

Part 2 Management and Corporate Governance

7. Securities information and shareholders

7.1 Number of registered capital and paid up capital

As of December 31, 2019 the Company had registered capital of Baht 3,564,096,272.00 and paid up capital of Baht 3,462,336,820 consisting of 3,462,336,820 common shares at par value of Baht 1 each.

7.2 Shareholders

List of shareholders and percentage of shareholding on the book closing date as of March 13, 2020 were as follows:

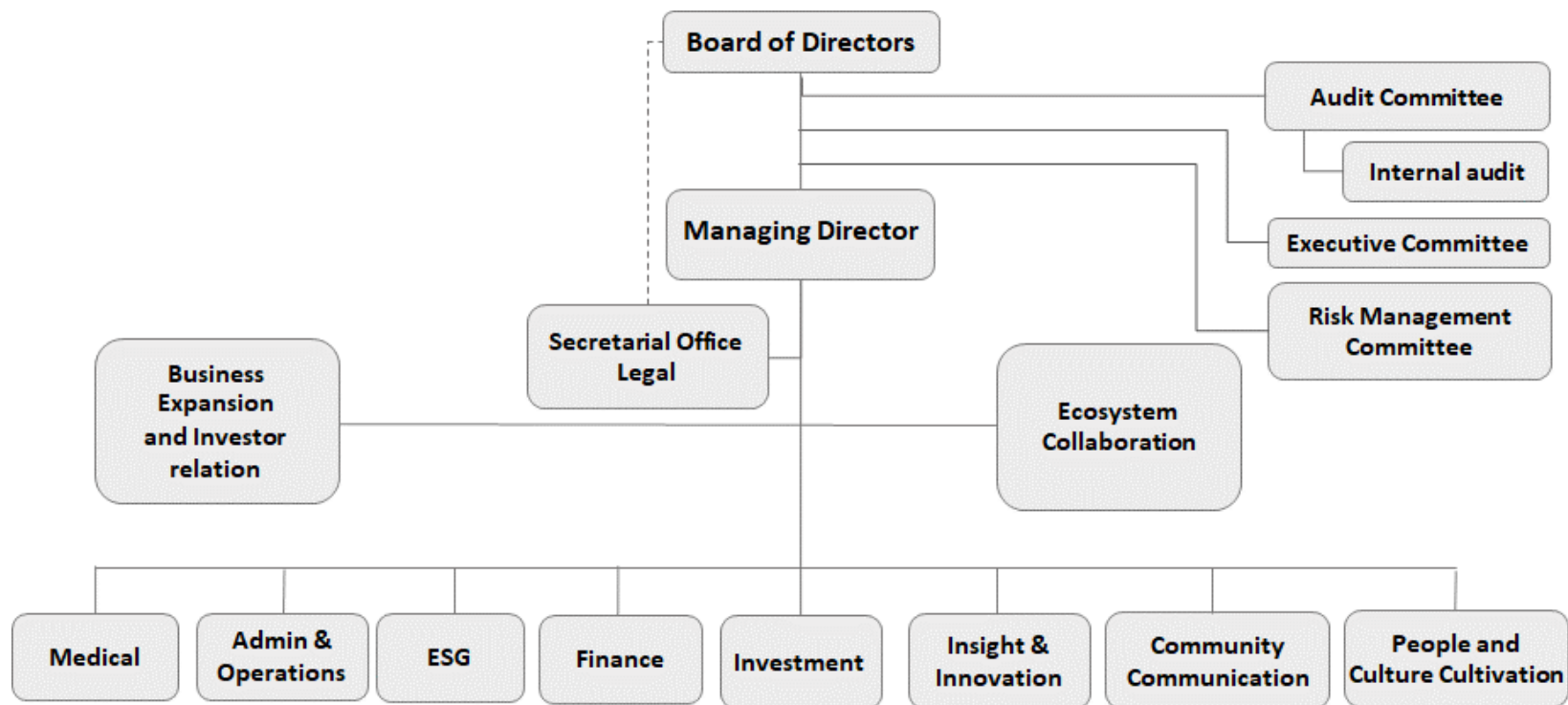
Shareholder Name	No. of Shares	% Shareholding
1. UBS AG Hong Kong Branch	1,262,060,526	36.45
2. Dr. Satit Viddayakorn	806,728,800	23.30
3. Ms. Satita Viddayakorn	498,054,588	14.38
4. International Finance Corporation	222,249,300	6.42
5. Peak Development Holdings Ltd.	157,737,029	4.56
6. Mr. Sirinya Apimonbutra	100,000,000	2.89
7. Ms. Pallapa Viddayakorn	50,124,400	1.45
8. Ms. Somsamorn Putphan	40,628,800	1.17
9. Mrs. Payao Chalacheep	27,511,900	0.79
10. Ms. Tanatorn Viddayakorn	22,985,100	0.66
Other shareholders	274,256,377	7.97
Total	3,462,336,820	100.00

7.3 Dividend payment policy

The Company has the policy to pay dividend to the shareholders at a rate of no less than 40% of the Company's annual net profit after deducting corporate income tax, legal reserve and other reserves. For the past years, the Company has never paid the dividend and presently in the period of business expansion. Therefore, the dividend payment policy may be adjusted based on the Company's business operations performance, business expansion plan, liquidity condition, as well as other necessary and appropriate factors in the future, with the authority to approve by the Board of Directors. All decisions will be to maximize benefits for the shareholders.

