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CORPORATE GOVERNANCE POLICY
ETHICAL AND BUSINESS CODE OF CONDUCT

Revision 2021

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(original)

Acknowledgement and Conformity Form

I have received and read this Frasers Property (Thailand) Public Company Limited Corporate Governance Policy, Ethical and Business Code of Conduct Handbook. I understand, acknowledge and will comply with these practices.

Signature:
(.....)

Position:

Department:

Date:

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(copy)

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Frasers Property (Thailand) Public Company Limited and its group companies Hereinafter collectively referred to as the “Company”, it is committed to conducting business with fairness and responsibility to all stakeholders. develop good service and quality to customers as well as encouraging directors, executives and employees of the Company to adhere to the principles of good self-conduct according to good corporate governance guidelines. Therefore, a manual on good corporate governance, ethics and business ethics has been prepared. with purpose, This is a Code of Conduct that everyone has a duty to strictly follow. which prevents any action that may be detrimental to the operation and the reputation of the company both now and in the future

The Company expects that operating under good governance and ethics will result in recognition from customers, partners, and other stakeholders. related, including the employees themselves. This will result in the company being able to grow sustainably.

Board of Directors reviewed and approved the announcement of the good corporate governance manual and ethical standards and this Code of Business Conduct. Effective from November 9, 2021 onwards. In addition, the Board of Directors thinks that ethical standards and codes of conduct in business conduct should be regularly reviewed every year in order to be appropriate for the changing circumstances.

Mr. Chainoi Puankosoom
Chairman of the Board

Mr. Thanapol Sirithanachai
Country Chief Executive Officer

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THE COMPANY'S CORPORATE GOVERNANCE POLICY

The Company's Board of Directors ("the Board") believes that the Good Corporate Governance ("CG") principles can boost the Company's growth and long-term shareholder value, by taking into account the interests of all Company stakeholders. Therefore, the Board has established the Company's CG Policy and Practice as a guideline for the Company personnel. The Directors, Management, and employees shall implement as follows:

1. The Board, Management, and employees shall implement all five Principles of the Company's good CG practices: rights of shareholders, equitable treatment of shareholders, role of stakeholders, disclosure and transparency, and responsibilities of the Board.
2. The Board shall establish the Company's Ethical Standards and Business Code of Conduct, which the Board, Management, and employees must comply with, in prevention and management of conflicts of interest and connected transactions or related transactions with the Company's rules and regulations.
3. The Board shall be the ethics role model and shall perform its duties in accordance with the Company's good CG guidelines, as well as oversee and resolve conflicts of interest and connected transactions. (in the Appendix)
4. The Board shall perform its duty with dedication, accountability, and independence. There shall be a clear segregation of role and responsibility between the Chairman of the Board ("The Chairman") and the Top Executive.
5. The Board shall set an appropriate staff selection system for all key management positions at all levels with transparency in the nomination procedure.
6. The Board plays a vital role in formulating the Company's vision, strategies, policies, and plans while taking into consideration the risk factors and establishing appropriate risk management, as well as ensuring that the accounting systems, financial reports, and accounting audits are all reliable.
7. The Board may appoint Sub-Committees, as deemed appropriate, to assist in reviewing critical matters.
8. The Board performs an annual self-assessment to be used as a framework for reviewing the Board's performance to enhance its effectiveness.

9. The Board shall ensure that the important information relevant to the Company, including financial reports and non-financial information, is disclosed correctly, reliably and on a timely basis so that the shareholders and other stakeholders can access such information equally. Furthermore, the Public Relations unit and the Investor Relation Department are responsible for providing information relevant to the Company to the general public and all investors.
10. The Board shall establish an efficient anti-corruption system to ensure anti-corruption awareness to be implemented by Management.
11. The Company's shareholders shall receive equitable treatment, and have the right to access the Company information through easy-to-access channels.

THE COMPANY'S ETHICAL STANDARDS

Having good Corporate Governance, the Company established Ethical Standards for the Board, Management and employees to abide by as a Company value, together with the Company's rules and regulations, to ensure transparency, fairness and efficiency as follows:

1. Adherence to moral and ethical principles
2. Good conscience, honesty and responsibilities
3. Uphold the benefit of the Company, with no conflict of interest
4. Abide by correctness, fairness and legitimacy
5. Equitable, non-discriminative treatment of stakeholders
6. Disclosure of all important information appropriately, correctly, and sufficiently without distortion of facts
7. Aim for successful results with the Company's quality standard, transparency and auditable management systems

SECTION 1

GENERAL STATEMENT

GENERAL STATEMENT

1. Vision and Objective

1.1 Vision

The Company's vision is to be the leading company in developing and providing rental services of industrial properties of international quality by taking into account the social and environmental impacts, as well as maximizing returns to the investors.

1.2 Mission

To be a leading Provider of smart industrial platform, committed to deliver end-to-end solutions serving customer's demand in industrial 4.0 under good corporate governance best practices to 2020 in providing factories and warehouses of international quality for rent, coupled with associated services according to tenant's demand, and to maintain its position as the leader in developing and providing rental services of industrial properties of international quality in Thailand, with consideration of good Corporate Governance for the benefits of all stakeholders.

2. Values

C	:	COLLABORATIVE	We believe in teamwork and take ownership, together. We help each other. We partner with our colleagues, customers and stakeholders to create shared value. And we stand stronger together.
R	:	RESPECTFUL	We put our customers at the heart of everything we do. We listen. We believe in each other's expertise. Our legacy inspires us.
P	:	PROGRESSIVE	We are curious and actively seek opportunities to innovate. We are responsive and purposeful. We are pro-active, not reactive. Naturally, change is our friend.
R	:	REAL	We are authentic in our dealings. We celebrate diversity. You can rely on us to do what's right and we take your trust seriously. We are what we do.

3. Instructions and Mechanism for the Company's Corporate Governance and Ethical Standards and Business Code of Conduct Handbook

Hierarchical superiors in any department are responsible for overseeing and supporting their subordinates to strictly follow the Company's Corporate Governance and Ethical Standards and Business Code of Conduct.

In event of violation, the behavior characteristics, intention, avoidance, ethics, misunderstanding, motive, career position, age, past behavior record, adverse effect of the violation, and other related factors may be taken into consideration.

The Company cannot specify all incidents or situations in the Business Code of Conduct handbook. The Company personnel shall take into consideration that if they find any difficulty in making decisions, they shall first employ their own judgment before proceeding by asking the following questions:

- Is it against the law?
If the answer to the above question is "yes", they should refrain from acting in the situation.
- Is it against the Company's policies?
If the answer to the above question is "yes", they should refrain from acting in the situation.
- Is it against the Company's values or Company's culture?
If the answer to the above question is "yes", they should refrain from acting in the situation.
- Could it have any adverse effects on the Company's stakeholders?
If the answer to the above question is "yes", they should refrain from acting in the situation.
- Could it have any adverse effects on the Company's reputation?
If the answer to the above question is "yes", they should refrain from acting in the situation.
- Could it initiate any undesired Company culture in the future?
If the answer to the above question is "yes", they should refrain from acting in the situation.

In the event that any Company personnel have doubts whether a certain action complies with the good practices or code of ethics presented in this handbook, they should seek advice from colleagues, direct supervisors or directors. Management is responsible for advising their subordinates or consulting with Human Resource Department, Corporate Governance Department, Managing Director and the Company Secretary.

In event of violation, the behavior characteristics, intention, avoidance, ethics, misunderstanding, motive, career position, age, past behavior record, adverse effect of the violation, and other related factors may be taken into consideration. In event that a failure to comply with these principles is discovered and is confirmed by the results of a fair investigation, the Company personnel may be discharged, and prosecuted by legal action. the Company personnel may be discharged, and prosecuted by legal action.

The Company may review the Corporate Governance Manual. Code of conduct and business ethics to suit the changing circumstances.

SECTION 2

**THE GOOD CORPORATE GOVERNANCE
OF THE COMPANY**

THE GOOD CORPORATE GOVERNANCE OF THE COMPANY

Meaning

Good Corporate Governance is setting structures and processes for the relationships between the Board, Management, employees and shareholders to boost the Company's long-term shareholder value, taking into account the interests of stakeholders.

