



6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policies and Practices

The Board of Directors is determined to manage the organization to achieve efficiency and achieve the objectives under a strong belief that a good corporate governance process will raise the Company's performance to grow sustainably and is the key success factor adding maximum value to shareholders and all stakeholders. Therefore, the Board is committed to adhering to the core characteristics of a good corporate governance process as well as reviewing the guidelines to suit business operations to be consistent with the Good Corporate Governance Principles for Listed Companies 2012 and the Good Corporate Governance for Listed Companies 2017 or Corporate Governance Code (CG Code) and including the improvement or finding any additional measures to replace the issues that the Company does not yet comply with best practices.

6.2 Corporate Governance Policy and Guidelines

6.2.1 Nomination and Appointment of Directors and Executives

The Nomination and Compensation Committee shall consider and screen qualified persons to be appointed as directors and executives by considering the suitability of skills, knowledge, acceptable experience, transparent working history, maturity and stability including qualifications which fall under the Articles of Association and in possess of qualifications under the Company's business strategy as well as special knowledge or skills required. The goals are to enhance the Board's strength and effectiveness due to professional and diverse directors by considering the structure, size and composition of the Board and provide the opportunity for directors and shareholders to participate in the nomination of qualified directors under the criteria and methods of selection.



(1) Nomination of Independent Directors

The Company has defined the definition of the "Independent Director" under the corporate governance code and guidelines of the Office of the Securities and Exchange Commission to build trust among investors and maintain good management balance.

The Company therefore defines the term "Independent Director" to mean a director who does not perform any management duties of the Company, subsidiaries and associated companies; who is free from management and controlling shareholders; who does not have a business relationship with the Company in such a way as to limit the independent opinions; and who has the following qualifications:

1. Being a person who holds no more than 1 percent of the total number of shares with voting rights in the Company, subsidiaries, and associated company.
2. Not participating in any management, not being a worker, an employee or an advisor who receives a regular salary or a professional auditor, lawyer or professional service provider that limits the expression of independent opinions to the Company, subsidiaries



- or associated companies or not having control over the Company, subsidiaries or associated companies or is not a person who may have a conflict of interest and must vacate the status or position that may cause any conflict for at least 2 years.
3. No business relationship in a manner that limits the independence in performing duties as a director which has a significant amount of value in proportion to the Company's revenue under the specified criteria and no benefit or interests, whether directly or indirectly, both in terms of finance and management of the Company, subsidiaries or associated companies, or persons who may have conflicts of interest in a manner that deprives them of their independence.
 4. Not being a close relative of the executives, major shareholders of the Company, subsidiaries or associated companies or any person who may have conflicts of interest and was not appointed as a representative to protect any interests of the directors, major shareholders, or shareholders who associated with the major shareholders of the Company.
 5. Able to perform his duties and express opinions or report the performance results under the duties assigned by the Board independently without being under the control of any executives or major shareholders of the Company, including related persons or their close relatives.
2. The major shareholders may nominate a suitable person to be appointed as a director to the Nomination and Compensation Committee.
 3. The Nomination and Compensation Committee will consider and nominate suitable persons to be appointed as directors to the Board of Directors for further presentation to the shareholders' meeting.
 4. The shareholders' meeting will elect directors by a majority vote under the following rules and procedures :
 - 4.1 1 share has 1 vote
 - 4.2 Each shareholder can vote to select the person nominated as a director one by one
 - 4.3 Those who receive the highest number of votes in descending order shall be elected as directors equal to the numbers of directors required. If the persons who are elected in descending order have equal votes, the number of directors is more than the number of directors required to have, then the Chairman of the meeting shall have an additional vote as a decisive vote.
 5. At every annual general meeting of shareholders, one-third of the directors shall vacate the office. If the number of directors is not a multiple of 3, the number of directors to be vacated shall be issued by the number closest to the part one of three. The recruitment process will be under number 1. - 4.
 6. As for directors who must retire from the office in the first and second years after the registration of the Company, a lot shall be drawn to determine who will retire. In the following years, the member who has been in the office for the longest time shall retire. Directors retiring by rotation may be re-elected.

(2) Nomination of the Company's Directors

The Company commands the following criteria and procedures for selecting persons to be appointed as directors:

1. The Company provides an opportunity to shareholders who hold a single or multiple shares holding for a total of not less than 0.1 percent of total shares and has held the said amount of shares continuously for not less than 12 months before the exercise date. The persons can nominate the names of persons who may be appointed as directors through the Company's website or by sending a letter to the Board of Directors secretary, who will refer the names to the Nomination and Compensation Committee. The Company will inform the nomination period through the Stock Exchange of Thailand.