8. Management Structure

Organization chart as of December 31, 2019.



8.1 Board of Directors of Principal Capital Public Company Limited

As of December 31, 2019, the Board of Directors of Principal Capital Company Limited comprised 9 qualified, competent and experienced directors, as follows:

Name	Position	Join the meeting/Number of meeting		
		Board of Director Meeting	Shareholders' Meeting	Reason for Absent
1. Dr. Pongsak Viddayakorn, M.D. ^{1/}	Honorary Chairman	9/9	2/2	-
2. Mr. John LEE Kohshun ^{2/}	Chairman of the Board of Directors	9/9	2/2	-
3. Mr. Yarnsak Manomaiphiboon	Independent Director	9/9	2/2	-
4. Dr. Satit Viddayakorn, Ph.D.	Director	9/9	2/2	-
5. Miss Aranya Chalermponvarodom	Independent Director	8/9	2/2	Leave
6. Dr. Jutamas Ingpochai Ph. D	Independent Director	7/9	2/2	Leave
7. Mr. Veera Srichanachaichok	Director	9/9	2/2	-
8. Dr. Soontorn Sritha, M.D.	Director	9/9	2/2	-
9. Miss Tanatorn Viddayakorn ^{3/}	Director	9/9	2/2	-
10. Miss. Ritima Jirasuradate	Corporate Secretary	9/9	2/2	-

Remark : 1/ was appointment Mr. Pongsak Viddayakorn to be the Honorary Chairman effective as of August 13, 2019 onwards.

2/ was appointment Mr. John Lee Kohshun as the director of the Company to replace Miss Seerada Tiemprasert effective as of February 26, 2019 onwards and to be the Chairman of the Board of Directors to replace Dr. Pongsak Viddayakorn effective as of August 13, 2019 onwards.

3/ was appointment Miss Tanatorn Viddayakorn as the director of the Company to replace Miss Patraporn Jarupat effective as of February 26, 2019 onwards.

Authorities and responsibilities of the Board of Directors

According to the Company's Article of Association, the Board of Directors is empowered to carry out the Company's business operations in accordance with the law, the Company's objectives, the Articles of Association, and the resolutions of the shareholders' meetings. The Board of Directors shall adhere to the "Principles of Good Corporate Governance for Listed Companies" stipulated by the Stock Exchange of Thailand. The Board of Directors shall perform their duties with honesty and with due care for the best interests of the Company and shareholders. Therefore, the Company has established the duties and responsibilities of the Board of Directors for all levels of employees to be observed in performing their duties and for building trust among shareholders and investors as follows:

1. To carry out the Company's business operations and perform their duties in accordance with the law, the Company's objectives, the Articles of Association, and the resolutions of the shareholders' meetings with honesty and integrity (Duty of Loyalty), anti-corruption, circumspection and caution (Duty of Care),

responsibility (Duty of Accountability), and ethics for the best interests of the Company, conforming to good corporate governance principles, and treating all shareholders equally.

2. To evaluate the performance of Chief Executive Officer on an annual basis and to determine the remuneration of the Chief Executive Officer.

3. To set the Company's vision, important policies and strategies, financial objectives, business plans, annual budget, risk and to monitor and supervise the management to ensure implementation of those policies an plans effectively and efficiently, and be responsible for the operating performance and executives' performance with best effort and carefulness.

4. To ensure that the accounting system, financial reports and accounting audit are accountable and ensure that the Company has procedures for assessing and monitoring the appropriateness, effectiveness and efficiency of internal control financial reports, and internal audit.

5. To monitor and resolve conflict of interests among stakeholders of the Company and set the guidelines on conducting transactions with conflict of interest so that the transactions are conducted for the best interests of the Company and all shareholders. Persons who have vested interests in a given transaction should not participate in decision-making process. The guidelines shall describe procedures and disclose information of transactions which may create a conflict of interest to ensure accuracy and completeness.

6. To establish risk management policy to cover all activities of the Company and assign management to implement the policy. The management shall report the result to the Board of Directors through the Audit Committee regularly on a quarterly basis. The Company shall review the effectiveness of risk management once a year and stay alert on early warning signs and unusual transactions.

7. To consider appointment of a person who possesses qualifications and does not possess any prohibited characteristics under the Public Company Act B.E. 2535 and the laws governing securities and exchange and any relevant rules, regulations and/or notifications to be director in case there is a vacancy due to a cause other than retirement by rotation.

8. To consider appointment of independent directors by taking into consideration qualifications and prohibited characteristics under the laws governing securities and exchange, notifications of the Capital Market Supervisory Board, including relevant rules, regulations and/or notifications of Securities Exchange of Thailand or propose to a shareholders' meeting for appointment.

9. To consider appointment of Audit Committee members who have qualifications under the laws governing securities and exchange notifications of the Capital Market Supervisory Board, including rules, regulations and/or notifications of the Securities Exchange of Thailand.

10. To consider appointment of executive committee and assign authorities and responsibilities. The executive directors are entitled to receive rewards and pension prescribed by the Board of Directors. However, it does not affect the rights of the appointed executive directors to receive remuneration and other benefits as the Company's officers or employees as prescribed in the Company's Article of Association.