The principles of good Corporate Governance are presented in five categories:

1. Rights of shareholders
2. Equitable treatment of shareholders
3. Role of stakeholders
4. Disclosure and transparency
5. Responsibilities of the Board

The importance of good Corporate Governance

1. Improve the management systems to be transparent and internationally comparable, enhancing competitiveness and eliminating conflicts of interest, if any.
2. Create trust and confidence among domestic and foreign investors, by encouraging communication among the Company and its stakeholders, to boost the Company's share value.
3. A tool to measure and monitor the Company's performance, helping to improve the operational efficiency.
4. Set the Board's and the Management's responsibility framework to all stakeholders so that their authority shall not exceed their position.

Good practices in accordance with the Company's good Corporate Governance principles

1. Rights of shareholders

Shareholders have the right as owners of the Company to attend the Shareholders Meeting to set the direction of business through the Board of Directors, elected by the shareholders. Shareholders

have the right to make decisions on matters that have a significant impact on the Company. The Shareholders Meeting is an essential opportunity for shareholders to communicate, express their opinions, ask questions and make decisions on the Company's key matters. Therefore, shareholders shall have sufficient time for consideration and acknowledge the resolutions executed therein.

- 1.1. The Company must not act in such a way that restricts shareholders' access to its information; shareholders shall receive adequate information on procedures governing the meetings and all items on the agenda, along with complete supporting data, at least 7 days prior to the meeting, or not less than 14 days prior to the meeting in the event that the notice of the meeting contains a special agenda, in accordance with the Company Articles of Association. The Company shall provide various communication channels for shareholders to ask questions regarding the Shareholders Meeting.
- 1.2. The Board shall facilitate the participation of shareholders in the meeting. The meeting venue shall be in Bangkok or nearby provinces which are conveniently accessible and can accommodate all shareholders.
- 1.3. The Company shall not act in such a way as to restrict access to information or attendance at the Shareholders Meeting. Shareholders shall be able to attend any meeting session, be given equal opportunities to express their opinions, ask questions, and vote at the meeting. The Chairman of the meeting shall allocate sufficient time and encourage shareholders to participate in the meeting.
- 1.4. Shareholders shall have the right to vote separately on each item on the agenda. Voting procedures and equipment for the election of directors shall be transparent, convenient, efficient and effective. The equipment shall be able to compute the results in a timely manner so they can be promptly presented to the shareholders.
- 1.5. The Directors, Sub-Committees, and the Company Secretary shall attend the Shareholders Meeting, or provide acceptable reasons for not doing so, to answer shareholders' questions and acknowledge their opinions.
- 1.6. Shareholders shall have the right to consider remuneration of the Board annually, in cash and non-cash items, such as regular compensation, meeting allowance, bonus and other compensation.

2. Equitable treatment of shareholders

The Company shall treat all shareholders equally regardless of gender, age, race, nationality, religion, beliefs, political opinions, or disabilities. If shareholders cannot attend the Shareholders Meeting, they shall be entitled to appoint a proxy to attend the Shareholders Meeting.

2.1. Every shareholder has the right to receive information and documents either in Thai or in English. The documents provided for foreigners shall be translated into English.

2.2. Shareholders shall be entitled to appoint a proxy to attend the Shareholders Meeting. Alternatively, they may appoint an Independent Director as their proxy, and request the background and personal information of the Independent Director for their consideration.

2.3. The Board must encourage minority shareholders to propose additional agenda for the meeting and to nominate candidates for the position of director in compliance with the applicable laws and the Company's regulations or rules.

2.4. The Company recognizes a great importance to the governance on the use of inside information in accordance with a principle of good corporate governance. It adheres to the principles of business ethics and ensures that investors in the Company's securities receive information disclosure, regarding the inside information set forth by the Stock Exchange of Thailand that is correct, immediate, equitable, and sufficient. In order to comply with the implementation guidelines on the information disclosure and protection of information that may affect the price of securities, together with guidelines for considering actions in a manner that does not take advantage of other persons; the Company has set rules for securities trading of directors, executives, and employees in accordance with the laws. Details are as follows;

2.4.1 Directors, executives, and employees must not use the Company's inside information that are material to the changes in price of securities which have not yet been disclosed to the public or the Stock Exchange of Thailand for trading of the Company's securities which brings interests for oneself and others.

2.4.2 No director, executive, or employee who has gained knowledge of the Company's financial statements uses or allows others to use such information for trading the Company's securities either for the interests of oneself or others in the 30 days prior to the public release of the financial statements. And the Company's securities must not be traded until 24 hours have passed after the financial statements have been disclosed to the public. The Company will notify its directors, executives and employees in advance before the security trading restriction period. Moreover, directors and Executives perform the duty to report the holdings of securities, issued by their companies, spouse, or cohabitant as husband and wife including the underage children to the Office of the Securities and Exchange Commission.

2.4.3 The Company has strict rules on computer system security and information disclosure for preventing sensitive information from being disclosed. Those involved with the inside information must not disclose the information until such information has been informed to the Stock Exchange of Thailand. In the event that directors, executives, or employees misuse the inside information of the Company, the strict measure on penalties will be enforced. If there is a violation of the aforementioned regulations, the Company will consider as a serious disciplinary offense which may be subject to the disciplinary action and as required by law. In regards, the Securities and Exchange Act, B.E. 2535 (1992) stipulates that directors and executives are required to report their securities holdings of listed companies where such directors and executives hold positions when taking office within 30 business days and it must be reported every time when trading securities within 3 business days to the Office of Securities and Exchange Commission.

2.4.4 Directors and executives are responsible for ensuring that their spouses or cohabitants as husband and wife are aware and understand the policy on suspending the trading of the Company's securities.

3. Role of stakeholders

Company business involves several parties, including shareholders, Directors, Management, employees, creditors, customers, business partners, competitors and the community. Each party has different needs and interests so that the policy shall be established appropriately for each stakeholder in a fair manner.

- 3.1. The Company must set communication channels sufficient to communicate effectively with each group of stakeholders.
- 3.2. The Company aims to improve its products and services, and set the payment appropriately to the situation, not taking advantage of its customers. In addition, the Company shall operate fairly in its best interests without taking advantage of its business partners.
- 3.3. The Company must consider employee welfare and not take advantage of its employment agreement. Remuneration shall be set fairly and appropriately to the employees' capability in order to maintain their motivation. Training shall be provided to enhance the employees' capacity. Furthermore, the Company shall provide a standard of safety and discipline in the workplace. An appropriate compensation plan shall be drawn up in the event that the employee has to cease working in the company for any reason.
- 3.4. The Company must establish a Corporate Social Responsibility unit to support and contribute benefit to the community and society as a whole. The Company shall have a

sustainable plan to preserve the environment, especially when the Company's business has an adverse effect on the environment.

- 3.5. The Board shall establish communication channels so that all stakeholders can contact or complain directly to the Board. These channels shall be disclosed clearly.

4. Disclosure and transparency

The Company has an obligation to disclose all information appropriately, correctly and sufficiently without distortion of facts so as to support stakeholder's decision-making. Disclosure indicates operational transparency, which is a key factor for building investor trust and an inspection mechanism for the Company.

- 4.1. The Board has a duty to disclose financial and non-financial information in an adequate, reliable and timely manner, so that all shareholders and stakeholders shall obtain information equally in accordance with the law, regulations and rules of the Company and related state agencies. The Company shall update its website regularly to ensure that the shareholders can search for updated information for their consideration and can contact the relevant department easily.
- 4.2. To regularly and efficiently provide important information about the Company's operating performance to shareholders, investors, employees, related parties and the general public. Furthermore, the Investor Relations Department shall be responsible for providing investment and operating information to institutional investors, security analysts and shareholders through convenient and accessible communication channels.
- 4.3. The Board must prepare the audited financial statements, Auditor's Report and Message from the Chairman, for the Shareholders Meeting for consideration and approval.
- 4.4. In the Company's annual report, the Company must present the financial performance of the Company, the Statement of Director's Responsibilities concerning the Company's financial report, the Independent Auditor's Report, the Management Discussion and Analysis (MD&A), the Report of the Audit Committee on Corporate Governance, and the meeting attendance record of the Board and/or the Sub-Committees compared to the previous year's record.
- 4.5. Members of the Board must disclose changes in shareholdings of the Company's securities in accordance with the Securities and Exchange Commission ("SEC") regulations and report such changes to the Board.