Board Diversity

For secure business growth, the Board structure is designed for board diversity by identifying specific necessary skills for effective organizational governance, including gender, age, professional competency, and years of work experience in various disciplines such as property development, engineering, business administration, economics, legal, and risk management. The selection is determined by the Nomination and Compensation Committee, whose duty is to ensure appropriate diversity, sufficient group qualifications and maximum work effectiveness. The resulting board diversity is illustrated by the Board Skills Matrix shown below:



Board Skills Matrix showing Knowledge, Skills, and Experience of Board Members

Board Members	Knowledge, Skills and Expertise of the Board Members												
	Real Estate Development and Management	Accounting and Finance	Economics	Business Administration and Management	Marketing and Competition Strategies	International Business	Risk Management	Engineering	Legal	Human Resource Management	Natural Resource and Sustainable Development	Corporate Governance	Information Technology
1. Mr. Naporn Sunthornchitcharoen	X	X	X	X	X		X	X	X	X	X	X	X
2. Mr. Nantawat Pipatwongkasem							X		X		X	X	
3. Mr. Achawin Asavabhokhin	X	X	X	X	X	X	X	X			X	X	
4. Mr. Watcharin Kasinrerak	X			X	X		X	X		X	X	X	
5. Mr. Wit Tantiworawong	X	X	X	X		X	X			X	X	X	X
6. Mr. Chokchai Walitwarangkoon	X			X	X					X		X	X
7. Mr. Piphob Veraphong							X		X			X	
8. Mr. Bundit Pitaksit				X	X		X	X			X	X	
9. Ms. Chadanuch Meepien		X		X			X					X	

Directorship in Listed Companies

To ensure optimal work efficiency and dedication to duties assigned to members of the board committees, all directors including the Chairman of the Executive Committee, executive directors, non-executive directors, and independent directors shall not hold directorship in more than 5 listed companies.

(3) Selection of the Chairman of the Executive Committee

The Company's criteria and process for the selection of the Chairman of the Executive Committee are shown below:

1. The Executive Committee shall screen candidates from the executives to recruit and screen those with suitable qualifications for competency and experience, mastery of the Company's business, management capability, and leadership.
2. Once it has decided on a qualified person whose attributes agree with such criteria, the Executive Committee shall submit the name to the Nomination and Compensation Committee for consideration.
3. The Nomination and Compensation Committee shall submit their view to the Board of the Company for approval.

The Company also prepared a succession plan for the Chairman of the Executive Committee, which is annually reviewed. The Company currently has 3 managing directors, who undergo development of qualifications and competency under such plan, since they can become future Chairmen of the Executive Committee. Nevertheless, if internal recruitment fails to find those persons that are suitable enough for the post, the Executive Committee shall conduct an external search for submission to the Nomination and Compensation Committee.

6.2.2 Independence of the Board of Directors from Management

The Company has separated the roles and responsibilities between the Board of Directors and the management. The Board is responsible for determining policies and supervising the operations of management while management is responsible for managing various tasks under the specified policies and preparing reports that are not normal operations of the Company, will be considered by the Board, where at least one-third are independent



directors. Independent directors are independent of management and major shareholders of the Company. An independent director does not have a business relationship with the Company in such a way as to limit the freedom of expression of opinions and meets the definition as mentioned under “6.2.1 (1) Nomination of Independent Directors.”

6.2.3 Development of Directors and Executives

(1) Orientation of New Directors

The Company realizes the importance of performing duties of new directors; therefore, there is an introduction to the overall guidelines of the Company, structure of subsidiaries, associated companies and other related companies to help them understand how they work and the shareholding between them. In addition, it provides significant and necessary information needed by directors, such as the Board of Directors' charter, structure of working within the Company, Articles of Association, Company's objectives, business ethics of the Board of Directors, Good Corporate Governance policy, related laws, Financial Statements including Notes to financial

statements; also, a meeting with the Chairman of the Board, the Board of Directors, and Sub-committees of the Company to receive information about its business operations.

(2) Development and Training of Directors and Management

The Board emphasizes the development of directors by continually sending them to training courses related to the development of knowledge and ability to perform the duties of directors such as the Thai Institute of Directors Association (IOD), the Stock Exchange of Thailand, the Thai Listed Companies Association and other institutions, including sending the executives to study various long-term projects to develop them and increase useful ideas to apply to the Company's business and enhance knowledge and skills to keep up with the competitive business, including regular training, both inhouse and at training institutes.