11. To ensure that a written code of business conduct be in place so that all directors, executives and employees understand business ethical standards of the Company. Compliance to the code of business conduct should be closely monitored by the Board of Directors.

12. To appoint the corporate secretary in accordance with the Securities and Exchange Act who is responsible for preparing and assembling documents and other tasks as prescribed by the Capital Market Supervisory Board. The corporate secretary shall be in charge of supervising activities of the Board of Directors and the Company, which are arranging the Board of Directors' meetings and shareholders' meeting, advising the directors and the Company on conducts and relevant laws and regulations that they must comply in business operation on regular basis, and disclosing the Company's information accurately, completely, and transparently.

13. To establish anti-corruption policy to cover all activities of the Company.

14. The corporate secretary shall report a summary of securities holding in the Company and affiliated companies by directors, their spouses, and minor child to the Board of Directors' meeting. A director shall notify the Company without delay, through the corporate secretary, in the following cases;

- Have direct or indirect interest in any contract which is made by the Company during an accounting year.

- There is a change in shareholding proportion in the Company and affiliated companies.

15. To attend the training course relevant to director's work organized by the Thai Institute of Directors Association (IOD) for at least 1 course to enhance skills necessary to perform their duties. Directors can choose to attend the following courses: Director Accreditation Program (DAP), or Director Certification Program (DCP) or other equivalent training courses.

16. Other duties of the directors prescribed in the notifications, regulations, or any other laws of the governing agencies.

17. To evaluate the implementation of corporate governance policy of the Company and review the policy on a regular basis.

18. The Board of Directors can appoint and change the names of the authorized signatory director.

19. The Board of Directors is responsible for checking and certifying the Company's financial reports to ensure that it complies with the law, accounting standard with transparency.

8.2 Subsidiary Companies' Board of Director

- *Hospital Business*

1) Principal Healthcare Co., Ltd. ("PRINH")

List of PRINH's 5 Board of Directors as of December 23, 2019 was as follows:

Name	Position
1. Dr. Satit Viddayakorn, Ph.D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Dr. Soontorn Sritha, M.D.	Director
4. Ms. Preeyaporn Aphiwathwithaya	Director
5. Mrs. Achara Ratanaphunsri	Director

Remark : The authorized signatory is any 2 directors co-sign.

2) Pitsanuloke Medical Co., Ltd. ("PSV")

List of PSV's 7 Board of Directors as of January 15, 2020 was as follows:

Name	Position
1. Dr. Pongsak Viddayakorn, M.D.	Director
2. Mrs. Nipaporn Nimpitakpong	Director
3. Ms. Wannasiri Nimpitakpong	Director
4. Ms. Kongchanok Teeravarakan	Director
5. Dr. Soontorn Sritha, M.D.	Director
6. Dr. Satit Viddayakorn, Ph.D.	Director
7. Mr. Veera Srichanachaichok	Director

Remark : The authorized signatory are Dr. Satit Viddayakorn Ph.D. or Dr. Soontorn Sritha, M.D. or Mr. Veera Srichanachaichok, one of three directors co-sign with Mrs. Nipaporn Nimpitakpong or Ms. Wannasiri Nimpitakpong total two directors co-sign and affix company's seal.

3) Union Pichit Doctors Co., Ltd. ("PPCH")

List of PPCH's 7 Board of Directors as of January 15, 2020 was as follows:

Name	Position
1. Dr. Pongsak Viddayakorn, M.D.	Director
2. Mrs. Nipaporn Nimpitakpong	Director
3. Dr. Satit Viddayakorn, Ph.D.	Director
4. Ms. Wannasiri Nimpitakpong	Director
5. Ms. Kongchanok Teeravarakan	Director
6. Dr. Soontorn Sritha, M.D.	Director
7. Mr. Veera Srichanachaichok	Director

Remark : The authorized signatory are Dr. Satit Viddayakorn Ph.D. or Dr. Soontorn Sritha, M.D. or Mr. Veera Srichanachaichok, one of three directors co-sign with Mrs. Nipaporn Nimpitakpong or Ms. Wannasiri Nimpitakpong total two directors co-sign and affix company's seal.

4) Pitsanuvej Uttaradit Hospital Co., Ltd. ("PUTD")

List of PUTD's 7 Board of Directors as of December 9, 2019 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph.D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Dr. Soontorn Sritha, M.D.	Director
4. Dr. Pongsak Vidayakorn, M.D.	Director
5. Mrs. Nipaporn Nimpitakpong	Director
6. Ms. Wannasiri Nimpitakpong	Director
7. Ms. Kongchanok Teeravarakan	Director

Remark : The authorized signatory are Dr. Satit Vidayakorn, Ph.D. or Dr. Soontorn Sritha, M.D. or Mr. Veera Srichanachaichok, one of three directors co-sign with Mrs. Nipaporn Nimpitakpong or Ms. Wannasiri Nimpitakpong total two directors co-sign and affix company's seal.