5. Responsibilities of the Board

The Board must consist of directors with a variety of qualifications, which include skills, experience and expertise that are useful to the Company, and shall perform its duties with dedication. The Board is appointed by the shareholders to oversee the Company's business. The Board appoints the Management in charge of business operations; the Sub-Committees to be accountable for specific matters; the Company's Auditor; and the Company Secretary to arrange meetings and compliance with laws and regulations. The Company may review the Corporate Governance Manual. Code of conduct and business ethics to suit the changing circumstances.

5.1 Composition, Qualification and Appointment of the Board

The Board, led by the Chairman, must give direction and manage the operation to be effective and efficient to achieve the success and add value for shareholders and other stakeholders.

- 5.1.1. The Board shall be composed of at least five directors, which are not less than one-third of the total directors and not less than 3 members shall be Independent Directors. The independent directors shall be well-educated, skillful, and have diverse experiences that will be beneficial to the Company's operations wide range of experience.
- 5.1.2. The Board shall be comprised of those who have the necessary skills, experience and ability sufficient for managing the Company's business. Furthermore, at least one Board member shall have accounting and or related financial management skill.
- 5.1.3. Each director must be qualified in accordance with the Public Company regulation and the Standard Qualifications for State Enterprise Directors law. Directors must have no record of suspicion concerning any behavior breach of the Fiduciary Duty, according to the Securities and Exchange Commission.
- 5.1.4. The appointment of Board members must be transparent. The Nominating Committee shall initiate the nomination process and nominate candidates for the position of Director. The list of candidates shall be provided to the Board for consideration and presented at the Shareholders Meeting for approval. However, if a director position becomes vacant for reasons other than retirement by rotation, the Board shall approve the nomination of a new director.
- 5.1.5. Within three months after appointment, the new director shall be given the necessary information to perform their duties efficiently.

5.1.6. The profile of all directors must be disclosed in the Annual Information Disclosure or Annual Report and on the Company's website.

5.2 Independence of the Board

Directors shall express their opinions independently and vote in matters which they have authority to manage. If their decision-making is made under pressure from other office staff, family or a conflict of interest, the decision-making may be distorted to be biased toward themselves. The independence of directors is a major concern in order to protect the welfare of shareholders and the Company.

5.2.1. To ensure that the Board, led by the Chairman of the Board, can effectively and efficiently manage the operation, the roles and responsibilities of the Chairman of the Board shall be clearly different from those of the Top Executive.

5.2.2. Independent directors must be able to access the financial information and other business matters so that they can express their opinion independently in order to protect stakeholders' value. They shall attend the Board Meeting regularly.

5.2.3. Independent Directors must be qualified in accordance with the notification of the Capital Market Supervisory Board, the SEC, and the Stock Exchange of Thailand ("SET") (in the Appendix). They shall monitor and ensure that all shareholders be treated equally, and that there be no conflict of interest between the Company and the Management or major shareholders, or other companies which have the same groups of Management. Independent Directors must freely express their opinion in meetings.

5.3 Roles and Responsibilities of the Board

The Board shall act professionally on behalf of the shareholders to steer the Company's operations and make decisions on important matters, and safeguard the benefits for all stakeholders. Furthermore, the Board is accountable for overseeing management operations, risk management and determining remuneration.

5.3.1. New directors shall attend orientation classes regarding business operations of the Company.

5.3.2. The directors shall conduct their duties in compliance with all laws, objectives and the Articles of Association of the Company, as well as comply with resolutions of

the Shareholders Meetings with honesty and integrity and carefully safeguard the benefits of the Company to ensure fair accountability towards all shareholders.

- 5.3.3. The Board must dedicate time and effort to formulate vision, direction and strategies of the Company's operations, by reviewing them every year. Additionally, the Board is accountable for seeking useful information for the Company, and considering any potential risk to ensure that the Management can implement the determined vision, direction and strategies efficiently.
- 5.3.4. The Board shall formulate policies and direction for the Company's operations, and also monitor and supervise the Management to function in accordance with such policies and regulations with efficiency and effectiveness, under the principles of good Corporate Governance, to maximize economic value and shareholders' wealth.
- 5.3.5. Be a head of the Company and a role model in performing their own duties in accordance with the Company's regulation, in line with the good Corporate Governance of the Company.
- 5.3.6. Be a director who undergoes continuous training, either internal or external, in order to improve his own performance and thus to be a role model for employees.
- 5.3.7. Arrange effective and reliable accounting systems, financial reports, accounting audits, internal control and internal audit systems.
- 5.3.8. Consider the Company's significant risk and setting out a risk management process throughout the Company. The Board shall ensure that the Management has an efficient risk management process, and seeks business opportunities that may arise.
- 5.3.9. A dividend payment shall be made to shareholders when the Company has sufficient profits, and no accumulative losses, by taking into account the Company investment and cash flow management.
- 5.3.10. The Board shall oversee and resolve conflicts of interest, connected transactions, and other significant transactions to ensure the best shareholder and stakeholder value.
- 5.3.11. Independent and other external directors are capable of using their judgment with an independent opinion in determining matters such as setting out strategies, operational tactics, resource utilization, nomination of directors, including setting up performance standards for the Company. They also have to be ready to oppose any

acts of other directors or the Management on issues affecting the equity of shareholders.

- 5.3.12. Report and update the “Report on the interests of Director and Management” to the Company, in compliance with the Company’s criteria.
- 5.3.13. Ensure that the Management treats all stakeholders ethically and equitably.
- 5.3.14. Review the Company’s Good Corporate Governance Policy regularly.
- 5.3.15. Set out and effectively oversee the anti-corruption system to ensure Management awareness and attention to the anti-corruption scheme; embed the Company anti-corruption culture.
- 5.3.16. Set out and oversee when the company receives a complaint.
- 5.3.17. Comply with the anti-corruption measures and punish when noncompliance occurs.
- 5.3.18. Appoint the Company Secretary to take care of the Board’s and the Company’s activities such as the Board Meeting and the Shareholders Meeting; also assist the directors and the Company in performing their duties as required by law and related rules and regulations from time to time. Furthermore, the Company Secretary is accountable for supporting the directors and the Company in disclosing all information accurately, completely, transparently, and providing it in a timely manner.
- 5.3.19. Report the Company’s performance to Shareholders Meetings and via the Company’s annual report.
- 5.3.20. Provide easy-to-access channels that are appropriate for shareholders.
- 5.3.21. Board self-assessment and the Top Executive’s performance evaluation should be conducted regularly, at least annually, to be used as a framework for reviewing performance to enhance its effectiveness. The result should be disclosed in the Company’s annual report. Furthermore, the Top Executive’s remuneration should be evaluated according to his performance.
- 5.3.22. Seek external professional opinions to make comments or give advice on the Company’s operations at the Company’s expense as necessary.

5.4 Term of office for members of the Board of Directors

At every Annual Ordinary General Meeting of shareholders, one-third of the total number of directors shall retire by rotation. In case the number of directors is not a multiple of three, the number nearest to one-third shall retire and the director who has served the longest period in the office shall retire. A retiring director is eligible for re-election. The board should establish the policy that the tenure of an independent director should not exceed a cumulative term of nine years from the first day of service. Upon completing nine years, an independent director may continue to serve on the board, subject to the board's rigorous review of his/her continued independence.

Apart from retirement by rotation, the directors shall vacate office upon:

- Death;
- Resignation (effective as from the day that the Company receives the resignation letter);
- Loss of qualifications or disqualification under Section 68 of the Public Limited Company Act. B.E. 2535 (1992);
- Removal by a resolution of the shareholders' meeting under Section 76 of the Public Limited Company Act. B.E. 2535 (1992);
- Removal by a court order.

If a vacancy on the Board of Directors occurs for any reason other than retirement by rotation, the Board can consider appointing another director who is fully qualified to replace the resigning member. The substitute member shall have membership for the remaining term of service of the resigning member. In the case where vacancies in the Board result in the number of directors being below the number required to constitute a quorum for a meeting, the remaining directors may act in the name of the Board, in respect of the arrangement for holding a Meeting of Shareholders for the purpose of electing directors. The vacancies must be filled within one month from the date on which the vacancies fall below the number required to constitute a quorum. The new director(s) shall hold office only for the remaining term of the replaced director(s).

5.5 Establishment of Sub-Committees

To ensure efficient operations, the Board has set up Sub-Committees as follows:

5.5.1. Executive Committee shall be appointed by the Board and composed of members with managerial skills; the Management can be part of the Executive Committee.

Roles, duties and responsibilities of the Executive Committee

1. Undertake action assigned by the Board.
2. Strictly comply with laws, objectives, rules and regulations of the Company.

