties to the directors. This includes information about the nature of the business. Guidelines for the Company's business operations and a handbook for the Company's directors. To build knowledge and understanding of business and operations in various fields as well as policies and guidelines for good corporate governance of the Company

#### **4.8 Directorship in other listed companies**

The Company places importance on the value of experience that directors and executives will gain from being a director in other companies. Therefore, the Company has a policy to allow directors to hold directorship positions in no more than 5 companies listed on the Stock Exchange of Thailand to be able to allocate sufficient time for each company. If a director holds a directorship in more than 5 listed companies, the directorship must be considered in line with the nature or business conditions of the company. As for the executives, they can maintain Director and/or independent director positions in no more than 3 other companies and accepting such positions must be Approved by the Board of Directors. The company has disclosed information about holding directorship positions in other companies. of each director in the Annual Information Report 56-1 One Report as well as the Company's website.

The Company prohibits the President from holding the position of Managing Director in other listed companies. For the Company to receive the highest benefits from the President's ability to devote time to the Company and performing duties as the President with efficiency

#### **4.9 Supervision of operations of subsidiaries and associated companies**

The Company has a governance mechanism that enables it to supervise the management and be responsible for the operations of its subsidiaries and associated companies as follows:

(1) The company sends a person to represent the company. to serve as directors and executives of subsidiaries and associated companies according to the shareholding proportion. The Board of Directors approved and assigned the management to supervise.

(2) Directors and Executives of Subsidiaries and Associated Companies Has the authority and responsibility to control or participate in setting policies that are important to business operations in accordance with the regulations of the Stock Exchange of Thailand, such as disclosure of financial status information and operating results. Transactions between the company and connected persons acquisition or disposition of assets, etc.

(3) The Company determines the guidelines for the exercise of voting rights by the Company's representatives in the shareholders' meeting of subsidiaries and associated companies to be consistent with the shareholding proportion in subsidiaries and associated companies. In addition, to comply with the principles of corporate governance and to maintain the best interests of the Company, its subsidiaries, associated companies and shareholders.

(4) The Company determines the management structure of its subsidiaries and associated companies to supervise the management and be responsible for the operations of subsidiaries and associated companies as if it were a unit of the Company. Including having measures to monitor the management of subsidiaries and associated companies to maintain the benefits of the Company's investments.

(5) Directors and executives of subsidiaries must disclose and submit information on their own interests and related parties in connection with any transaction. in other businesses that may be expected to cause any other conflicts of interest (Conflict of Interest) with the Company and its subsidiaries to the Board of Directors of the subsidiary or the person assigned by the Board of Directors of the subsidiary within the time specified by the subsidiary. The Board of Directors of the subsidiary has a duty to notify such matter to the Board of Directors of the Company within the time specified by the Company. as information for consideration of any decision or approval the consideration will mainly consider the overall benefits of the subsidiary and the company. Directors and executives of subsidiaries must not participate in approving matters in which they have interests or conflicts of interest.

(6) The directors and executives of the subsidiaries, including their related persons, are obligated to notify the Board of Directors of the subsidiaries of the relationship and transactions with the subsidiaries in a manner that may cause conflicts of interest. conflict of interest and avoid doing transactions that may cause conflicts of interest with subsidiaries The Board of Directors of the subsidiary is responsible for notifying such matter to the Company.

(7) Directors and executives of subsidiaries and associated companies prepare a summary of the results of operations to submit to the Board of Directors' meeting upon request as appropriate. to monitor the performance of subsidiaries or associated companies

(8) If the Company detects any significant issues may notify the subsidiary to clarify and/or submit documents for consideration of the Company

(9) Directors, executives, employees, employees, or assignees of subsidiaries are prohibited from Including spouses and minor children of such persons using inside information of the Company and its subsidiaries. Either derived from the performance of duties or in any other way that has or may have a significant effect on the Company and its subsidiaries for the benefit of oneself or others, whether directly or indirectly and whether receive compensation or not.

(10) A director, executive or related person of the subsidiary may conduct a transaction with the subsidiary only when the transaction Such transaction has been approved by the Board of Directors of the Company or the shareholders' meeting of the Company. according to the size of the transaction calculated according to the criteria specified in the Notifications on Connected Transactions Unless it is a transaction that is a commercial agreement in the same way that a reasonable person would do with a general counterparty in the same situation. with commercial bargaining power without the influence of their status as a director Executives or related persons as the case may be and it is a commercial agreement approved by the Board of Directors of the Company or in accordance with the principles approved by the Board of Directors.

#### **4.10 Investments in Subsidiaries and Associated Companies**

The Company has a policy to invest in subsidiaries or associated companies that support the Company's business operations which the Company sees as mutually beneficial to increase revenue channels and increase profitability. of the company the company will consider the investment proportion. Expected profits incurred from potential risks and financial status of the company before making investment decisions in various projects. The investment decision must be approved by the meeting. The Board of Directors or the Shareholders' Meeting (as the case may be) and the Company will appoint a qualified representative of the Company and experience to join the Board of Directors in that company to determine important policies and supervise the operations of subsidiaries. and such associated companies.

#### **4.11 Financial Control of Subsidiaries and Associated Companies**

(1) Subsidiaries and associated companies have a duty to submit monthly operating results. and financial statements reviewed by Quarterly Certified Public Accountant as well as information supporting the preparation of the said financial statements of subsidiaries and associated companies for the Company and consenting to the Company's use of such information. to support the preparation of the consolidated financial statements or report the company's quarterly or yearly operating results.