5) Pitsanuvej Pattana Co., Ltd. ("PPTN")

List of PPTN's 7 Board of Directors as of December 25, 2019 was as follows:

Name	Position
1. Dr. Pongsak Vidayakorn, M.D.	Director
2. Dr. Satit Vidayakorn, Ph.D.	Director
3. Mr. Veera Srichanachaichok	Director
4. Dr. Soontorn Sritha, M.D.	Director
5. Ms. Wannasiri Nimpitakpong	Director
6. Mrs. Nipaporn Nimpitakpong	Director
7. Ms. Kongchanok Teeravarakan	Director

Remark : Remark : The authorized signatory are Dr. Satit Vidayakorn, Ph.D. or Dr. Soontorn Sritha, M.D. or Mr. Veera Srichanachaichok one of three directors co-sign with Mrs. Nipaporn Nimpitakpong or Ms. Wannasiri Nimpitakpong total two directors co-sign and affix company's seal.

6) Paknampo Hospital Co., Ltd. ("PPNP")

List of PPNP's 8 Board of Directors as of March 2, 2020 was as follows:

Name	Position
1. Dr. Pongsak Vidayakorn, M.D.	Director
2. Mr. Saprang Sukvetchavonkit	Director
3. Mr. Sittichai Vongnitchakul	Director
4. Dr. Atiwat Noiprasit, M.D.	Director
5. Mr. Voratus Palakawong Na Ayudhya	Director
6. Dr. Soontorn Sritha, M.D.	Director
7. Mr. Veera Srichanachaichok	Director
8. Dr. Bunchana Petchployngam, M.D.	Director

Remark : The authorized signatory are Dr. Satit Viddayakorn, Ph.D. , Dr. Soontorn Sritha, M.D., Mr. Veera Srichanachaichok, Dr. Bunchana Petchployngam, M.D. Any 2 of 4 directors co-sign and affix company's seal.

7) P.N.P. Hospital Co., Ltd. ("PNPH")

List of PNPH's 3 Board of Directors as of March 4, 2020 was as follows:

Name	Position
1. Dr. Satit Viddayakorn, Ph. D.	Director
2. Dr. Soontorn Sritha, M.D.	Director
3. Dr. Korpong Rookkapan, M.D.	Director

Remark : The authorized signatory are 2 of 3 directors co-sign.

8) Principal Healthcare – Uthai Co., Ltd. ("PUTH")

List of PUTH's 4 Board of Directors as of February 13, 2020 was as follows:

Name	Position
1. Dr. Satit Viddayakorn, Ph. D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Dr. Soontorn. Sritha, M.D.	Director
4. Mrs. Achara Ratanaphunsri	Director

Remark : The authorized signatory are any 2 directors co-sign.

9) Principal Healthcare – Lamphun Co., Ltd. ("PLPN")

List of PLPN's 5 Board of Directors as of December 19, 2019 was as follows:

Name	Position
1. Dr. Satit Viddayakorn, Ph. D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Dr. Soontorn. Sritha, M.D.	Director
4. Mrs. Achara Ratanaphunsri	Director
5. Mr. Chote Nisoong	Director

Remark : The authorized signatory are any 2 directors co-sign.

10) Principal Healthcare – Sisaket Co., Ltd. ("PSSK")

List of PSSK's 5 Board of Directors as of January 10, 2020 was as follows:

Name	Position
1. Dr. Satit Viddayakorn, Ph. D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Dr. Soontorn. Sritha, M.D.	Director
4. Mr. Thisarin Takkametha	Director
5. Mr. Siripong Angkasakulkait	Director

Remark : The authorized signatory are any 2 directors co-sign.

11) Principal Healthcare – Chumphon Co., Ltd. (“PCPN”)

List of PCPN's 5 Board of Directors as of February 28, 2020 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph. D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Dr. Soontorn. Sritha, M.D.	Director
4. Mrs. Achara Ratanaphunsri	Director

Remark : The authorized signatory are any 2 directors co-sign.

● **Property Business**

12) Bangkok Center District Co., Ltd. (“BCD”)

List of BCD's 4 Board of Directors as of February 8, 2020 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph. D.	Director
2. Ms. Satita Vidayakorn	Director
3. Mr. Veera Srichanachaichok	Director
4. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are 2 of 4 directors co-sign and affix the company's seal

13) V Brilliant Group Holding Co., Ltd. (“VB”)

List of VB's 4 Board of Directors as of February 13, 2020 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph. D.	Director
2. Ms. Satita Vidayakorn	Director
3. Mr. Veera Srichanachaichok	Director
4. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are 2 of 4 directors co-sign and affix the company's seal

14) V Intelligence Co., Ltd. (“VI”)

List of VI's 4 Board of Directors as of February 13, 2020 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph.D.	Director
2. Ms. Satita Vidayakorn	Director
3. Mr. Veera Srichanachaichok	Director
4. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are 2 of 4 directors co-sign and affix the company's seal

15) V 33 Co., Ltd (“V33”)

List of V33's 4 Board of Directors as of December 2, 2019 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph.D.	Director
2. Ms. Satita Vidayakorn	Director
3. Mr. Veera Srichanachaichok	Director
4. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are 2 of 4 directors co-sign and affix the company's seal

16) V Residence Co., Ltd. (“VR”)

List of VR's 4 Board of Directors as of September 27, 2019 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph. D.	Director
2. Ms. Satita Vidayakorn	Director
3. Mr. Veera Srichanachaichok	Director
4. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are 2 of 4 directors co-sign and affix the company's seal