Term of office for members of the Executive Committee

- 1) Executive Committee who is a Company Director, shall have the term of office for 3 years and vacates office upon the expiration of term or upon retirement from the directorship of the Company or when the Board of Directors resolves to vacate office. He or She may be re-appointed by the Board of Directors as necessary and appropriate .
- 2) In the event that the position of the Executive Committee is vacant due to reasons other than the retirement by rotation under 1), the Board of Directors shall appoint a person with full qualifications as detailed in the Executive Board Charter, served as an Executive Committee to replace the vacant position. The person elected to replace the Executive Committee shall hold office only for the remaining term of the Executive Committee whom he or she replaces.
- 3) Executive Committee who is a senior executive of the Company, shall have a term of office as long as holding a position as an executive of the Company unless the Board of Directors resolves otherwise.

5.5.2. An Audit Committee shall be appointed by the Board and comprised of at least three independent directors, with at least one member having financial and accounting expertise. The Audit Committee members must bear independent qualifications in accordance with notification of the SEC, regarding the qualifications and scope of work of Audit Committees. (in the Appendix)

Roles, duties and responsibilities of the Audit Committee

1. Review the accuracy and adequacy of the Company's financial reports.
2. Ensure that the Company has a suitable and efficient internal control system, internal audit, good Corporate Governance process and risk management system.
3. Review the efficiency and effectiveness of the Information Technology System in relation to Internal Control and Risk Management.

4. Review the Company's compliance with the Securities and Exchange Act, the SET's regulations, and the laws relating to the Company's business.
5. Consider connected transactions, or transactions that may lead to conflicts of interest, to ensure that they are in compliance with the SET's rules and regulations together with the laws relating to the Company's business.
6. Review the risk assessment process and give advice on risk mitigation measures to the Board. The Management shall implement such advice.
7. Review and consider with Management any defects that have been found, and monitor the response by Management.
8. Empower the auditing and investigation of all related parties in accord with the authorization of the Audit Committee, and is authorized in hiring an expert so as to audit and investigate in compliance with the Company's regulations.
9. Consider, select, nominate/discharge and recommend remuneration for the Company's external auditor. The Audit Committee shall meet privately with the external auditor at least once a year, without Management being present.
10. Consider scope of work and plans of the external auditor and the internal audit department in order to ensure cooperation of both parties and ensure there are reductive double operations of financial auditing.
11. Coordinate with the Company's auditors and may advise them to review any significant transactions.
12. If the Audit Committee finds any issue that may affect the financing and performance of the Company, the Audit Committee shall report to the Board to improve it in due course.
13. Oversee the internal control of financial reporting and other processes involved with the anti-corruption measures, including oversee the compliance of anti-corruption policy.
14. Review the relevant measures and internal control to ensure the anti-corruption measures are sufficient and efficient.

15. Regularly report to the Board issues relevant to internal audit results on the anti-corruption measures. Provide suggestions and/or procedures to the Management.
16. Implementation of the Management process regarding the receiving of complaints.
17. The Chairman or a member of the Audit Committee shall attend the Company's Annual General Shareholder Meeting so that shareholders may ask questions related to the Audit Committee or the nomination of the Company's auditor.
18. Evaluate the Audit Committee performance at least one time annually, and report to the Board.
19. Prepare a report for the Audit Committee on Corporate Governance to be included in the Company's annual report, affixing the signature of the Chairman of the Audit Committee. Minimum contents to be disclosed in the report are the Audit Committee's performance, number attending the meetings, attendees and overall opinions of the Committee.
20. Ensure that remuneration for the Company's auditor is disclosed in the Company's annual report.
21. Approve Charter, work plans, budget and manpower of the Internal Audit Department.
22. Consider, select, nominate and evaluate the Internal Audit Manager as well as the independence of the Internal Audit Department.
23. Perform any other acts assigned by the Board, with the approval of the Audit Committee.

Term of office for members of the Audit Committee

1. The term of service of the Audit Committee members is fixed and covers a reasonable period of 3 years. The Audit Committee members may be reappointed for another term depending on the consideration of the Board Meeting but their membership term shall not be automatically renewed.

2. The Board's or the Shareholders' meetings may appoint or remove the Audit Committee members as appropriate.
3. The Audit Committee member shall be vacated from the position upon:
 - Death
 - Resignation
 - Retirement by rotation
 - Termination of the Board membership
 - Loss of qualification or disqualification in accordance with the Company's regulations or the SET's rules and regulations
 - Removal by the resolution of the Board
4. In event that any Audit Committee member wishes to resign before the expiration of his term of service, the resigning member shall give notice thereof to the Chairman of the Board not less than 30 days in advance. The Company shall also report such resignation and send a copy of the resignation letter to the SET.
5. If a vacancy on the Audit Committee occurs for any reason other than retirement by rotation, the Board can consider appointing another director who is qualified to replace the resigning member. The substitute member shall have membership for the remaining term of service of the resigning member. The Company shall also inform such appointment to the SET. In the event of removal by resolution of the Board, the removed member may clarify the reasons to the SET and the SEC.

5.5.3. Compensation and Nomination Committee shall be appointed by the Board, at least one of whom must be an Independent Director.

Roles, duties and responsibilities of the Compensation Nomination Committee

Recruitment

- (1) Set criteria, methodology for selection of the Board and Sub-committee members as well as Top Executive, for the purpose of transparency.
- (2) Nominate Board members and Sub-committee members for the Board and/or shareholders to appoint.
- (3) Recruit those nominees to be the Top Executive for the Board to appoint.
- (4) The Nomination Committee conducts a preliminary screening of candidates with the required qualifications (in the Appendix), knowledge, skills and experience

and then nominates them to the Compensation Committee for submission of the final list to the Board for its consideration and approval.

Compensation Consideration

- (1) Propose policy and criteria for compensation of the Board and Sub-committee members, including meeting allowance, bonus, welfare and other compensation in both cash and non-cash terms, by taking into consideration similar compensation in the industry.
- (2) Determine compensation for the Top Executive.
- (3) Determine cash and non-cash welfare and other benefits for the Company's employees.
- (4) Ensure that the Company has disclosed the policy, principle and rationale underlying the director's remunerations.
- (5) The Board and Top Executive shall not remunerate themselves owing to conflicts of interest. The Compensation Committee shall be responsible for determining compensations. Furthermore, the Company's performance and similar Directors' compensation of listed companies in the industry have been taken into account. The compensation has been initially determined by the Compensation Committee, and proposed to shareholders for approval.

(5.1) The formulation and structure of such compensation shall be fair and reflect the Board's performance and responsibilities. The compensation should be attractive enough to retain suitable directors, and be competitive with the general level in the same industry. The structure of the compensation shall be clear, transparent, and easy to comprehend.

(5.2) Shareholders have the right to consider compensation structures and policies for each directorial position annually. The Board shall propose compensation packages as an item on the agenda for shareholders to consider and approval at the Annual Ordinary General Meeting.

Term of office for members of the Compensation and Nomination Committee

- 1) Compensation and Nomination Committee shall have the term of office for 3 years and vacates office upon the expiration of term or upon retirement from the directorship of the Company or when the Board of Directors resolves to vacate office. He or She may be re-appointed by the Board of Directors as necessary and appropriate.

2) In the event that the position of the Compensation and Nomination Committee is vacant due to reasons other than the retirement by rotation under 1), the Board of Directors shall appoint a person with full qualifications as detailed in the Compensation and Nomination Committee, served as an Compensation and Nomination Committee to replace the vacant position. The person elected to replace the Compensation and Nomination Committee shall hold office only for the remaining term of the Executive Committee whom he or she replaces.

5.5.4 Risk Management Committee shall be appointed by the Board.

Roles, duties and responsibilities of the Risk Management Committee

1. Regulate and support risk management procedure in line with the Company's strategies and objectives, responding to any risk situation change.
2. Consider Risk Management Policy and procedures in all areas, e.g. credit risk, market risk, operational risk, strategic risk, liquidity risk, regulatory risks and other risks.
3. Assess the Company's risks in the areas mentioned in item 2.
4. Define and review risk management tools and guidelines to ensure that they are efficient and appropriate with regard to the overall risk associated with the operation.
5. Determine and review risk limits and corrective measures.
6. Follow up with risk assessments which assume both normal operational mode and crisis situations (stress testing).
7. Evaluate the risk entailed in operating new businesses and trading new products. Furthermore, to define preventive measures to deal with the risk derived from transactions.
8. Review and improve, if needed, the Charter of the Risk Management Committee, and report the amendment to the Board.
9. Risk Management Report shall be presented to the Board. Should any event be likely to have significant impact on the Company, the Board shall be informed immediately.