(2) Subsidiaries and associated companies have a duty to report financial issues that are material to the Company when they are found or requested by the Company to investigate and report.

#### **4.12 Succession**

The Company has a systematic succession plan to replace retirees or fill new positions arising from business expansion or changes in the Company's structure or succession to top management positions for continuity of management and to be able to select personnel who have potential and are ready to hold such important positions with a clear recruitment process according to the objectives or goals set. Recruitment, Development and Evaluation Performance of the Board of Directors Transparency based on knowledge, experience, competence, ethics and leadership to prepare personnel to support and align with business growth, as well as evaluate the efficiency and potential of executives. The Company has disclosed its policy to find executives to succeed important directors. All executives and employees are informed through the Company's website to ensure that the Company's operations can continue with the highest efficiency with the process and criteria for evaluating performance.

##### **4.12.1 Chief Executive Officer Level**

When an executive position at the level of Chairman of the Board becomes vacant or the person in office is unable to perform the duties of the position. The Company will have a system for executives at a nearby or subordinate level to serve in the position until the recruitment and selection of qualified persons according to the criteria specified by the Company and must have vision, knowledge, competence, and experience suitable for the organizational culture by considering the Human Resources Department to propose to the Board of Directors for approval to appoint suitable persons to fill the position.

#### 4.12.2 Executive level

When an executive position from manager upwards becomes vacant or the person in the position is unable to perform the duties of the position. The Company will propose the selected successors to the Board of Directors.

(1) Assess the availability of manpower in line with the Company's strategy both in the short and long term.

(2) Formulate a workforce readiness plan by developing employees or recruiting employees to prepare to replace those who leave.

(3) To analyze the Company's business situation in terms of policy company strategy. Investment Plan Work Plan expansion

(4) Create a recruitment plan and develop employee training within 1 year in advance before employees retire or leave their positions early.

(5) Define competencies, which means knowledge, skills, personality, and desirable attitudes of employees in that position, and prepare individual development plans.

(6) To select, evaluate the performance and evaluate the potential of employees to determine suitability.

(7) Identify successors from potential assessment and analysis. Employee Performance Employees must be notified in advance in preparation for delivery.

(8) Develop and evaluate employees who are expected to be heirs to be able to develop and produce results as expected. If it is not as expected, changing the abbreviation is possible.

### 5. Risk Management

The Company realizes the importance of driving the organization to grow and expand its business stably. Have a stable financial position and be able to generate appropriate returns to shareholders. Therefore, the Company agrees that the risk management system should be implemented with the framework and risk management procedures in line with the criteria of The Committee of Sponsoring Organizations of the Treadway Commission (COSO), which is an international standard.

(1) Establish a risk management structure, define and classify risks and deviations of risk. Acceptable risk tolerance to manage risks appropriately

(2) Establish risk management as the mission and responsibility of all personnel at all levels to be aware of the risks inherent in the performance of their units and organizations. It places importance on comprehensive risk management in all aspects.

(3) Establish guidelines to prevent and mitigate risks from the organization's operations to avoid damage or losses that may occur. This includes regular monitoring and evaluation of risk management.

(4) There is an organizational risk management process that meets good standards in accordance with international guidelines to effectively manage risks that may affect the organization's operations. Risk management throughout the organization in the same direction by incorporating risk management systems as part of strategic planning decisions and modern operations to create operational excellence and build

stakeholder confidence.

(5) Adopt modern information technology in the organization's risk management process and support personnel at all levels to access risk management information sources according to their responsibilities as well as organize the risk management reporting system to be effective.

(6) The annual safety goals of the organization shall be publicly announced and shall be regarded as an important task of everyone to be vigilant and strictly comply with measures and procedures to prevent serious risks.

## **6. Internal control**

The process established by management aims to provide reasonable assurance of the achievement of three objectives: operational efficiency and effectiveness, the reliability of financial and accounting reports, and compliance with relevant laws and regulations. The internal control system comprises five components:

6.1 Control Environment: This is the organizational climate established by senior management, which serves as the basis for all employee performance. Examples include:

- Establishing employee regulations or codes of conduct
- Supervision by the Board of Directors and the Audit Committee
- Organizational structure and delegation of authority
- Human resource management policies

6.2 Risk Assessment: This assessment identifies the organization's risks, its operational processes, and their impact on the achievement of organizational objectives. This assessment also identifies changes and opportunities for fraud that could impact the achievement of organizational objectives. This assessment aims to inform risk management plans to prevent impacts on organizational objectives and to consider the addition of sound management plans, such as establishing clear authorization and reviewing work procedures. Risk management is closely linked to internal control, as risks require control, and the level of risk in work processes determines control activities.

6.3 Control Activities: These include policies, measures, and operational procedures, including information technology development. Management uses this information to ensure risk control. Control activities include:

- Policy and Plans
- Management Review
- Physical Asset Control
- Performance Indicators (KPIs)
- Documentation

6.4 Information and Communication: Internal and external information that is important to the performance of employees and executives, who will use this information to make decisions, make decisions, plan, and guide the performance of their duties and responsibilities. Good information should be appropriate

for its intended use, accurate, complete, current, and timely. Relevant information should be accessible to relevant parties, and secure. External communication channels should be established to address issues affecting internal control.