(3) Training Courses or Seminars Attended by Directors

As of 31 December 2023, the Company had a total of 9 directors. All, 100 percent, directors were trained under courses organized for the Board at the Thai Institute of Directors Association (IOD):

No	Name-Surname	Training Courses
1	Mr. Naporn Sunthornchitcharoen	Director Accreditation Program (DAP) batch 25/2004
		Director Certification Program (DCP) batch 53/2005
		Financial Institutions Governance Program (FGP) batch 2/2011
2	Mr. Nantawat Pipatwongkasem	Director Accreditation Program (DAP) batch 18/2004
		Director Certification Program (DCP) batch 62/2005
		Finance for Non-Finance Director (FN) batch 13/2004
3	Mr. Achawin Asavabhokhin	Director Certification Program (DCP) batch 193/2014
4	Mr. Watcharin Kasinrer	Director Certification Program (DCP) batch 275/2019
		Successful Formulation & Execution of Strategy (SFE) batch 35/2021
5	Mr. Wit Tantiworawong	Director Certification Program (DCP) batch 320/2022
6	Mr. Chokchai Walitwarangkoon	Director Certification Program (DCP) batch 321/2022
		Financial Statements for Directors (FSD) batch 46/2022
7	Mr. Piphob Veraphong	Director Certification Program (DCP) batch 238/2017
8	Mr. Bundit Pitaksit	Director Certification Program (DCP) batch 237/2017
9	Ms. Chadanuch Meepien	Director Certification Program (CDP) batch 349/2023



6.2.4 Rights of Shareholders and Equitable Treatment of Shareholders

1. Rights of Shareholders

The Company recognizes and values the rights of shareholders, hence it tries to promote and protect shareholders' exercise of their fundamental rights. This includes facilitating them to exercise their rights on various matters which shareholders should receive equally, such as the dissemination of information related to the Company, details of the exercise of rights on various matters through the news system of the Stock Exchange of Thailand and the Company's website. It includes the provision of opportunities for shareholders to propose meeting agenda and nominate the Company's directors, ask questions on various agenda items via the website, exercise voting rights on significant issues, including the approval of dividend payment. The Company will not violate or deprive the rights of shareholders. In addition, the Company encourages shareholders, especially the institutional investors, to attend shareholders' meetings through the coordination of Investor Relations.

The Company's 2023 AGM was held on 27 April 2023, a hybrid meeting (physical and E-AGM) with live broadcast from the Sathorn 1-2 Conference Rooms, 4th Floor, Q House Lumpini Building. The Company informed the shareholders in advance of the AGM's format and prepared a manual with details about E-AGM meeting procedures, the links for meeting registration, and the meeting notice. Besides, the Company facilitated shareholders who could not physically attend the meeting by preparing details of proxy assignment and 3 proxy forms, form A, B, and C, together with the profiles of 3 independent directors that served as proxy; these could be downloaded from the Company's website. Details of the Company's actions on the Annual General Meeting appear below:

Prior to the Annual General Meeting

The Company opens an opportunity for shareholders to nominate Annual General Meeting's agenda and candidate to be nominated as the directors from 1 November 2022 to 31 January, provided all details and criteria to shareholders through the Company's website, www.lh.co.th, under "Investor Information | Shareholder Information | The Proposed Agenda" and was also posted on the official website of the Stock Exchange of Thailand on

26 October 2022. Nevertheless, there was no additional meeting agenda, no nomination for Board of Directors, and no pre-meeting questions proposed by shareholders.

The Company published the Annual General Meeting invitation letter with supporting documents for each meeting agenda item on the Company's website, www.lh.co.th, under "Investor Information | Shareholder Information | Invitation" to attend the Annual General Meeting, 30 days before the meeting date. It was disclosed on the website on 24 March 2023, to ensure sufficient time for shareholders to review all material before receiving hard-copy documents and fully understand the procedure to attend the Inventech Connect online meeting, including submitting requests to attend the AGM online and how to appoint proxy, install the meeting application, register, vote, and ask questions via the system. All these procedures were detailed and delivered to all shareholders at least 21 days prior the physical Annual General Meeting.

On the Annual General Meeting Date

At the Annual General Meeting, the Chairman of the Board of Directors was the Chairman of the meeting, while the Chairmen of sub-committees and directors also attended the meeting. Before the meeting started, the secretary of the meeting explained the voting procedures, the vote counting, the casting of ballots and the disclosure of the vote results on each agenda item for ensuring transparency. In addition, shareholders were provided equitable opportunities to express their opinions, suggestions, and inquiries. The Chairman then responded and gave complete information to the shareholders as well as allocating sufficient time to discuss each agenda.