10. The Risk Management Committee shall set its meeting schedule at least one time per quarter.
11. Review and support Anti-Corruption risk management implementation by assessment of corruption risks and review appropriateness of the anti-corruption measures.
12. A Risk Management Report regarding anti-corruption shall be presented to the Audit Committee. Should any event be likely to have significant impact on the Company, the Board shall be informed immediately.
13. Perform any other acts assigned by the Board.

Term of office for members of the Risk Management Committee

- 1) Risk Management Committee shall have the term of office for 3 years and vacates office upon the expiration of term or upon retirement from the directorship of the Company or when the Board of Directors resolves to vacate office. He or She may be re-appointed by the Board of Directors as necessary and appropriate
- 2) In the event that the position of the Risk Management Committee is vacant due to reasons other than the retirement by rotation under 1), the Board of Directors shall appoint a person with full qualifications as detailed in the Risk Management Committee Charter, served as an Risk Management Committee to replace the vacant position. The person elected to replace the Risk Management Committee shall hold office only for the remaining term of the Risk Management Committee whom he or she replaces.

- 5.5.5. Corporate Governance and Sustainable Development Committee** shall be appointed by the Board; the Management can be part of the Corporate Governance Committee.

Roles, duties and responsibilities of the Corporate Governance and Sustainable Development Committee

1. Propose good Corporate Governance (“CG”) Policy to the Board.
2. Provide suggestions on good CG to the Board
3. Ensure that directors and the Management conform to the good CG principles.

4. Review the Company's good CG practices and guidelines, in line with international standards, and present to the Board.
5. Formulate policy and practice for Sustainable Management ("SM") and Corporate Social Responsibility ("CSR") and present to the Board.
6. Review and follow-up the SM plan.
7. Framing the guidelines and oversee the operations related to anti-corruption in the company.
8. Establish and review the Anti-Corruption Policy. Provide suggestions and guidelines, monitor and assess Anti-Corruption risk compliance at least one time per year.

Term of office for members of the Corporate Governance and Sustainable Development Committee

1) Corporate Governance and Sustainable Development Committee shall have the term of office for 3 years and vacates office upon the expiration of term or upon retirement from the directorship of the Company or when the Board of Directors resolves to vacate office. He or She may be re-appointed by the Board of Directors as necessary and appropriate

2) In the event that the position of the Corporate Governance and Sustainable Development Committee is vacant due to reasons other than the retirement by rotation under 1), the Board of Directors shall appoint a person with full qualifications as detailed in the Corporate Governance and Sustainable Development Committee Charter, served as a Corporate Governance and Sustainable Development Committee to replace the vacant position. The person elected to replace the Corporate Governance and Sustainable Development Committee shall hold office only for the remaining term of the Corporate Governance and Sustainable Development Committee whom he or she replaces.

5.6 Board Meetings and Receipt of Relevant Documents and Information

Every Board member shall attend the Board Meetings on a regular basis, and the Company Secretary is responsible for coordinating the meetings, arranging the venue, and preparing the appropriate documents. Each director shall be informed in advance of the date and agenda of the meeting and receive supporting information.

- 5.6.1. The Board must fully devote its time and efforts, to concentrate on the Company's operations and shall regularly attend the Board Meetings, at least once a quarter or more frequently if deemed necessary. The Company Secretary shall coordinate the meetings and prepare necessary documents and invitations. Each meeting must be constituted by a quorum according to the Company's Articles of Association.
- 5.6.2. The Company secretary prepares the meeting agenda according to the Chairman of the Board's order by consulting with the Chief Executive Officer and considering the director's requests to include other important matters as an agenda for consideration in the next meeting.
- The Chairman of the Board is the person who summons the Board of Directors' meeting by making a letter calling for the meeting together with the meeting agenda signed by the Chairman of the Board or the Company secretary by order of the Chairman of the Board.
- 5.6.3. The Board must allocate sufficient time for Management to present information and for directors to discuss important matters.
- 5.6.4. The Board must receive relevant information at least seven days in advance of each Board Meeting to allow adequate time to study, examine, and decide on important matters, with the exception of urgent meetings.
- 5.6.5. The Board can request documents, information, advice and other services concerning the Company's operations from Management for support in each meeting. The Company Secretary shall collaborate in the delivery of such information for the Meeting. The Board can request independent advice from external advisors as necessary and this expense shall be absorbed by the Company.
- 5.6.6. Directors who may have conflict of interest in any item in the agenda, must not vote or express their opinion on that item and/or shall leave the meeting room when it is discussed.
- 5.6.7. The minutes of the Board Meetings must be clear and contain the resolutions of the meeting and the comments of the Board for reference.

5.7 Management

The Management is authorized to carry out tasks assigned by the Board of Directors under the rules, regulations and Articles of Association of the Company. However, any member of

the Management having a material interest, directly or indirectly, or having a conflict of interests in any matter with the Company/Subsidiaries, as defined by the SEC, has no right to engage in such matter.

Roles, duties and responsibilities of the Management

- 5.7.1. Establish a risk assessment in operational processes where corruption may occur.
- 5.7.2. Establish a process to promote anti-corruption and communicate this to the personnel of the company and its stakeholders.
- 5.7.3. Instruct personnel of the company to comply strictly and continuously with the anti-corruption policy and protection framework.
- 5.7.4. Set out the evaluation and report the results of compliance measures to Corporate Governance Committee regularly.
- 5.7.5. Establish a process for receiving complaints.
- 5.7.6. Review the appropriateness of the procedures and other measures to comply with changes in business, regulatory and legal requirements.

5.8 Company Secretary

The Company Secretary is responsible for arranging Board Meetings and the Annual General Meeting of shareholders to ensure that they are organized in a transparent way and in compliance with applicable law and related regulations.

- 5.8.1. The Board shall appoint the Company Secretary, in accordance with the Securities Exchange Act, to manage the documents for the Meetings, keep and submit a copy of the Report of Interests filed by Directors, Management and other relevant persons to the Chairman of the Board and the Chairman of the Audit Committee within seven days from the date of the Company receiving said Reports. The Company Secretary shall be in charge of other tasks as required by the Capital Market Supervisory Board in accordance with the Securities and Exchange Act. After appointing the Company Secretary, the Chairman of the Board shall notify the Office of the Capital Market Supervisory Board within fourteen days.
- 5.8.2. The Company Secretary is responsible for arranging the Board Meetings and the Annual General Meeting of Shareholders as well as providing legal advice, training and other useful information to the Board.

5.9 Segregation of duties for the Chairman and the Top Executive

Segregation of policy-making duties and day-to-day management will help directors to monitor and evaluate the operating performance efficiently. The position of Chairman and the Top Executive should be held by different individuals.

5.9.1. Roles, duties and responsibilities of the Chairman

1. Oversee the Management's performance, guide and advice. However, the Chairman must not take part in or interfere with day-to-day management, which is the duty of the Top Executive under the authority delegated by the Board.
2. Chair Board Meetings and Shareholders Meetings fairly.
3. Encourage participants to exercise their voting rights and strictly comply with good Corporate Governance principles.

5.9.2. Roles, duties and responsibilities of the Top Executive

1. Efficiently and successfully implement policies assigned by the Board, in accordance with good Corporate Governance principles and fair responsibility to shareholders.
2. Create strategic plans for financial, investment, management and real estate development in accord with the Company's business.
3. Propose important matters for the Board's approval i.e. dividend payment for shareholders, arrangement of shareholder meetings and selecting, nominating and proposing the independent auditor's fees.
4. Approval of important matters concerning the Company operations.
5. Acknowledge complaints, fraud suspicions and questions about Ethical Standards and Business Code of Conduct, by following the process of dealing with the matters of complaint.
6. Authority to order employees at all levels

7. Promote qualified individuals, who have knowledge, skills and experience useful to the Company, to Management.

5.10 Self-assessment of the Board

The Board's self-assessment form is applied from the SET guidelines, and is adjusted to suit the Company business and the Board structure. The results are key factors in enhancing the effectiveness and efficiency of the Board's performance. The assessment of the Board consists of six categories as follows:

1. Structure and qualifications of the Board
2. Roles, duties and responsibilities of the Board
3. Board Meetings
4. Board performance
5. Relationship with Management
6. Director's self-improvement and Management improvement

5.11 Succession Plan

The Board must ensure that the Company has an appropriate nomination process for key management positions at all levels.