6.5 Monitoring and Evaluation: Internal control systems must be monitored and reviewed regularly and reported to management. Any deficiencies in the internal control system will be directed and corrected within an appropriate timeframe.

## 7. Internal Audit

An organization's internal audit is a shared responsibility of all levels and units within the organization, including directors, executives, and employees of all departments. The Internal Audit Department, with a direct chain of command reporting directly to the Audit Committee and reporting directly to the CEO, serves as a corporate oversight unit to ensure shareholders, the Board of Directors, and management that the organization's established internal control systems can help achieve its goals. The Internal Audit Department, an independent unit, evaluates and contributes to improvements in governance, risk management, control, and assurance processes, as well as provides relevant advice. The department reviews the internal control system for appropriate and consistent implementation, monitors the operations of various departments to ensure compliance with applicable regulations and rules, identifies deficiencies and weaknesses, and provides recommendations for improving operational efficiency. The established organizational structure allows the Internal Audit Department to operate independently, reporting directly to the Audit Committee and the CEO at all times.

## 8. การจัดการด้านความยั่งยืนระดับองค์กร

Integrating ESG (Environmental, Social, and Governance) approaches into business strategy by analyzing key materiality issues, establishing clear policies and goals from top management, driving practical implementation, and measuring and disclosing data according to international standards to create long-term value. The main steps in driving sustainability management are as follows:

1. Materiality Assessment: Identifying sustainability issues that impact the business and stakeholders.
2. Policy & Commitment: Announcing the intention from the board of directors/top management.
3. Strategy: Linking the sustainability concept to business goals.
4. Implementation: Developing work structures and creating a sustainability culture within the organization.
5. Monitoring & Reporting: Evaluating performance through key performance indicators (KPIs) and reporting results according to standards (e.g., SDG, GRI).
6. Key Components (ESG Framework)
  - Environmental : Resource management, greenhouse gas reduction, environmentally friendly products
  - Social : Human rights, employee care, safety, community and stakeholders
  - Governance: Transparency, business ethics, risk management

## 9. Conflicts of interest and related transactions

The Company attaches great importance to the consideration of various transactions in a transparent and beneficial manner to the Company. Therefore, it is important to prevent transactions that may be conflicts of interest, connected transactions or related transactions with the following important principles:

### 8.1. Related transactions or connected transactions.

(1) Consideration of connected transactions The Company will use the same price and commercial terms as applied to general customers. which must have fair terms and conditions reasonable and for the best interest of the Company.

(2) The company may utilize the reports of independent appraisers on the list of the Office of the SEC appointed by the company or companies in the group to compare prices for significant related party transactions. To ensure that such prices are reasonable and for the best interest of the Company and its subsidiaries.

(3) in case there is no such price criteria for reference The Company will consider comparing prices of products or services with external prices under the same or similar conditions.

(4) The company may utilize the reports of independent appraisers listed in the list of the Office of the SEC appointed by the company or companies in the group to compare prices for significant related party transactions. To ensure that such prices are reasonable and for the best interest of the Company and its subsidiaries.

(5) Directors, executives, or related persons may enter transactions with the Company or its subsidiaries only when the transactions Such transaction has been approved by the shareholders' meeting of the Company. Unless it is a transaction that is a commercial agreement in the same way that a reasonable person would do with a general counterparty in the same situation. With commercial bargaining power without any influence from his or her status as a director, executive or related person. and is a formal agreement that has been approved by the Board of Directors or is in accordance with principles approved by the Board of Directors or the size of the transaction does not require approval from the Company's shareholders' meeting.

### 8.2. Prevention of conflicts of interest

(1) Directors, executives, and auditors of the company must report their stake in management. and the holding of their own securities or related persons according to the rules prescribed by the law on securities and exchange.

(2) Avoid making transactions that involve directors, executives or related persons that may cause conflicts of interest with the Company. If such transaction is necessary, the connected transaction shall be presented to the Audit Committee for consideration and opinion before submitting to the Board of Directors for approval. executive director or the Board of Directors (as the case may be) in accordance with the rules for entering connected transactions.

(3) Company directors and executives must report to the Company their interests and conflicts of interest and those of their related persons. In case of interest related to the management of the company's business or its subsidiaries when there is a change by submitting the report to the Company

Secretary And the company secretary must send a copy of this report of interest to Chairman of the Board and Chairman of the Audit Committee within 7 working days from the date of receipt of the report.

(4) The company has its personnel perform their duties by considering the benefits of the company more than their own. Free from personal desires and the influence of close people.

(5) Company personnel must not be involved in activities that may cause conflicts of interest, whereby directors and executives must consider conflicts of interest related to transactions. of the company carefully with honesty Reasonable and independent within the framework of good ethics

(6) All employees must disclose when a situation is believed to create a conflict of interest. or is there something that might cause others think that it is a conflict of interest must be reported to the supervisor.

(7) Transactions / Connected Transactions The company will carefully consider Including determining the price and conditions of the connected transaction as if making a transaction with a third party. Involved in or related to the items prepared to participate in the consideration and has no authority to approve those items.

(8) Any business operation of the Company's personnel and family members in which that person has an interest must disclose the interest to the Company before entering such transaction. It is also forbidden to approve the issuance of orders for the benefit of the person who issued the order himself in taking any action on behalf of the Company.