The Annual General Meeting No. 1/2023 had a total of 1,250 shareholders and proxies, accounting for 6,188,836,742 shares (representing 51.79 percent), more than one-third of total number of the shares (11,949,713,176 shares). Mr. Naporn Sunthornchitcharoen was the Chairman of meeting and Ms. Punsopit Worakuttanon, the Vice President of Legal Department, acted as the secretary of the Meeting. There were 6 directors who attended the meeting at the meeting room and 3 others who attended via E-AGM, thus a total of all 9 directors of the Board (100 percent completion), as follows:



1. Mr. Naporn Sunthornchitcharoen	Chairman of the Board of Directors and Chairman of the meeting
2. Mr. Pakhawat Kovithvathanaphong	Independent Director and Chairman of the Audit Committee (attended via E-AGM)
3. Mr. Piphob Veraphong	Independent Director, Chairman of the Nomination and Compensation Committee, and Member of the Audit Committee
4. Mr. Bundit Pitaksit	Independent Director, Chairman of the Risk Management and Sustainable Development Committee, Member of the Nomination and Compensation Committee and Member of the Audit Committee (attended via E-AGM)
5. Mr. Wit Tantiworawong	Director, Managing Director (Support), and Member of the Risk Management and Sustainable Development Committee
6. Mr. Watcharin Kasinrer	Director, Managing Director (Low-Rise Project Development), and Member of the Risk Management and Sustainable Development Committee
7. Mr. Chokchai Walitwarangkoon	Director, and Managing Director (High-Rise Project Development)
8. Mr. Achawin Asavabhokhin	Director
9. Mr. Nantawat Pipatwongkasem	Director, Executive Vice President, the Board of Directors Secretary, and Member of the Risk Management and Sustainable Development Committee (attended via E-AGM)

Remarks : The positions of each mentioned directors were as of the date of the On the Annual General Meeting.

On the day, the Company also invited Ms. Rosaporn Decharkom, an auditor from EY Office Limited, the Company's external auditor, to attend the meeting and answer questions on relevant issues. In addition, the Company invited an independent legal consultant, Mr. Charaslah Bhumiwat from T & F Law Office Co., Ltd., to observe the meeting and oversee the meeting's transparency and compliance with laws and regulations, including the Company's Articles of Association and to act as a mediator monitoring the counting votes on each agenda item. Regarding the meeting registration, the Company implemented the registration and vote-counting system from Inventech System (Thailand) Co. Ltd., in this meeting.

After the Annual General Meeting

The minutes of the Annual General Meeting were taken with all details, including the names of all attended directors, essential questions and answers, and resolutions of each agenda item with detailed explanation. The resolutions with details of the votes were promptly disclosed to all shareholders for an acknowledgement on the same day via the official website of the Stock Exchange of Thailand.

The Annual General Meeting minutes in Thai and in English were posted on the Company's website, www.lh.co.th, under "Investor Information | Shareholder Information | Minutes of Shareholders' Meetings", within 14 days of the Annual General Meeting, on 10 May 2023.

2. Equitable Treatment of Shareholders

The Company has set a policy to support and emphasizes fair treatment of all shareholders equally and fairly to protect the basic rights of all shareholders, especially minor shareholders, that may have been violated and should receive the opportunity to get due compensation. Thus, the Company has resolved to adopt the following treatment:

1. At the Annual Shareholders Meeting, each agenda item will be proceeded as per the order mentioned in the invitation letter. The Company shall not add any agenda item to the meeting without prior notice to the shareholders. This is to ensure that the shareholders have sufficient time to study the information which supports each agenda item before making their decision.



2. The Board decided to allow the Company to provide the opportunity to shareholders to propose additional agenda items in advance, for which the Company notified all shareholders to acknowledge through the Company's website, www.lh.co.th and website of the Stock Exchange of Thailand, including the clear procedures to propose agenda and criteria for adding prospect agenda in advance. The Company's independent directors shall consider and screen the agenda items proposed by the shareholders before submission to the Board. The matters approved by the Board will be included on the agenda for the next meeting. For the proposed agenda items not approved by the Board, the Company will inform the shareholders along with the rationale on the Company's website.
3. The Board allowed its shareholders to nominate directors. The nominated candidates must have all the qualifications specified by the Company and must give their consent for nominating as well so that the Nomination and Compensation Committee may proceed under the recruitment, scrutiny and selection process of the names of persons proposed by shareholders, before submitting them to the Board for further consideration. Any person who is approved by the Board will have his or her name included on the agenda for director election at the next meeting. For any name that is not approved by the Board, the Company will notify the shareholders of this matter along with the rationale on the Company's website or other appropriate information channels.
4. Propose a list of all independent directors as an alternative for proxy assignment and allow to assign the proxy to one of the independent directors. The proxy form is prescribed by the Ministry of Commerce. The form is in a pattern that the shareholders can determine the direction of their votes by themselves. This measure is to encourage the shareholders to exercise their rights to attend the meeting and to vote on each agenda item.
5. Encourage shareholders to use ballots on every agenda item by providing ballots separately for every important issue so that shareholders can vote as they deem appropriate. The ballots will be collected in the meeting room so that they may be counted and combined with the votes that have been voted in advance on the proxy form before making the