The Company must prepare a process for identifying and developing individuals with the potential to fill key business leadership positions in the Company for the succession plan, especially the Management positions, by establishing a policy and development guideline for each person to be ready for a higher position when there are future leadership needs. The Management positions are Managing Director, General Manager and Head of Department or equivalent position.

SECTION 3

**ETHICAL AND
BUSINESS CODE OF CONDUCT**

ETHICAL STANDARDS AND BUSINESS CODE OF CONDUCT

Meaning

The Company's Code of Business Ethics is a business framework and standard for conduct and behavior that all the Company personnel, including the Board, the Management, and employees at all levels shall adopt when performing their work. All Company personnel shall conduct themselves ethically, with integrity and creativity, and give equal treatment to all in order to effect sustainable growth and maintain the good image of the Company.

1. Responsibility to shareholders

The company is committed to being a good representative of shareholders in carrying out their business with responsibility and to create satisfaction for shareholders. With regard to sustainable growth, able to generate suitable returns for the company with transparency, trustworthiness

Good practice

- 1.1 Company personnel must perform their duties with honesty. And fair to all shareholders
- 1.2 Company personnel will apply knowledge and operational skills. Management to apply to the full capacity
- 1.3 Company personnel will be careful any actions that may cause conflicts of interest.

2. Compliance with Laws and Regulations and Human Rights Principles

The Company and all Company personnel must respect and comply with law, culture, traditions of each country that the Company invests in or associates with, abide by Human Rights Principles, and do business righteously, fairly and legitimately.

Good Practices

- 2.1 Company personnel must understand and strictly abide by laws related to his/her roles and responsibilities.
- 2.2 When Company personnel perform their duties overseas, they must understand the laws, traditions, customs and cultures of the destination countries before departure.
- 2.3 The Company must abide by Human Rights Principles, and not support any business that violates Human Rights Principles.

3. Political Support

The Company is a politically neutral organization which encourages Company personnel to uphold the democratic form of government with the King as Head of State, and activities that align with the local governing system. The Company encourages its personnel to exercise their political rights in compliance with the law.

Good Practices

- 3.1 The Company does not permit its personnel to utilize the Company's resources, logo and/or trademark to support direct or indirect political activities.
- 3.2 The Company's personnel can join, support, and exercise their political rights after office hours, by using their personal resources only.

4. Interest and Conflicts of Interest

Company personnel must perform operations with their first consideration being the benefit of the Company and its stakeholders.

Good Practices

- 4.1 Company personnel are prohibited from using their personal authority in executing transactions between the Company and themselves, any partnership or other legal entity to which they may belong, or their related parties, over the ordinary welfare and benefits that Company personnel merit. Exceptions may be made if a conflict of interest is disclosed and approved in principle.
- 4.2 Company personnel and their connected parties (in the Appendix) may enter into other normal business agreements without using the influence of other Company personnel.
- 4.3 Any orders given for self-benefit are prohibited.
- 4.4 When agenda items are raised during a meeting, any person with a conflict of interest shall not vote or should temporarily leave the meeting to allow other attendees to consider, analyze and discuss the items without the influence of such person.
- 4.5 The Board and the Management must consider Connected Transactions between the Company and its subsidiaries or associated companies (in the Appendix) independently with prudence, honesty, and ethically by taking into account the benefits to the Company.

- 4.6 Company personnel must disclose every potential conflict of interest transaction involving themselves and/or their relatives that may arise.
- 4.7 Directors and Management must report every conflict of interest transaction with the Company, its subsidiaries or associated companies. Directors and Management must disclose their Company's share holdings or those of Connected Persons in accordance with the rules and regulations established by the Securities and Exchange Act.
- 4.8 Company personnel must not accept any temporary or permanent external engagements considered as competing with the Company's business operations or which might cause any conflict of interest.

5. Confidentiality, Safeguarding, Use of Inside Information and Reporting of interests

The Company is responsible for keeping non-public information confidential, and may only disclose it to authorized personnel. It is the duty of the person in charge of, or possessing the information, to keep information strictly confidential and safeguarded.

Good Practices

- 5.1 The Company shall set up access levels and applicable procedures. Company personnel must understand each access level and keep any information within their responsibility confidential.
- 5.2 Company personnel shall not disclose confidential information even after their retirement, resignation or termination of their position at the Company.
- 5.3 The Company must keep information about customers and trade privacy confidential. Company personnel must not disclose confidential information relating to customers unless it is required by law, for court cases, or approved by the Board.
- 5.4 Inside information is for operational and managerial purpose which is not yet ready to be disclosed to the public. If such information was disclosed before time, it could impact the Company, its subsidiaries and associated companies, particularly the trading stock price in the SET. Company personnel must keep inside information confidential and shall not disclose or exploit it for self gain.
- 5.5 Company personnel who have gained knowledge of inside information that is material and may affect the price of the Company's securities, must suspend trading of the Company's securities at least 30 days before such inside information is disclosed to the public.

Persons involved in suspension of securities trading during the aforementioned period, include;

- 1) Directors, executives at Executive Vice President Level and above
- 2) Those who have gained knowledge of the Company's financial statements or information that is material to changes in prices of the Company's securities.
- 3) Spouse or cohabitant as husband and wife and underage children of persons under item 1 or 2.

- 5.6 Information must only be disclosed by the Company's authorized personnel. Unauthorized personnel shall not disclose any information. If an unauthorized person is asked to disclose information, a direct enquiry must be made to the authorized person to ensure the correctness and consistency of the disclosed information.
- 5.7 Company personnel shall retain information on paper and/or in an electronic format for future retrieval. For such documents that must be kept in compliance with the law, Company personnel shall consider the requirements on a case-by-case basis, and safely destroy such documents when their retention period has expired.
- 5.8 Directors and executives of the Company shall perform a duty to report the interests of oneself and those involved in accordance with the relevant laws and regulations, regarding reporting of interests of directors, executives and related persons.

6. Practices for Customers

Creating customer satisfaction, having responsibility towards customers, providing quick-response to customer needs and ensuring a hospitable customer experience are major considerations for the Company.

Good Practices

- 6.1 The company is committed to developing quality products and services to meet the needs of customers. with reasonable price and with fair conditions
- 6.2 Disclosure of information about products and services in a complete, accurate and timely manner and does not distort the facts so that customers can make the right decision
- 6.3 Set up a system for customers to make complaints about products and services. in order to be able to respond quickly to customers and consider fixing problems
- 6.4 Respect customers and communicate with customers politely.

7. Practices with Business Competitors

Fair competition and no concealment of illegal agreements

Good Practices

- 7.1 The Company operates its business with free and fair competition. Untruthful accusations, libel, or unreasonable or doubtful information to discredit competitors must not be tolerated.
- 7.2 Company personnel must in all circumstances associate carefully with business competitors and their personnel and must not disclose the Company's confidential information either intentionally or negligently to trade competitors.

8. Practices with Trade Partners

With good Corporate Governance principles, the Company treats all trade partners fairly and transparently as potential business partners for the future.

Good Practices

- 8.1 The Company encourages transparent and fair operations and does not discriminate against trade partners of the Company and its subsidiaries or associated companies.
- 8.2 Company personnel must remain neutral, refrain from any request for, or acceptance of, benefit from trade partners, and also strictly comply with the good practices in the *Ethics for Stakeholding and Conflict of Interest*.
- 8.3 Company personnel must retain documents relating to trade partners, as supporting evidence, for an appropriate period.
- 8.4 The Company must strictly adhere to contractual agreements. If either the Company or the trade partner should fail to comply with the agreed terms and conditions or circumstances arise that render compliance impossible, the Company personnel shall immediately report to their supervisor to seek corrective action.

9. Community, Social and Environmental Responsibilities

The Company realizes the importance of community activities, society, environment, religious support, environmental development, conserving and increasing natural resources, and educational support for young people.

Good Practices

- 9.1 The Company shall strive to fulfill its social responsibilities regarding quality, safety and health and environmental protection by using natural resources efficiently with due regard to the security and environmental awareness of its stakeholders.
- 9.2 The Company shall consider alternative use of natural resources to alleviate adverse effects on the community, environment and quality of life. The Company supports the reduction in consumption of energy and resources.
- 9.3 The Company shall embed awareness of individual social and environmental responsibilities in all the Company employees at all levels.