(9) Recruitment of new personnel who are related to the Company's personnel. Must be transparent and fair to those with the same qualifications. Personnel must not interfere with or influence the recruitment of their associates.

## 9. Use of Inside Information, Confidentiality and Retention of Information

### 9.1 Securities Trading Practices

All company personnel are required to maintain the confidentiality of internal company and patient or customer information without disclosing it. Or news of the company that if disclosed to the public will cause serious impact to the company. and does not provide any information or news which the authorized person has not yet allowed by adhering to the principles of good corporate governance Integrity in doing business to ensure that investors in the Company's securities receive information that is reliable, equitable and timely.

(1) Company directors, executives and employees must strictly comply with this policy in trading. The company's listed securities on the Stock Exchange of Thailand Including communicating this policy to their spouses and minor children for acknowledgment.

(2) Company directors, executives and employees must strictly comply with this policy in trading. The company's listed securities on the Stock Exchange of Thailand or securities traded in the center Including communicating this policy to their spouses and minor children for acknowledgment.

(3) The Board of Directors has assigned the Audit Committee to oversee this policy. to ensure that directors, executives have complied with Rules and guidelines for the trading of the company's

securities are specified.

(4) When there is an event involving inside information that may affect the price of securities, the Company will create an Insider List and establish a blackout period for the Company and/or its subsidiaries in the group of companies, which are listed on the stock exchanges in Thailand and abroad, and/or companies with which it is expected to enter into joint transactions (Target Companies listed on the stock exchanges). Those with insider information must refrain from trading such securities until at least one day has elapsed since the information has been fully disclosed to the public.

(5) Persons who know and possess insider information regarding the Company's financial statements, financial position, or operating results, as well as other material insider information that could affect the price of securities, must refrain from trading in the Company's securities for the period prior to the release of financial statements or the release of information regarding the Company's financial position and status until the Company has made the public disclosure of the information. The Company will notify the persons in writing to refrain from trading in the Company's securities at least one month prior to the public disclosure of the information and to wait at least one day after the public disclosure of the information. They must also not disclose such material information to any other persons.

(6) Persons who know and possess insider information are prohibited from using the Company's insider information for personal gain, or may affect the price of the Company's securities, which have not yet been disclosed to the public, which the person has gained knowledge of through such position or status, to purchase, sell, offer to purchase, sell, or persuade others to purchase, sell, offer to purchase, sell, or persuade others to purchase, sell, or offer to purchase, sell, sell shares or other securities (if any) of the Company, either directly or indirectly, with the potential to cause damage to the Company. This action shall not be taken for the benefit of oneself or others, or such information shall be disclosed to induce others to do so, with or without compensation.

(7) Persons who know and possess inside information shall not disclose inside information or secrets of the Company, including secrets of the Company's business partners, which they have learned of while performing their duties, to outsiders, even if such disclosure does not cause damage to the Company or its business partners.

(8) Persons who know and possess inside information shall have the duty to maintain the confidentiality and/or secrets of the Company and shall have the duty to use the Company's inside information solely for the benefit of the Company's business operations. Persons who know and possess inside information shall not use the Company's secrets and/or secrets for personal gain or for the benefit of themselves or others, whether directly or indirectly, and regardless of whether or not they receive compensation.

(9) Disciplinary penalties shall be imposed for violations of the use of inside information for personal gain. This includes written warnings, wage deductions, temporary suspension without pay, or termination of employment, as permitted by law. Punishment will be determined by the intent of the act and the seriousness of the offense.

(10) Persons who know and possess inside information are prohibited from engaging in any acts

that cause unfairness in the trading of the Company's securities, including disclosing information that may cause damage to investors or the capital market, manipulating securities prices, sending orders that cause system delays or disruptions, and any other acts with the intent specified in the Securities and Exchange Act of 1992 (including any amendments).

#### 9.2 Confidentiality Guidelines

(1) Establish a hierarchy of information secrecy, including information that can be disclosed and information that cannot be disclosed. Sharing of inside information must be done only within the scope of assigned duties and responsibilities.

(2) Maintain and ensure that persons receiving the information maintain confidential information and information that may affect the price of securities (Market Sensitive Information). Access must be appropriately managed and not disclosed to employees or unrelated persons.

(3) Refrain from using inside information or confidential information of the Company or its group companies, such as plans, revenue, resolutions, business forecasts, experimental results, research, and bidding, which may cause damage to the Company or others, for personal or other benefits in trading securities of the Company and/or subsidiaries in the group companies, which are listed on the stock exchanges in Thailand and abroad. Nor must any actions be taken by the Company itself or authorized by others to be taken for personal or other benefits, or for any other improper purpose.

(4) Maintain and conceal customer and trade information. The Company must maintain and conceal customer and trade information confidentially and not disclose it to employees and unrelated third parties, unless required by law for the purpose of litigation or the Board of Directors has approved the disclosure.