17) Banchang Business District Co., Ltd. (“BBD”)

List of BBD's 3 Board of Directors as of February 13, 2020 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph. D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are any 2 directors co-sign and affix the company's seal

18) Udon Business District Co., Ltd. (“UBD”)

List of UBD's 3 Board of Directors as of February 13, 2020 was as follows:

Name	Position
1. Dr. Satit Vidayakorn, Ph. D	Director
2. Mr. Veera Srichanachaichok	Director
3. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are any 2 directors co-sign and affix the company's seal

- Business Consultancy Service

19) Principal Investment Co., Ltd. ("PI")

List of PI's 3 Board of Directors as of February 13, 2020 was as follows:

Name	Position
1. Dr. Satit Viddayakorn, Ph.D.	Director
2. Mr. Veera Srichanachaichok	Director
3. Ms. Preeyaporn Aphiwathwithaya	Director

Remark : The authorized signatory are any 2 directors co-sign.

8.3 Executives of Principal Capital Public Company Limited

Lists of PRINC Group's executives as of January 1, 2020 are as follows:

Name	Position
Principal Capital PCL.	
1. Dr. Satit Viddayakorn, Ph.D. ^{1/}	Managing Director
2. Mr. Veera Srichanachaichok ^{1/}	Acting Chief Financial Officer
3. Dr. Soontorn Sritha, M.D. ^{1/}	Acting Chief Investor Relations and Performance Coach and Chief Business Expansion
4. Ms. Tanatorm Viddayakorn ^{2/}	Chief Investment Officer
5. Mrs. Achara Ratanaphunsri ^{2/}	Chief Administrative Officer
6. Dr. Suebpong Intralawan, M.D. ^{2/}	Chief Medical Officer
7. Ms. Preeyaporn Aphiwathwithaya	Director of Accounting Services
8. Ms. Ritima Jirasuradate ^{2/}	Corporate Secretary and MD Office Director
9. Ms. Thiranan Sangphungtham	Assistant Director of Legal & Government Relations
10. Ms. Atiya Awachanakarn ^{2/}	People & Culture Cultivation Director

Remark : 1/ was appointed Dr.Satit Viddayakorn Ph.D., as Managing Director effective as of December 17, 2019 onwards.

was appointed Mr.Veera Srichanachaichok, as acting Chief Financial Officer effective as of December 17, 2019 onwards.

was appointed Dr.Soontorn Sritha M.D., as acting Chief Investor Relations and Performance Coach and Expansion Business effective as of December 17, 2019 onwards.

2/ was appointed Miss Tanatorm Viddayakorn, as Chief Investment Officer effective as of January 1, 2020 onwards.

was appointed Mrs.Achara Ratanaphunsri, as Chief Administrative Officer effective as of January 1, 2020 onwards.

was appointed Dr.Suebpong Intralawan, M.D., as Chief Medical Officer effective as of January 1, 2020 onwards.

was appointed Ms. Ritima Jirasuradate, as MD Office Director effective as of January 1, 2020 onwards.

was appointed Ms. Atiya Awachanakarn, as People & Culture Cultivation Director effective as of January 1, 2020 onwards.

Name	Position
Principal Healthcare Co., Ltd.	
1. Mrs. Achara Ratanaphunsri	Chief Administrative Officer
2. Mrs. Tuanchai Keawwanna	Senior Consultant
3. Ms. Tanatorn Viddayakorn	Chief Investment Officer and Deputy Chief Administrative Office
4. Ms. Pear Hovarongkura	Assistant to Chief Administrative Officer
5. Mr. Naruepol Phansupamongkol	Assistant to Chief Administrative Officer
6. Mrs. Samerkae Sattapong	Division Director, Procurement Management
7. Mrs. Pimyada Ruananukoon	Division Director, Medicine & Med-Supply Sourcing
8. Mrs. Sukanit Mahanukul	Division Director, Central Payroll
9. Mr. Supawas Pongsiriphanich	Division Director, Construction Management
10. Ms. Atiya Awachanakarn	Division Director, Human Resource
11. Ms. Patkamol Sakarthornsap	Senior Division Director, IT & Infrastructure
12. Ms. Kanokwan Udomkitkosol	Director, Technology Transformation
13. Mrs. Pimyada Boontem	Division Director, System & Process Improvement
14. Ms. Napatporn Rodcha	Division Director, Finance & Accounting
15. Ms. Tissana Toviriyavate	Assistant Division Director, Finance & Accounting
16. Ms. Budsakorn Kaewboonthum	Division Director, Payroll Solutions
17. Dr. Athiwat Noiprasit, M.D.	Hospital Director
18. Dr. Narongsak Wongroj, M.D.	Director, Executive Development
19. Ms. Sudamas Boonwan	Division Director, Facility Management
20. Dr. Varan Tiensoong, M.D.	Hospital Director
21. Dr. Chote Nisoong, M.D.	Hospital Director
22. Dr. Suradanai Naorungrot, M.D.	Division Director, Government Healthcare Coverage Setup
23. Dr. Bunchana Petchployngam, M.D.	Deputy of Hospital Director , Hospital Management
24. Ms. Janpen Jongjirangsap	Senior Division Director, Data Analysis/Core/Add-on Applications

8.4 Chief Financial Officer (CFO) and Chief Accountant

Chief Financial Officer (CFO) of the Company is Mr. Veera Srichanachaichok who started working in this position since February 26, 2016. The qualifications of the CFO are disclosed in the attachment 1. The Chief Accountant of the Company is Ms. Preeyaporn Aphiwathwithaya . She started working in this position since November 1, 2013. Her qualifications and experience are disclosed in attachment 4.