10. Treatment of Employees

The Company personnel are the most important part of the business. The Company shall recognize all employees without discrimination, encourage unity, provide a safe and satisfactory working environment and offer appropriate welfare and benefits to employees.

Good Practices

- 10.1 The Company must treat its personnel equally without discrimination, regardless of origin, ethnicity, gender, age, colour; race, religion, disability, financial status, family or educational background or other status that is not directly related to their working performance.
- 10.2 The Company must provide all its personnel the opportunity to perform to their best ability with reasonable compensation. The Company shall motivate personnel by determination of salaries, bonuses and operating expenses. In addition, the Company shall provide its personnel with opportunities for university education as well as short-term and long-term training.
- 10.3 All Company personnel must perform their duties to their best ability with integrity, fairness, morality ethics and responsibility. Company personnel shall not assign any other person to complete their work, either directly or indirectly, except when it is necessary or the job in general does not need any specific skills.
- 10.4 Company personnel shall perform their duties in line of authority, receiving orders from and being directly responsible to their supervisor. The line of authority should only be crossed if absolutely necessary. Company personnel shall refrain from making comments about their supervisors and colleagues that could have adverse effects on the person or the Company,

and personnel shall be thoughtful and reasonably open to the opinions of their subordinates and colleagues without prejudice.

- 10.5 Company personnel shall use all company resources, including staff, premises and other facilities to carry out their assignments. Their use for other purposes, or beyond the benefit to which he or she is entitled, is prohibited.
- 10.6 Company personnel shall be polite and well-dressed and behave according to their roles and the local customs without damaging the Company image.
- 10.7 Company personnel shall fully cooperate with the Company's activities organized to promote unity, harmony and cooperation, including those involving corporate social responsibilities.
- 10.8 Company personnel must not cause trouble, annoyance, assault, or demean other Company personnel or outsiders. Prohibited behavior includes sexual assault, insults, verbal or visual obscenity and sexual harassment.
- 10.9 The Company must support employees' rights in accordance with the Labour Protection Act.

11. Creditors

Good Practices

- 11.1 The Company shall comply strictly with the debt agreement and treat all creditors transparently, and equally in terms and conditions of payment.
- 11.2 The Company shall consistently report its financial status with integrity, accuracy, and timeliness to creditors.
- 11.3 If terms and conditions in the contracts/agreements cannot be observed, the Company shall inform creditors in advance to find solutions together.

12. Internal Control and Internal Audit

The Company must establish, maintain and monitor internal control systems and risk management systems to ensure that risk is at an acceptable level.

Good Practices

- 12.1 The Company must set up a good internal control system and encourage the employees to have a positive attitude towards the system. The Company shall set up a risk assessment

system to measure the risks which may affect the Company objectives, goals and success. Additionally, the Company shall provide information technology and communication systems, both internal and external, to ensure that internal control systems are implemented appropriately. Furthermore, the Company must establish a good monitoring system and evaluation system to ensure the appropriateness of the system and improve the system according to the changing environment.

- 12.2 The Company must assign a team responsible for risk assessment and risk management, internal control evaluation and compliance review and use the results to improve the standard of its control system according to changes in environment and related risk factors, with support from senior and middle Management.
- 12.3 The Audit Committee must review the internal control system, risk management system and internal audit system. The Audit Committee shall report the results to the Board and shareholders for acknowledgement.
- 12.4 The Company must establish an independent unit which directly reports to the Audit Committee (in the Appendix). This independent unit shall perform internal audits efficiently and shall have adequate resource with qualified Internal Auditors and operate under the Code of Ethics for Internal Audit Professions.
- 12.5 Company employees must cooperate in internal control and audit systems, review, and follow the process strictly.
- 12.6 All the Company employees shall support and provide accurate information to the internal audit department and the Company external auditors. Company employees are responsible for correct financial records and must report immediately if any mistakes or suspicious cases occur.

13. Anti-Fraud and Corruption

The Company stipulates honest, transparent and just doing business practice in accordance with related law, Good Corporate Governance principle, Anti-Corruption Policy, Ethical Standards and the Business Code of Conduct Handbook. The Company understands the effects of corruption relating to economic growth systems, society, and public security, thus the Company supports counteraction against fraud and corruption as follows:

Good Practices

- 13.1 Embed an anti-corruption culture and prevent fraud risk to all Company personnel, in accordance with good Corporate Governance.

- 13.2 The Company must perform with care in receiving gifts, hospitality, assets or other benefits from any relevant person, if such benefits are based on the business relationship. However, conduct permissible by local culture and local norms is acceptable. Such gifts and hospitality must be appropriate and not illegal. Additionally, Company personnel are not permitted to use their position at work for an inappropriate benefit in association with their job.
- 13.3 The Company must provide an audit process for every operating procedure, including assessment of corruption risk, and procedure to correct the error (if any).
- 13.4 The Company must provide a proper and sufficient internal control system, including the efficiency of audit process and monitoring procedure to balance the authority and responsibility of each Company personnel, to prevent corruption involvement and fraud risk.
- 13.5 The Company must provide channels for the communication and training of guidelines on the prevention of corruption involvement for Company personnel, to ensure awareness and attention to the Anti-Corruption scheme.
- 13.6 The Company must provide channels for receiving information, suspicions or complaints on breaches of the Company regulations Ethics Handbook, with a policy to protect the providers of such information and treat the received information with confidentiality, including measures on investigation and punishment under the Company discipline and/or related regulations.
- 13.7 The Company shall support any activities, arranged by any entity, on the prevention of corruption involvement and fraud risk.

14. Safety, Health and the Environment

The Company must emphasize the safety and health of the employees and community, and support the efficient use of resources.

Good Practices

- 14.1 The Company must promote safety and acknowledge the importance of safety in the workplace by setting Quality Security Safety Health and Environment regulations, which are equal to international standard quality. Each Company employee is required to train and strictly adhere to the policy in accordance with the Company's requirements.

- 14.2 The Company shall make every effort to avoid and prevent losses from accidents, fire, occupational illness and injury, loss of or damage to assets, violation of safety measures, improper working practices and other errors. The Company shall provide a safe workplace and regularly train its employees on safety and security plans. It is the responsibility of Management and employees to report any accidents and incidents according to the required procedures.
- 14.3 If the Company discovers any practice which is unsafe or is not being implemented according to the Quality Security Safety Health and Environment regulations, or if its continued implementation will have a negative effect on the environment, employees may temporarily cease such operations and notify colleagues, supervisors and related departments in order to resolve the situation, and they must not resume operations until a solution has been put into effect.

15. Intellectual Property and Use of Information Technology

The Company must support its personnel in conducting research and development for the benefit of the Company. Company employees must use information technology and communication channels to communicate with external parties with care and caution, respecting the rights of the owners of intellectual property.

Good Practices

- 15.1 The Company must support its personnel in developing computer programs. Any returns from such work, as well as associated legal rights would belong to the creator. However, the Company shall hold the legal rights to any work commissioned by the Company and/or based on the Company's information or knowledge within the Company.
- 15.2 Company personnel shall protect the confidentiality and prevent any leak of the Company's trade secrets, secret formulas and secret business methods.
- 15.3 The Company must encourage its personnel to use the internet to support their work. Company personnel must not perform any act that might interfere with or cause disruption to others on the computer and internet system in the office. Personnel shall not use the Company's computer system to release inappropriate information that is against the law, morality, culture or tradition; e.g., causing damage to reputation or property, propagating pornography, sending spam email, disrupting mail forwarding, or advertising merchandise or businesses that are irrelevant to the Company's products and services.
- 15.4 Company personnel must conduct their business using genuine software and, if they must use a computer or software that belongs to outside parties, they shall check for

the copyrights and consult their supervisor. Installing and using illegal software in the office is strictly prohibited.

- 15.5 The Company personnel must safeguard their passwords and not disclose them to others to prevent unauthorized access to the computer system. Accessing inappropriate websites should be avoided since it may cause damage to the Company's computer system.
- 15.6 If the Company personnel request access to the Company's information technology system for temporary staff or a contractor's employees, they must oversee such person's use of the computer and be held responsible for any consequent damages.
- 15.7 The Company shall review, supervise, monitor, investigate and control the use of its information technology system by its personnel to ensure the Company's information system security.