#### 9.3 Recording and Data Storage Guidelines

Public disclosure of inside information must be approved by the Chief Executive Officer, where the Chief Executive Officer may personally respond in case the information is material. or may assign Responsible persons provide information to the public. If that information is not yet publicly available. It is forbidden for people at the company The disclosure of inside information to outsiders arbitrarily to bring about equality and fair use of internal information of the Company This will increase the confidence of shareholders, investors and all parties concerned. company person required to be informed of insider information of the company are facts that are material to change the price of securities and not publicly available whether for the purpose of trading securities or soliciting others to buy, sell, offer to buy, or make offers of the Company whether manually or through a broker. Regardless of whether such action is done for the benefit of oneself or others, the Company will consider that the use of inside information wrongfully for the purpose of trading the company's securities The trading of securities for the purpose of speculation or creating an advantage for any group, which is considered an offense under the Securities and Exchange Act. securities and considered a disciplinary offense.

#### 9.4 Securities Holding Report

(1) The Board of Directors and Executives Including those holding positions in accounting or finance, they are required to report their securities holdings, their spouses' and children's holdings under

legal age in accordance with the regulations of the Securities and Exchange Act B.E. 2535 (1992) (including any amendments) ("Securities Act"), the announcements of the Securities and Exchange Commission, and the announcements of the Capital Market Supervisory Board. Such reports must be submitted to the Company Secretary before being submitted to the SEC or SET.

(2) The company requires directors, executives, including those holding positions in accounting or finance. Persons responsible for operations, executives, auditors, employees, spouses, and minor children of 39 Corporate Governance Handbook. such person Report changes in securities holdings to the SEC Office pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 (as amended) and submit a copy. This report is given to the Company Secretary. on the same day as every report submitted to the SEC Office

#### 9.5 Penalties for using inside information.

Violators will be disciplined in accordance with the Company's work regulations or may be punished according to relevant laws which the Company will consider appropriate punishment, as the case may be, ranging from verbal warning, written warning, probation, as well as termination of employment as an employee.

#### 10. non-infringement of copyright or intellectual property

The company shows its intention to conduct business with fairness. Respect and comply with intellectual property laws. without committing an infringement on the copyrighted work or intellectual property of others the policies and guidelines are as follows:

(1) The company must first examine the use of information or works belonging to third parties that have been acquired or used within the company. To ensure that the intellectual property of others is not violated.

(2) Employees shall use the software according to the license of the copyright owner and only permitted for use within the company.

(3) Employees must conduct themselves in accordance with the law. Regulations relating to intellectual property rights are valid. It will not misuse the legitimate and effective intellectual property rights of others.

(4) Employees must work using computer programs that are copyrighted. do not install and using illegal computer programs in the office is strictly prohibited.

(5) The company will inspect and control the use of information systems by employees. to protect the security of the company's information system

(6) not infringe copyright trademark which may cause damage to the company.

(7) Use hardware and software provided by the company for the business of the company.

(8) Control third parties to access data files and programs as necessary for the Company's work. and supervise such persons to strictly comply with laws, regulations and contractual obligations relating to intellectual property rights.

(9) Respect the intellectual property rights of others. Do not infringe or use other people's work for personal gain. Unless authorized or paid compensation to the owner of the work.

(10) Security of information systems Including not revealing the password (password) used to access the Company's information system to others.

(11) Efficient use of company assets for maximum benefit to the company and to develop work potential Including not using the company's assets for personal gain.

(12) Protect and maintain the intellectual property of the Company from damage, loss, depreciation, and use of intellectual property for the utmost benefit of the Company. Including the proper care of confidential information.

(13) Works created by employees or arising from the performance of duties shall be considered the intellectual property of the Company. And after being retired from being an employee, such intellectual property must be returned to the Company. no matter what format the data is stored in.

## 11. **Security and risk control of information technology systems**

So that the company has policies, procedures and tools for managing information technology risks and cyber risks that can identify, prevent, detect, cope, and restore the system. back to normal and able to conduct business continuously to provide risk management and security in the use of IT systems in business operations to be comprehensive and able to prevent damage in a timely manner.

### 9.1 IT Security Policy

(1) The Board of Directors and high-ranking executives are responsible for ensuring that written information technology security policies are in place. as well as responsible for considering and approving the policy.

(2) Arrange for an evaluation of the effectiveness of the security policy of information technology systems. At least once a year

(3) In case the company uses information technology services from outsourced service providers, the company must have a policy to support the use of the service.

(4) Measures must be in place to ensure that the outsourced service provider's operations can be controlled in accordance with the specified agreements. Including having a contingency plan in the event of an incident that may affect safety.

### 9.2 IT Risk Management

(1) Determine the duties and responsibilities of information technology risk management and management.

(2) Identify IT-related risks.

(3) Assess the risk covering the likelihood or frequency of the risk and the impact that will occur.

(4) Determine methods or tools for managing and managing risks to be at an acceptable level for the organization.

(5) Set IT risk indicators, including arrangements for follow-up and reporting of indicators. to those responsible for appropriate risk management.

### 9.3 Information Technology System Risk Control Guidelines

(1) to determine operational procedures related to information technology systems so that operations It is accurate and safe in writing so that employees can do it right.

(2) There are measures to prevent and detect threats from malicious programs (Malware) by installing Malware protection programs to cover both the processor and the computer, as well as improving the protection program. keep current.

(3) Control access to information systems and data (access control) to prevent intrusion and unauthorized access.

(4) Data Security

(5) Conduct a vulnerability assessment. with every important work system at least once a year

(6) Maintain the availability of information systems. and management of events that may affect information system security.