announcement of each resolution of the combined votes in the meeting room.

6. As for the election of the director(s) to replace those who retired by rotation, the Company also allows the shareholders to exercise the rights to elect directors individually.
7. The Company has defined measures to prevent the use of inside information for the benefit of directors and executives. Directors and executives are responsible for submitting the reports of their interests and those of their related parties, as well as their shareholdings including those of their spouses and minors, and responsible for reporting every time such shareholding is changed, whether after a purchase, sale, transfer or acceptance of transfer of securities.

6.2.5 Disclosure and Transparency

1. The Company has realized the importance of disclosure of information sufficiently, accurately, completely, promptly and transparently. Therefore, the Company disseminates the significant information, both financial and non-financial information, through the Stock Exchange of Thailand's website, www.set.or.th, and the Securities and Exchange Commission's website, www.sec.or.th, under the criteria stipulated by the Stock Exchange of Thailand and the Securities and Exchange Commission. In addition, the information that the Company has already released to the public and any stakeholders must be published on the Company's website, www.lh.co.th, with regular updates so that users can receive information in a timely manner via easy access and get the most benefit from this information.
2. The financial statements that are disclosed to stakeholders must be approved by the Audit Committee and the Board of Directors first.
3. The Board has provided a report on the Board's responsibility for the financial reports along with the auditor's report in the annual report.
4. The Company has complied with the corporate governance code and reported on the corporate governance policy that has been agreed in summary. The results of policy implementation are included in the annual report and on the Company's website.
5. The Company has disclosed the roles and duties of the Board and the sub-committees under "7.2 Information



about the Board of Directors” and “7.3 Information about the Sub-committees” and directors’ attendance records under “8.1.2 (1) Meetings of the Board of Directors and Sub-committees”

6.2.6 Responsibility for Stakeholders

The Company values the rights of all stakeholders, namely shareholders, employees and executives of the Company and its subsidiaries, customers, suppliers, competitors, creditors, the government sector, joint ventures, society, communities and the environment. It ensures that the fundamental rights of these stakeholders are well protected and maintained under the requirements of applicable laws and regulations. The Company has set a framework for ethical behavior and business ethics, published on the Company’s website, and will not violate the right of stakeholders. All these are considered an important part in building the long-term success of the Company. The details are as follows:

Shareholders : The Company values the shareholders by complying with the corporate governance code, performing duties with integrity, undertaking actions and decisions with due diligence and under relevant legal requirements, valuing the rights of shareholders such as the right to receive complete, accurate and timely information of the Company, right to receive dividends, right to vote, right to appoint a proxy, rights in the shareholders’ meeting, and the right to vote on important Company matters.

Employees : The Company strictly respects human rights principles by taking into account equality and personal freedom, not discriminating on race, nationality, language, religion, gender, age, education and political opinions, and not supporting any action that violates international human rights. The Company has taken care of and provided fair treatment in various aspects for employees such as determining compensation under the levels of responsibility and under the labor market price mechanism. Instances include provision of welfare in various fields, establishment of the employee safety, occupational health and work environment policy, continuous encouraging development of employees’ potential, including the establishment of a welfare committee to represent employees in discussion with the Company on matters related to employees’ welfare.



Customers : The Company delivers quality products and services at fair prices. Its advertisements and information are accurate, complete, straightforward and in strict compliance with the terms and conditions of contracts with customers. Moreover, the Company has set up a unit to contact to listen to suggestions or comments from customers and know their problems as well as requirements to develop and improve, to foster confidence and maximize satisfaction, through the determination to relentlessly develop new technologies and innovations for the convenience and safety for customers.