8.5 Corporate Secretary

The Board of Directors has appointed Ms. Ritima Jirasuradate to be a Corporate Secretary in place of Ms. Chayaporn Luannapavan who resigned on May 1, 2018. She is responsible for preparing Notice of Board of Directors' meeting, minutes of the Board of Directors' meeting, annual report, Notice of Shareholder's Meeting and minute of Shareholders' Meeting. The qualifications of Corporate Secretary are shown in the attachment 1.

8.6 Director and Executive Remuneration

1) Cash Remuneration

In 2019, there were 9 meetings of the Board of Directors in which the Company paid the meeting allowance to all board members totaling of Baht 915,000. There was Executive Committee's meeting and Risk Management Committee meeting. However, all members of Executive Committee and Risk Management Committee disclaimed for 2019 cash remuneration. The Company paid annual bonus to all directors totaling of Baht 3,000,000. The total remuneration for the year was Baht 3,915,000.

Name of directors	Meeting allowance for members of Board of Directors, Executive Committee and Audit Committee	Annual bonus for directors	Total
1. Dr. Pongsak Viddayakorn, M.D.	135,000	450,000	585,000
2. Mr. Yarnsak Manomaiphiboon	165,000	450,000	615,000
3. Dr. Satit Viddayakorn, Ph.D.	90,000	300,000	390,000
4. Miss Aranya Chalernpormvarodom	100,000	300,000	400,000
5. Dr. Jutamas Ingpochai, Ph.D.	85,000	300,000	385,000
6. Mr. Veera Srichanachaichok	90,000	300,000	390,000
7. Dr. Soontorn Sritha, M.D.	90,000	300,000	390,000
8. Miss Seerada Tiemprasert *	-	300,000	300,000
9. Miss Patraporn Jarupat *	-	300,000	300,000
10. Mr. John LEE Kohshun (To appointed as the Director of the Company to replace Miss Seerada Tiemprasert)	80,000	-	80,000
11. Miss Tanatorn Viddayakorn (To appointed as the Director of the Company to replace Miss Patraporn Jarupat)	80,000	-	80,000
Total remuneration	915,000	3,000,000	3,915,000

Remark: * Ms. Seerada Tiemprasert and Ms. Patraporn Jarupat has resigned from Company's director position since February 26, 2019.

During 2019, the Company paid the remuneration consisting of salary and bonus to executives of the Company and its subsidiaries total amounting to Baht 89 million.

2) Other Remunerations

Other Remunerations for Directors

The insured amount for the responsibility of director and executive and the compensation to the Company (Director and Officers Liability and Company Reimbursement Policy : D&O) was Baht 300 million.

Other Remunerations for Executives

● Provident Fund

The Company has set up Provident Fund for its employees and executives since January 2014, in which the Company's contribution rate is 3% of the salary.

8.7 Human Resources

As of December 31, 2019 the Company and its subsidiaries had staff headcount (including executives) of 1,941 The Company paid total remunerations which included salary, over time, bonus, social security contribution and other welfare of totaling Baht 954.99 million.

Company name	Operational level (Person)	Executive level (Person)	Total staff (Person)
Principal Capital PCL.			
— Headquarter	21	14	35
— Branch	129	12	141
V Residence Co., Ltd.			
— Headquarter	-	1	1
— Branch	55	-	55
Principal Healthcare Co., Ltd.	180	8	188
Pitsanuloke Medical Co., Ltd.	649	16	665
Union Pichit Doctors Co., Ltd.	184	3	187
Pitsanuvej Uttaradit Co., Ltd.	107	2	109
Paknampo Hospital Co., Ltd.	372	13	385
Principal Healthcare – Uthai Co., Ltd.	54	3	57
Principal Healthcare – Lamphun Co., Ltd.	113	5	118
Total	1,864	77	1,941

Remark: Information as of December 31, 2019.

However, 11 subsidiaries include Pitsanuvej Pattana Co., Ltd., P.N.P. Hospital Co., Ltd. Principal Investment Co., Ltd., Principal Healthcare – Sisaket Co., Ltd., Principal Healthcare – Chumphon Co., Ltd., Bangkok Center District Co., Ltd., V Brilliant Group Holding Co., Ltd., V 33 Co., Ltd., V Intelligence Co., Ltd.,

Banchang Business District Co., Ltd., Udon Business District Co., Ltd., had no staff so no remuneration has been paid in 2019.

8.7.1 Bonus Criteria

Bonus shall be determined for each period with several factors to be taken into consideration, which are the operating results of the Company and the evaluation on performance of each staff.

8.7.2 Labor Dispute

The Company had labor dispute with ex-employee. The Company laid-off the employee because they violate the Company's rules and left their duties. Later the employee sued labor case against the Company. Such labor case has no significant impact to the Company.