## 12. Occupational safety, health and working environment

Board of Directors Promote and support a healthy and safe working environment in accordance with relevant policies, laws, requirements, and international standards to achieve the accident-free goal at work. Including reducing the risk of disease. From the work of employees and stakeholders in business operations throughout the supply chain, which resulted in the development of Manage continuously.

(1) All personnel of the company should check their health and physical readiness before working. And do not come to work if the body is not ready to reduce the risk of danger from work.

(2) In performing risky work Relevant personnel must be informed about unsafe working conditions. or may be dangerous If unsure, consult a specialist before every operation. Including reporting to the supervisor immediately. When abnormalities are found in the workplace that may affect safety, occupational health, and the environment.

(3) Supervisors in each department It is responsible for defining or disseminating guidelines for the prevention and control of work-related accidents to personnel and related persons.

(4) Set policies, targets, indicators and approve safety management standards in accordance with policies, targets, indicators of safety.

(5) Perform duties and assist agencies to have operations in line with standards. Guidelines for safety management, operational plans of the group of companies, including relevant laws. As well as assigning a replacement person when there is a reason why they are unable to perform their duties.

(6) Prepare statistics reports on accidents and non-compliance with standards. Guidelines for safety management for presented to the commander.

(7) Acknowledge directions, goals and comply with policies, laws, requirements, and international standards related to safety.

(8) Participate in training according to standards for safety management, laws, requirements, and international standards related to safety management.

(9) Regularly monitor the overall performance of the Company for continuous and sustainable development.

13. **Respect for laws and human rights principles**

The Board of Directors adheres to international human rights principles as a common practice. considering the dignity of human beings' freedom and equality the company will not take any action. and strictly does not promote violations of international human rights by constantly inspecting and monitoring the business operations of the company to prevent involvement in human rights violations, the following guidelines have been established.

(1) Provide knowledge and understanding about international human rights principles to employees of the company. to be implemented as part of the operation and does not support activities and/or activities that violate international human rights principles.

(2) Personnel shall behave in accordance with the guidelines of the organization's 4 virtues in their treatment of recipients and in their daily work. Encourage personnel to use organizational discipline as a framework for their daily work. To convey the ethical values of the personnel in the company and the standards of work. To ensure that all personnel in the company can carry out everything in accordance with the General ethics and laws related to the operation of a medical facility and other laws. related to public health in Thailand.

(3) Personnel must understand and comply with laws and regulations, especially those related to their duties. Responsibilities and practices of company employees

(4) Comply with international human rights principles. Including legal restrictions on all groups of stakeholders such as customers, employees, shareholders, trading partners, creditors, etc., on an equal basis. Do not discriminate on the grounds of Similarities or differences in origin, sex, age, skin color, race, nationality, religion, belief, political opinion, disability, family status. or any other status that is not related to operations including respect for personal freedom and protection of personal information.

(5) The company regularly monitors and supervises the business operations of the company. Engaging in human rights violations, including participating in and accepting socially beneficial practices.

14. **Anti-Corruption**

Board of Directors, executives and employees at all levels Will not take any action that is related to corruption. both directly and indirectly to oneself, family, acquaintances, including government agencies and private agencies with which the company has done business and to regularly review and review the compliance with the anti-corruption policy. To be in line with changes in business, rules and regulations of the company. and related laws.

**12.1 Anti-Corruption Guidelines**

(1) Company Directors, Executives and Employees at all levels including those involved must comply with the anti-corruption policy Corporate Governance Policy Business Ethics and Corporate Ethics and company regulations strictly It must not be involved in corruption both directly and indirectly.

(2) Company personnel must not take any action which shows corruption Giving or accepting bribes to stakeholders in their operations, both directly and indirectly to obtain benefits in a wrongful way The company requires giving or receiving gifts, souvenirs, tokens, or other benefits. Must be in accordance with traditions, practices and acts in an appropriate manner. It must not have unreasonable value or lead to the performance or omission of one's duty. which may lead to corruption?

(3) Charitable donations using money, things or assets of the Company must be done in the name of the company only by donating to a trusted organization have a valid certificate can check and must proceed through the procedures according to the regulations of the company.

(4) Support by money, things, or property of the company to support various projects The name must be stated in the name of the company only, which must be for business purposes. good image of the company and must proceed through the procedures according to the regulations of the company. However, the disbursement must clearly specify the purpose and have verifiable evidence.

(5) Support and encourage personnel at all levels to see the importance and to have awareness of anti-corruption. Including establishing internal controls to prevent corruption, giving, or accepting bribery in all forms.

(6) disseminating knowledge and understand third parties who have business relationship with the Company in matters that must be complied with the Anti-Corruption Policy

(7) Company personnel must not take any action that shows that he is not politically neutral It is forbidden to support or act in favor of any political party. both directly and indirectly Including not using the company's resources for political-related actions that shows political non-neutrality

(8) Company personnel must not be neglected or ignored When an action is found in the scope of fraud and corruption related to the company which must be notified to the supervisor or responsible person for acknowledgment and cooperate in investigating various facts

(9) The company will be fair and protect personnel. or any other person who provides clues or evidence of corruption related to the Company By using measures to protect complainants or those who cooperate in reporting corruption, the company will not punish, demote, or give negative results to those who report clues.