Suppliers : For fair treatment of all suppliers, the selection and screening process for all suppliers is fair and equal among interested parties. Transparency, fairness, public disclosure, and equal treatment were granted to all suppliers, sellers, contractors to bid for contract service and goods. Specific criteria for selection and screening, including qualifications, quality, track records, experience, disciplinary expertise, financial credential, zero history of work abandonment, ability to deliver on time and others are given to all before the selection process to ensure optimal value to the Company. Its contracts with suppliers spell out terms of agreement and work as well as periods of work submission and payment. The Company has always paid suppliers and contract counterparts promptly, abiding by all agreed terms of payment, without setting unfair conditions for suppliers.

Creditors : The Company does not violate the terms of the agreement, without concealment of facts that would cause damage to creditors. The Company manages its loans under its objectives of loans, does not use the fund to cause damage to the Company, and controls the repayment of loans and interests to be on time and fully comply with the borrowing conditions under the agreements.



Competitors : The Company stresses ethical conduct under the rules of competition with professionalism and transparency under the legal framework, including not infringing on the confidentiality or knowing trade secrets of competitors by fraudulent means. It adheres to the policies and treatment of competitors as stated in the Code of Conduct.

During 2023, there were no complaint from business competitors about unfair trade practice.

Society, Community and Environment : The Company has always been aware of its social, community and environmental responsibilities, which are embedded in the main business process from product design, proper selection of materials and resources, quality control of products and services, delivery time, to the development of products for residents to have a better quality of life, including strictly complying with guidelines to reduce impacts in the environmental impact report. In addition, the Company operates and complies with applicable laws, including promotion of efficient resource consumption, and has continually organized various projects and activities for the social community.

6.2.7 Supervision of Subsidiaries and Associated Companies

With a full commitment to protecting the investment and supervising the operations of its subsidiaries and associates to comply with applicable laws, regulations, and procedures fully, efficiently and effectively under Company policies, the following mandatory measures are implemented.

- 1 There shall be representatives from the Company to serve as directors of the boards of all subsidiaries and associates. The qualifications of representatives shall be thoroughly reviewed and approved for appropriateness of each subsidiary and associate by the Company's Board of Directors.
- 2 These representatives in subsidiaries and/or associates shall take full responsibility for the following:
 - 2.1 Ensure that their responsible subsidiary and/or associate operates in line with the direction, strategic objectives and operating plan approved by the Company.
 - 2.2 Attend the meetings and exercise voting rights accordingly in all key meetings of subsidiaries and/or associates.

2.3 Ensure that each subsidiary and/or associate has adequate efficiency and stringency of the internal control system and risk management system.

2.4 Ensure that each subsidiary and/or associate executes all activities in full compliance with regulatory controls and principles of the Stock Exchange of Thailand and the Securities and Exchange Commission on transactions, acquisition or disposition of assets, and related-party transactions, including oversee each subsidiary and/or associate discloses significant information with accuracy and in a timely manner; the financial positions, statements and performance, related-party transactions, acquisition or disposition of assets and other significant transaction such as an increase of capital, a decrease of capital, and company dissolution.

3. Notify the Company promptly in case where each subsidiary and/or associate shall disclose any financial transactions to the Stock Exchange of Thailand in compliance with the regulatory control.

6.2.8 Prevention of Conflicts of Interest

The Board realizes the importance of preventing conflicts of related parties, namely the Board of Directors, Management and Company's employees by defining management measures to ensure that the Company has transparent business management in the best interests of all shareholders. The Company has disclosed details on this matter under "8.1.4 (1) Prevention of Conflicts of Interest".

6.2.9 Prevention of Use of Inside Information

The Company has a clear policy regarding the proper use of authority through several channels including corporate governance, Company's Code of Conduct, various announcements from the Securities and Exchange Commission or other related agencies, internal communications, and the organizational culture so that all employees are aware of equal treatment of shareholders without seeking benefits from inside information. The Company has disclosed details in this matter under "8.1.4 (2) Prevention of the Use of Inside Information".



6.2.10 Intellectual Property or Copyright

The Company has a policy to comply with the laws regarding non-infringement of intellectual property or copyrights, including discouraging employees from infringing the intellectual property or copyright of others without permission, which is stipulated in the non-disclosure agreement which the Company requires all employees and executives to sign.