8.7.3 Staff Development Policy

The Company has the policy to develop its staff potential to be ready for business competition and the consideration for all stakeholders. According to the "Sustainable Business Development with Social Responsibility Policy in term of Human Rights and Employee Treatment", the employee is the important resources for the organization. The Company encourages its staffs to attend various training courses relevant to their work in all aspects. Also, the Company has the policy to support staffs who want to further their education to a higher level.

Last year the Company arranged 3 in-house training courses to the staff and 10 training courses to the Executive and also sent the staff to attend external training courses related to their work. In addition, in Year 2019, there were 1 director joining Director Certification Program (DCP) which organized by Thai Institute of Director.

9. Corporate Governance Policy

9.1 Corporate Governance Policy

The Company has recognized the importance of good corporate governance that it would enhance the Company's operational efficiency. Corporate governance policy of the Company was put in place by the Board of Directors covering the important substance from the structure, roles and responsibilities of the directors, transparent, clear and auditable management of the executives in order to be a guideline for the organization management to ensure that any action performed by the Company is fair and take the highest benefits of shareholders and stakeholders into consideration. The Company's corporate governance policy has been announced since November 26, 2015 and the amendment issue was effective on July 24, 2018. It was posted publicly for the shareholders and outsiders in the Company's website http://www.principalcapital.co.th/investor/good_corporate.html. The Board of Directors has communicated such policy inside the organization via intranet, leaflet and corporate campaign etc. in order to enhance the understanding in Company's policy and set the channel for the insiders and outsiders to inform any action that violates the corporate governance policy to the Board of Directors.

The Board of Directors has put in place the corporate governance policy that is in corresponding to the good corporate governance principles as follows:

Section 1 Rights of Shareholders

The Company recognizes the importance of the rights of shareholders. Therefore, the Company has set out the guidelines to protect the rights of shareholders as follows:

1. The Company shall send invitation to the annual general meeting of shareholders and the extraordinary meeting of shareholders with the date, time, venue, details of agenda items, other information which is important and necessary for decision making, opinions of the Board of Directors, the minutes of the previous shareholders' meeting, annual report, 3 types of proxy forms that shareholders can choose a proxy Form A or Form B or Form C with clear instructions for convenience and encourage all shareholders to attend the meeting. The Company shall send the meeting documents to the shareholders at least 21 days in advance prior to the meeting day and disclose such information on the Company's website in Thai and English at least 30 days in advance prior to the meeting date in order to ensure that the shareholders receive adequate, correct, complete, and transparent information for decision making, and those who is unable to attend the meeting can appoint a representative to act as proxy at the meeting.

2. The Company has policy to encourage and facilitate the shareholders, including institutional investors to attend the shareholders' meeting by setting suitable date, time and venue of the shareholders' meeting. The venue capacity must be sufficient to accommodate the shareholders who attend the meeting, with the easy access by public transportation. The meeting venue's map must be enclosed. In addition, adequate staff and technology are put in place to examine documents and voting count.

3. The Company shall advertise the details of general meeting of shareholders in newspapers in both Thai and English for 3 consecutive days at least 3 days in advance prior to the meeting day and post such information on the Company's website <http://www.principalcapital.co.th> in Thai and English to inform shareholders of the venue in advance.

4. The Company shall not perform any action that may restrict the rights of shareholders to attend the meeting. All shareholders have the right to attend shareholders' meeting from the commencement until the end. During the shareholders' meeting, shareholders have the rights to ask questions and express their opinions related to meeting agenda and to vote on each agenda item. The Chairman of the meeting should allocate sufficient time and opens the floor to the shareholders to give opinions and ask questions in the meeting.

5. In compliance with the good corporate governance principle, the Company set out the guideline for the agenda of annual general meeting of shareholders as follows,

5.1 To approve the minutes of the previous shareholders' meeting

5.2 To acknowledge the Company's operating performance of the previous year

5.3 To consider and approve the Company's statements of financial position and statements of comprehensive income for the year ended on 31 December of the previous year

5.4 To consider and approve appropriation of profit from the previous year operation

5.5 To consider the election of directors to replace those whose position period expired by rotation

5.6 To consider and approve the remuneration of the directors

5.7 To approve the appointment of accounting auditor and determination of the auditing fee

5.8 Other agenda

The Company allows the shareholders to raise their concerns and/or the Board of Directors to answer questions and/or give explanations without any vote.

6. The Company allows shareholders to propose the shareholders' meeting agenda and nominate the qualified person to be a director for 3 consecutive months in advance prior to the meeting day by mailing to the corporate secretary as per the details notified in the Company's website.

7. The Company allows the shareholders to send inquiries related to the shareholders' meeting agenda to the Board of Directors at least 10 days in advance via the Company's website or facsimile or email to the corporate secretary.

8. The Company will prepare meeting minutes and submit them to the Securities Exchange of Thailand within 14 days from the date of the meeting in accordance with the requirements of the Securities Exchange of Thailand. The information submitted includes meeting minute, votes, and details of important questions of shareholders on each agenda item.

9. All directors including specific committees/sub-committees /working group, Chief Financial Officer, and corporate secretary shall attend every shareholders' meeting, if not on important mission, to answer shareholders' questions and acknowledge their opinions. All executives should also attend the shareholders' meeting to answer the questions.