(10) Persons who commit corruption It is a violation of the rules, regulations, and ethics of the company. Must be subject to disciplinary action according to the company's regulations and if it is an illegal act will also be subject to legal penalties.

(11) The company has conducted a fraud risk assessment. including prioritization and determine appropriate measures, including monitoring and examining the results of such measures, with risk management measures being reviewed to ensure appropriateness to prevent risks at an acceptable level.

(12) The company must conduct an internal audit to ensure that the established risk management system helps the company achieve its goals. Including inspecting the operations within the company to be in accordance with the rules and regulations.

(13) The Company shall have this Code of Conduct documented in accordance with the Principles of Internal Control in accordance with the Company's policies and regulations.

(14) The company requires executives to be followers. Controlling employees at all levels and related parties especially employees under supervision understanding and strictly follow the anti-corruption policy.

(15) This Anti-Corruption Policy to cover the personnel management process Since the recruitment or selection of personnel compensation and promotion, training, performance appraisal.

(16) Company personnel Must sign an acknowledgment of the Anti-Corruption Policy To confirm that all employees acknowledge, understand and are ready to apply the principles in the Anti-Corruption Policy. It is a strict practice for the whole organization.

## **12.2 Guidelines for Political Support and charitable donations**

Charitable donations can be made as part of social giving activities, provided that the guidelines regarding charitable donations and grants must be strictly followed as they may expose the company to corruption risks, as such activities involve spending money without tangible rewards and may be used as an excuse or route for corruption. Therefore, prudent action must be taken to ensure that charitable donations are transparent and in accordance with applicable laws and company regulations. The Company has guidelines regarding charitable donations as follows:

(1) Company directors, executives and employees at all levels must be politically neutral will not act in a way that is selfish, or provide political assistance to people involved in politics, politicians, political parties, or any political forces in every area, every region, and every level.

(2) Directors, executives, employees, employees of the group of companies have the right to freedom to personally participate in political activities. Under the provisions of the Constitution, laws and related regulations. But must not pretend to be Company directors, executives, or employees or use any property, equipment, or resources of the Company for the benefit of any operation in politics either directly or indirectly.

(3) If the company wishes to provide political support to promote the democratic system. Such support must not violate relevant legal principles or be done with the expectation of receiving special returns. In supporting, a memorandum must be made specifying the name of the support recipient and the purpose. in support and attach all supporting documents to the Board of Directors for consideration and approval.

(4) the donation There must be evidence showing that the act has been done to support the said charitable or public benefit project to achieve its objectives. It can show that such charitable or public benefit projects occur. and beneficial to society.

(5) Form of donation May be in cash, such as donations for disaster relief. or donations or any other non-monetary benefits such as donating school supplies to schools to support education, etc.

(6) the donation A memorandum must be prepared. Specify the name of the donor recipient and the purpose of the donation, along with attaching supporting documents to submit to the supervisor for approval according to the operational authority regulations.

### **12.3 Guidelines for the value of gifts welcome fee and other expenses**

The Company's improper gifts, hospitality or other expenses may lead to the risk of corruption and provide a channel for corruption of directors. Executives or employees of the Company as bribes. In addition, it may be a violation of the policy of some customers or partners and cause the company to lose business opportunities. The company must recognize the importance of building good relationships with business partners in the way it will bring. The Company's continuous success and at the same time to maintain the reputation of the Company which conducts business with integrity and legality. Everything. The company has guidelines for processing gifts. Reception service and other expenses are as follows:

(1) Directors, executives, and employees of the Company can receive or give gifts. Hospitality or other expenses on various occasions according to customs, traditions, or according to social etiquette generally practiced, such as receptions must be conducted with transparency and is not a concealment Such receiving or giving must not give rise to any advantage. through improper conduct or is it an explicit or covert exchange? to obtain assistance or benefits in return or cause inappropriate business agreements affecting business decisions and must comply with relevant laws. must be given in the name of the company and not in the personal name It may be made as a gift with the company's logo. or attach a business card with the company's logo that is appropriate to the situation, such as giving gifts during the New Year or Songkran festival, etc., which must not be in the form of cash or cash equivalents such as checks, gift cards or vouchers, etc., except in the form of sales promotions. which has clearly defined criteria and act in the same way as everyone.

(2) Directors, executives, and employees of the company Must not accept gifts or compensation of any kind. Unreasonable due to the normal performance of duties, such as in bidding. Must not accept gifts or hospitality fees from companies participating in the bidding or related companies, etc.

(3) Directors, executives, and employees of the Company must not demand or accept gifts. Hospitality or other expenses from customers or those involved in the business of the Company in any case that will affect the decision to perform duties with bias or embarrassment or have a conflict of interest.

(4) Giving and receiving other benefits such as receptions It must be ensured that the certification It is not characterized as spending money unreasonably or frequently. Until causing an obligation to those who organize the party that guarantees either directly or indirectly

(5) The company will publicize to company directors, executives, and company employees to know the guidelines for practice regarding gifts. Hospitality and other expenses of the company through

the annual meeting and through other communication systems that the company has including notifying customers, partners or stakeholders.

#### **12.4 Measures implemented by relevant companies and individuals**

(1) The company will inform and organize public relations to its subsidiaries. Implement anti-corruption measures strictly.

(2) The company will arrange for the purchasing of products and services with fairness and transparency. Including conducting an evaluation to select sellers, service providers, and recipients. Contractors strictly follow procurement regulations. The company will inform sellers, service providers, and contractors of the policy about this company's anti-corruption measures.