6.2.11 Privacy Policy

The Company recognizes the importance of personal data protection and complies with the laws and personal data protection rules under the Personal Data Protection Act. B.E. 2562 ("Personal Data Protection Act"). The Company has taken the following actions :

1. Prepared a personal data protection policy and regulations on the protection of personal data. This sets out the procedures for personal data concerning matters such as collecting, using or disclosing personal data, rights of the data owner, the deletion or destruction of the data, and handling of personal data breach incidents.
2. Appointed the Executive Vice President to serve as the Company's Data Protection Officer (DPO) with working groups from various departments throughout the organization.
3. Determined the roles, duties and responsibility of the Data Protection Officer, who is primarily responsible for managing and supervising employees regarding the protection of personal information of the Company to comply with the personal data protection policies and procedures. The Data Protection Officer gives a guideline for decision-making on personal data protection such as compliance with the rights of data subjects, dealing with the personal data breach incidents, strengthening the corporate culture of personal data protection, and representing the Company in liaising with the office of the Data Protection Commission.
4. The regulations are reviewed and revised once a year or when there is a significant change to comply with relevant laws and to be up-to-date.
5. Determine penalties if there is a violation. Failure to comply with the rules and regulations set by the Company will be disciplinary sanctions, including warning, punishment, suspension, termination and possible legal action.

The Company discloses a full privacy policy on the Company's website. In addition, the Company provides knowledge and understanding of information security to the head of staff in each department. Also, it has prepared a Non-Disclosure Agreement for all employees to know and sign to encourage employees to be aware of and strictly comply with the agreement to prevent leaks of various company information to unrelated third parties. In addition, the Company organized training to provide knowledge and understanding of data security for employees. In 2023, the Company invited a knowledgeable guest speaker to educate employees on the topic of organization PDPA practices, which employees from all departments attended.

6.2.12 Information Technology Security System Policy

With more concerns about threats from cyberattacks, protection of our Information Technology system is a priority to ensure that our system is safe, sound and credible and that all data and digital information assets are properly taken care of. The Company announced a policy and operating procedures on Information Technology system security and the use and interface with computer networks, enforcing compliance by all employees, contractors, and others under service level agreements with the Company. Monitoring and inspection are put in place to track all the interfaces with reports reviewed by internal and external auditors annually and submitted to the Audit Committee and the Board at least once a year or whenever there is a key concern. In addition to database system protection, the Company put in place a disaster recovery plan (DRP) under any emergency where the system is totally down. DRP demands an annual drill to ensure data and operating system recovery without interruption and the least possible damage to the Information Technology system and the business. The Company discloses a full Information Technology security system policy on the Company's website.

6.2.13 Tax Policy

The Company is fully committed to complying with all laws and regulations pertaining to taxation and tax-related rules set forth by various authorities within Thailand and the countries where the Company operates. Tax-related issues, including tax audit and transparency, are managed carefully under the risk management system. As a good corporate citizen with responsibility for society, stakeholders,



and sustainable development goals, our tax policy is defined with 3 main components:

Tax Governance: The Company has designed its tax recording and tax filing with accuracy, thoroughness, and timeliness strictly under tax laws, with no intention to seek profiteering from tax loopholes or tax havens for tax avoidance, including operate under a fair pricing agreement with suppliers in good faith, under the arm's length principle, for transfer prices in transactions between partnering companies or related parties. Moreover, the Company encourages employees to regularly update their knowledge and understanding of tax laws through series of training.

Tax-Related Risk Management: A tax-related risk management process is effectively designed to range from risk assessment to risk control. Identification of tax-related risks is thoroughly determined from all activities which may generate risks. Wherever possible, respective measures are triggered to eliminate or control the risk level to the risk appetite. Process efficiency is routinely evaluated for further improvement.

Tax Transparency: The Company is fully committed to disclosing its tax policy to the public, conducting tax filing accurately and transparently to the authority, and revealing all tax reports completely under applicable laws and regulations, including full disclosure in association with the financial statements under generally acceptable accounting principles.

The Company discloses a full tax policy on the Company's website.

6.3 Code of Conduct

Committed to transparent, straightforward, and fair business conduct, the Company has defined a code of conduct

as work guidance for directors, management, and employees, with the following scope of policy and guidelines:

1. Compliance with applicable laws, rules, and regulations as well as Company directives
2. Anti-fraud and corruption
3. Prevention of conflicts of interest
4. Whistleblowing
5. Non-discrimination and responsibility to stakeholders
6. Confidentiality and insider trading
7. Anti-unfair trade competition
8. Regard for safety, occupational health, and work environment
9. Data and information transformation system security and intellectual property
10. Code of conduct and guidelines for
 - 10.1 Directors
 - 10.2 Management
 - 10.3 Employees

The Company discloses the full version of the code of conduct on the Company's website as an additional reference source for directors, management, and employees to efficiently implement. It has also staged promotional activities for compliance, including

- An orientation session for new hires contains a topic on the corporate governance code and the Company's code of conduct for understanding and practice
- An electronic mail communication channel for employees to acknowledge guidelines under the Company's code of conduct
- An activity via the Company's intranet system, notably the PR on the Company's code of conduct and corporate governance code on the welcome page
- Monitoring of compliance via the performance control by the head of each department and the mechanism of Internal Audit to track and assess.