16. Compliance with Laws and Regulations and Human Rights Principles

The Company and all Company personnel must respect and comply with law, culture, traditions of each country that the Company invests in or associates with, abide by Human Rights Principles, and do business righteously, fairly and legitimately.

Good Practices

- 16.1 Company personnel must understand and strictly abide by laws related to his/her roles and responsibilities.
- 16.2 When Company personnel perform their duties overseas, they must understand the laws, traditions, customs and cultures of the destination countries before departure.
- 16.3 The Company must abide by Human Rights Principles, and not support any business that violates Human Rights Principles.

17. The behavior of employees and treatment for other employees

All personnel of the company should maintain a working environment. By recognizing the non-infringement of personal rights And should respect each other to supervisors, co-workers and subordinates As well as providing assistance Suggesting opinions and solving problems together in work

Good practice

- 17.1 Personnel of the company must not incite promotion of slander or mockery. Which causes breakage Unity Including not bringing the works of others into their own
- 17.2 The personnel of the company must not do anything. Which is sexual harassment against colleagues
- 17.3 The company's personnel must be disciplined. Do not act as a disrespect to the supervisor Colleagues and subordinates
- 17.4 The company will promote the values of morality and ethics in conducting the event by praising the employees who do good to create a working environment and atmosphere

APPENDIX

1. Definitions and Qualifications of Independence of Directors

- 1.1 Holding shares not more than one percent of the total number of voting shares of the Company or its parent company, subsidiaries, associated company, or juristic persons who may have conflicts of interest by including the shares held by those related to that independent director.
- 1.2 Not be an employee or an officer or an advisor or a person having controlling power over the Company or its parent company, subsidiaries, associated company, or juristic persons which may have conflict of interest.
- 1.3 Not be a person having relationship either through blood or lineage or marriage or legal registration with persons who may have conflict of interest.
- 1.4 Not have any business relationship with the Company or its parent company, subsidiaries, associated company, or juristic persons who may have conflict of interest, in the manner in which his/her independent discretion might be affected.
- 1.5 Not have any characteristics by which his/her independent comment or opinion on the Company's operations may be affected.

The persons who could pose conflicts of interest means such persons as follow:

- (a) The Company Management
- (b) The Company major shareholders
- (c) A person having controlling power over the Company
- (d) A person having relationship through blood or lineage or marriage or legal registration with persons under (a), (b) or (c) as a father, mother, spouse, sibling or child or other close relatives.
- (e) Any juristic persons under (a), (b) or (c) holding shares or having power to control or having any conflict of interest either directly or indirectly.

2. Qualifications of Audit Committee

- 2.1 Audit Committee member, including of his/her related persons, holding shares not more than 1 percent of the total number of voting shares of the Company or its parent company, subsidiaries, associated company and other related companies.
- 2.2 Persons who have benefits or financial and/or managerial interests in the Company and/or its related companies, either at present or during the past 2 years, shall be prohibited. Such prohibited relationships include:
- Executive director, employee, worker, advisor receiving regular salary or having controlling power over the Company;
 - Professional advisors, including auditor, legal or financial advisor, or property appraiser;
 - Those who have business relationships with the Company, including trade for business engagement purpose, any transaction relating to asset or service, any financial support or acceptance of financial support, etc.
- 2.3 If a member of the Company Audit Committee holds the position of independent director of other companies in the same group, such information including the received compensations from that company must be disclosed.
- 2.4 Not be a director on any other committee of other listed companies in the same group.
- 2.5 Not be a related person to the Company, or not a close relative of any Management or major shareholder of the Company.
- 2.6 Not be a director appointed as a representative to safeguard interests of the Company directors, major shareholders, or other shareholders relating to the Company's major shareholders.
- 2.7 Be able to perform duties, give opinions or report the results of performance of work according to the duties delegated by the Board. Freely give opinion without any controlling power from the Management or major shareholders of the Company including related persons or close relatives.

Related persons includes persons having relationship with the Company to the extent that they cannot perform their duties independently or in a flexible manner such as suppliers, customer, creditor, debtor or person who has material business relation, etc.

3. Qualifications of Compensation and Nomination Committee

- 3.1 Directors should possess a variety of experiences and knowledge, and they should understand the qualifications, duties and responsibilities of the Compensation and Nomination Committee, with good Corporate Governance in mind.
- 3.2 Each member of the Committee must be a Director of the Board. He/she should be free of bias and should be neutral in accordance with the good Corporate Governance principles.
- 3.3 Directors should have enough time to perform their duties effectively.

4. Qualifications of Risk Management Committee and Corporate Governance Committee

- 4.1 Directors should possess a variety of experiences and knowledge, and they should understand the qualifications, duties and responsibilities of the Risk Management Committee and Corporate Governance Committee, with good Corporate Governance in mind.
- 4.2 Directors should have enough time to perform their duties effectively.

5. Qualifications of the Top Executives

- 5.1 Not under prohibition of Clause 68 of the Public Company Act B.E. 2535 (1992).
- 5.2 Have management experience and have held a Top Executive position for not less than eight years.
- 5.3 Have leadership skills, broad vision, morals, ethics, decision making skills and good working experience.
- 5.4 Have experience in formulating strategic plans in finance, investment, management and property development.
- 5.5 Be interested in the Company's business and should have enough time to perform the duties.
- 5.6 Have good interpersonal relations, strong communication skills with groups of people and other parties, and good coordination skills both domestic and overseas.

- 5.7 Must not engage in any other business the nature of which is the same as that of the Company, and must not compete with the business of the Company, even if the said business is for self benefit or the others. However, this could only be accepted if it is acknowledged at the shareholders meeting before the Top Executive has been appointed.

6. Qualifications and Duties of Internal Audit

Internal Audit must have qualifications and duties as follows:

- 6.1 Possess independence in auditing duty in accordance with the International Standards for the Professional Practice of Internal Auditing.
- 6.2 Possess the rights to audit assets and activities including accounting books, supporting documents, correspondence and other relevant reports.
- 6.3 Possess the rights to request employees of the department being audited to clarify and provide relevant information.
- 6.4 Submit the results of the Company's internal control assessment to Audit Committee at least once a year.

7. Definitions: Guidelines involving conflict of interest

Connected party refers to any Management, major shareholders, controlling entity, or person appointed as a controlling entity of the Company or its subsidiaries, including related persons and close relatives of the aforementioned persons.

Connected Transaction refers to any transaction in which the Company or its subsidiary engages with the Company's connected parties, or a transaction in which a subsidiary engages with a subsidiary's connected parties. Connected Transactions can be classified into six categories as follows:

- 7.1 A normal business transaction is a transaction relating to assets/services of the Company's normal business operations, which follows general trade terms and conditions such as sale of lands and factories/warehouses.
- 7.2 A transaction supporting normal business is a transaction relating to assets/services that support smooth business operations of the Company, such as being a property manager of leased factories/warehouses etc.

- 7.3 Lease/sublease of real estate in short-term period is leasing or subleasing real estate which has a contract period of less than three years and is not included under normal business.
- 7.4 Transactions related to other assets or services.
- 7.5 Financial support to subsidiaries and affiliates by way of providing working capital, borrowing, lending, guaranteeing or providing collateral, etc. The Company must receive returns at the market rate.

8. A subsidiary refers to:

A company having one of the following characteristics:

- (a) Company which Frasers Property (Thailand) Public Company Limited ("TICON") has a controlling power over;
- (b) Company which (a) has a controlling power over;
- (c) Company which (b) has a controlling power over, the chain of control beginning with the controlling power of (b).

9. An affiliated company refers to:

A company which FPTor a subsidiary has authority to participate in decision making related to the company's financial policy and business operation, but has no controlling power over such policy and is not deemed as a subsidiary or joint venture.

In case FPTor a subsidiary directly and indirectly holds shares in an aggregate amount of twenty percent, but not exceeding fifty percent of the total number of the voting rights of such company, it shall be presumed that FPTor the subsidiary has the authority to take part in the decision making under the first paragraph, except where it is proven otherwise.

10. Controlling power refers to:

Any of the following relationships:

- (a) Holding shares with voting rights of company in an amount exceeding fifty percent of the total number of the voting rights of such company;

- (b) Having controlling power of the majority voting rights in the shareholders' meeting of the company whether directly or indirectly or by any other reason;
- (c) Having direct or indirect controlling power over the appointment or removal of a least half of all directors.