(3) Directors, executives or employees are prohibited from hiring agents or business intermediaries of any kind. with the objective of committing corruption.

(4) The company will cancel purchasing and hiring. If sellers, service providers, and contractors are found to be committing corruption or bribery.

#### **12.5 Whistleblowing**

(1) Receive complaints and conduct rigorous fact-finding investigations, along with implementing measures to protect whistleblowers and related parties, ensuring fairness and avoiding any risk of harassment or retaliation.

(2) Open whistleblowing channels to all stakeholders, including internal employees, customers, patients, business partners, suppliers, shareholders, the community, and the general public. Multiple channels, both anonymous and anonymous, are provided to ensure safe, convenient, and reliable transmission of information.

(3) Demonstrate transparency by disclosing whistleblowing channels on the company website, signs within the hospital, contract documents with business partners, and all forms of company communications to ensure equal access.

(4) Ensure that information provided is complete and includes verifiable facts, such as the problematic behavior, the individuals involved, the location, date, and time, as well as supporting evidence (if any).

(5) Refrain from reporting whistleblowing with the intent to defame, harass, or seek personal gain.

(6) Evaluate the credibility and urgency of whistleblowing by an independent agency, such as the Audit Committee or the Corporate Governance Committee, and then assign a responsible person with no conflict of interest to conduct a fact-finding investigation.

(7) Report the investigation results to the Board of Directors. and take disciplinary or legal measures in accordance with the severity, and notify the whistleblower (if their identity is revealed) of the results within an appropriate scope.

(8) Store information related to whistleblowing in a systematic manner, segregated from employee or external databases to prevent unauthorized access.

(9) Protect whistleblowers by prohibiting retaliation, harassment, or discrimination, whether direct or indirect. The Company will take decisive action if violations of whistleblower protection measures are discovered.

(10) Evaluate the effectiveness of the whistleblowing system at least annually, reporting the evaluation results to the Audit Committee. Continuously improve channels and processes to ensure they are modern, secure, and build trust.

## **12.6 Channels for complaints and whistleblowing (Whistle-Blowing Service)**

The Company provides channels for complaints and whistle blowing. To receive complaints, comments, suggestions from stakeholders who have been or are at risk of being affected by actions related to corruption of the Company's personnel. either directly or indirectly The Board of Directors has assigned the Audit Committee to consider receiving complaints or clues about corruption. Whistleblowers can report complaints or clues, along with their names, addresses, and contact telephone numbers through the following channels:

- Directly through their supervisors / their own affiliations.
- Through the network within the organization (Intranet)
- Post : Company Secretary
- Post : Sikarin Public Company Limited  
976 Lasalle Road, Bangna Tai Subdistrict, Bangna District, Bangkok 10260
- Email : [ir.sikarin@sikarin.com](mailto:ir.sikarin@sikarin.com)
- Telephone: 0-2366-9900 ต่อ 20908

When the Audit Committee receives a complaint Will consider if there is a ground to commit an offense or not If found to have grounds, the matter will be proposed to the Audit Committee for consideration and notified of the result to the informant within 14 days from the date of receipt of the matter. And report to the Board of Directors for acknowledgment and further consideration. The company will have measures to protect whistleblowers without disclosing the name of the whistleblower. Except those involved in receiving complaints. and the company is prohibited from punishing employees who inform.

## **12.7 Measures to protect those who report complaints or provide clues**

The company is committed to maintaining the confidentiality of individuals who make complaints or act as whistleblowers. Information regarding these individuals will be restricted to those directly involved in investigating the complaints. If the individual reporting the complaint is an employee of the company, they will receive appropriate and fair protection, which includes safeguarding against actions

such as demotion, suspension, termination, intimidation, or any other unfair treatment due to their reporting.

The President plays a crucial role and holds the responsibility to exercise discretion in assigning executives who must not be directly or indirectly involved in matters reported through complaints or whistleblowing. It is their duty to ensure that executives act impartially and do not influence investigations. Additionally, the President is responsible for ordering measures to protect the safety of whistleblowers, witnesses, and individuals providing information, thereby safeguarding their well-being throughout the process.

To ensure thorough dissemination of the anti-corruption policy among company personnel, the company has implemented several communication strategies. The policy is published through various channels including the company's Intranet, which serves as an internal communication platform, and the official company website. Additionally, it is included in the Annual Information Disclosure Report (56-1 or One Report), ensuring transparency and accessibility to stakeholders. New employees receive specific communication regarding the anti-corruption policy as part of their onboarding process to familiarize them with its principles and guidelines. Furthermore, the company conducts an annual review of the anti-corruption policy to ensure its alignment with evolving business dynamics and regulatory requirements.

#### **12.8 Guidelines for the punishment process**

The company will take disciplinary action against directors, executives, and employees who violate compliance with the anti-corruption policy. There will be disciplinary punishment up to the point of dismissal from work and/or termination from employment. Failure to be aware of this policy and/or related laws. This cannot be used as an excuse for not following this policy.

The Corporate Governance Policy and Guidelines are the fourth revision, effective from 16 January 2025 onwards by the resolution of the Board of Directors. at the meeting No. 1/2025 on 15 January 2025



Mr. Seni Chittakasem  
Chairman