Tracking compliance with the code of conduct annually, the Company has assigned Internal Audit and System Development to also monitor such compliance under its audit duty. The Audit Committee acknowledges such findings along with remedial advice. Finally, in 2023 the Company's external auditor, which is a third-party agency, also assessed such compliance. This year there was no additional issue needing clarification.

6.4 Key Changes and Development of Policy, Guidelines, Corporate Governance Code in the Previous Year

6.4.1 Key Changes and Development of Policy, Guidelines, Corporate Governance Code, or Sub-Committee Charters in the Previous Year

Recognizing the significance of improved corporate governance of the Company, the Board observed international-standard practices in addition to the Corporate Governance Code for Listed Companies of 2012 of the Stock Exchange of Thailand and the Corporate Governance Code for Listed Companies 2017 (CG Code). In 2023 the Board revised its policy, guidelines for corporate governance, Board and sub-committee charters, and elevated assorted work processes for the Company's continual corporate governance code, as detailed below:

1. Improved processes to conform to the Corporate Governance Report (CGR) criteria and the Corporate Governance Code for Listed Companies of 2012, notably organization of the Annual General Meeting in the hybrid format (physical and E-AGM), appointment of 1 female director, and adjustment in the number of Board meeting days to 6 or more times a year.
2. Improved the charters of the Risk Management and Sustainable Development Committee so that the committee's authority, duties, and responsibility may be more specific, comprehensive, and current; the Board charter was also improved on the part of the age of directors for greater clarity and suitability.
3. Improved and defined 14 policies on the environment, social, and corporate governance and economic, including a policy on organizational development



toward sustainability, a policy and guidelines for environmental stewardship, a policy on safety, occupational health, and work environment, and a supplier code of conduct. These were rolled out on 11 May 2023, and publicized on the intranet as well as the Company's website.

4. Declared the Company's intention to join Thai Collective Action Against Corruption (CAC) as part of the resolution of corrupt practices in Thailand's business sector. To elaborate, the Company prepared the anti-corruption policy and guidelines, making it the duties and responsibility of all directors, management, and employees to acknowledge, master, and strictly conform. The policy and guidelines were publicized on the Company's intranet and website to efficiently educate directors, management, and employees. Besides, the Company improved the whistleblowing policy and process for handling complaints, which forms part of the anti-corruption policy and measures for greater efficiency of the complaint process.
5. Advocated and urged the improvement and development of sustainability actions for greater competitiveness and establish investment attractiveness and recognition by all investors and stakeholders. As a result, the Company earned selection for assorted national and international awards, namely 1) Quantified to be in FTSE4GOOD Emerging Markets Index and FTSE4GOOD ASEAN 5 Index 2) ESG Rating Index "BBB" level attested by MSCI 3) ESG Risk Score "Low Risk" attested by Morningstar Sustainability 4) SET ESG Rating "A" level attested by the Stock Exchange of Thailand 5) the selection to the ESG100 group of securities, attested by Thaipat Institute 6) Evaluated corporate governance report as "Excellent" attested by Thai Institute of Directors.



6.4.2 Other Actions Regarding Corporate Governance Code

The Company required the Board to annually review the implementation of 8 principles under the corporate governance code. In 2023, the Board reviewed this at Board Meeting No. 7/2023 on 21 December 2023. It was found that the Company had largely observed the corporate governance code, except for certain matters that were found impracticable, as detailed below:

Item not yet be Implemented	Board's View and Rationale
1. The Chairman of the Company is not an independent director	In the Board's view, Mr. Naporn Sunthornchitcharoen, Chairman, is qualified and suitable in competence, experience, and proficiency. Nevertheless, for consistency with the guidelines and greater confidence that the Board's activities favor free decision-making discretion, the Board has appointed an independent director (Mr. Bundit Pitaksit) to jointly deliberate the fixing of all Board meeting agenda.
2. The Company has no policy limiting the terms of independent directors	The Company has no policy limiting the terms of independent directors because of its clear and stringent qualifications of independent directors. Besides, each director is completely qualified under the Company's requirements: capability, competency, diverse work experience, and mastery of company business, all of which enable them to ably apply their expertise to develop and scale up the Company's operations.