Section 2 Equitable Treatment of Shareholders

The Company has set the equitable and fair treatment policy for major and minor shareholders to protect shareholder's right in order to create confidence among investors. The Company has business ethics in relation to confidentiality and the use of inside information in the guideline to protect rights of shareholders fairly and to increase investors' confidence to invest in the Company as follows:

1. The Company allows shareholders to propose the meeting agenda item and nominate candidates for directorship in accordance with the criteria prescribed by the Company and published on the Company's website. Shareholders shall send the information to the Company 3 consecutive months in advance prior to the shareholders' meeting by sending the original letter by mail to the corporate secretary according to the details shown in the Company's website. The Board of Directors shall disclose the result of such consideration on the Company's website and the website of the Securities Exchange of Thailand.

2. The Company will not add any meeting agenda item or change of important information without notifying shareholders in advance.

3. Shareholders are entitled to appoint a proxy to attend the shareholders' meeting. Shareholders have the rights to receive a proxy form and instructions to complete the form. Any legitimate proxy who submits a completed proxy form to the committee at the shareholders' meeting shall be allowed to attend the meeting and vote on behalf of the shareholders. Alternatively, a shareholder may appoint an independent director as his proxy to attend the meeting and vote on behalf of him/her. Shareholders also have rights to receive the background and personal information of each independent director for their consideration.

4. In election of directors, the Board of Directors allows shareholders to vote for individual nominee. The voting procedures and equipment used for vote counting shall be transparent, convenient, efficient, and effective; therefore, the vote results can be announced quickly and shareholders shall be informed the voting results in a timely manner.

5. The Board of Directors and executives shall disclose their interests and related persons to the Board of Directors to consider the transactions of the Company which may have conflicts of interest or connected transaction; then make decision for the best interests of the Company. Directors and executives who have any related interests with the transactions of the Company shall not attend the meeting to make a decision on such matter. All processes shall be in line with the policy and procedure on approval of connected transactions of the Company.

Section 3 Roles of Stakeholders

The Company responds and takes into account of all groups of stakeholders by considering the rights of stakeholders that are established by law or through agreements with the Company. The Company has set the clear guideline on roles of each group of stakeholders as follows:

1. The Company's stakeholders include customers, employees, trade partners, shareholders or investors, creditors, competitors, or public sector and relevant agencies. The communication channels shall be adequately provided for each group of stakeholders to communicate and respond to their needs.

2. The Company has a commitment to customers to continuously develop products and services, and to set fair prices in each circumstance. The company shall not take advantage of customers and shall operate neutrally and fairly without taking advantage of trade partners.

3. The Company shall consider the welfare of its personnel. Their employment contracts shall be fair. The remuneration shall be reasonable and appropriate to the employee's capability in order to build motivation. Training and opportunity to pursue their education shall be provided to enhance the performance of employees. The Company shall also create a pleasant working environment by setting high safety standard and working discipline to ensure all employees are well taken care. An appropriate compensation plan shall be drawn up if, under any circumstances an employee must stop working.

4. The Company consistently and continuously addresses the Company's consideration and concern for the stakeholders.

Whistle Blowing Policy and Channels for Whistle Blowing

In order to be fair and provide equal treatment to all stakeholders according to corporate governance policy. The Company has provided several channels to report doubts, or send the complaints, or give opinion, and recommendations for the action that may affect the stakeholders from business operation or any unlawful action or discrimination or careless action of directors, executives and employee. The outsiders are able to send the complaints and recommendations to the following channels:

Corporate Secretary

Principal Capital Public Company Limited
28th floor Bangkok Business Center Building,
29 Sukhumvit 63, Klongton Nua, Wattana, Bangkok 10110
Email: Secretarywhistle@principalcapital.co.th
Telephone : +66 (2) 714-2173

If the employees have any doubts, or complaints, or opinion, or recommendations, please contact Director of Human Resources or corporate secretary at Hrwhistle@principalcapital.co.th or Secretarywhistle@principalcapital.co.th

Section 4 Disclosure and Transparency

The Company recognizes the importance of disclosing significant information correctly, completely to the stakeholders to support their decision making. The information disclosure indicates operational transparency, which is the key factor for building trust in the Company's honesty and integrity among shareholders, investors, and stakeholders and an inspection mechanism. The Company has set the guidelines for disclosure and transparency as follows:

1. The Board of Directors or the person assigned by the Board of Directors has a duty to disclose both financial and non-financial information. Such disclosures should be adequate, reliable and up-to-date. Shareholders and stakeholders shall obtain information equally as stipulated by the law and the Company's regulation. The information published on the Company's website shall be regularly updated to ensure its completeness and timeliness and shareholders are able to conveniently and efficiently access all relevant information and contact the business unit responsible for its disclosure.

2. The Company's information system must be prepared with care, accuracy and transparency. Important information should be conveyed in simple and concise language. The Company shall disclose information on a regular basis regardless of positive or negative impact it may cause to the Company.

3. Corporate communications department shall be established to regularly and efficiently publish useful information for shareholders, investors, employees, related parties and the general public and to clarify misunderstanding. In addition, investor relations department shall represent the Company in collaboration with institutional investors, creditors, securities analysts and shareholders and provide information about the Company's operations and investment through convenient, quick, and accessible communication channels.

4. The Board of Directors must ensure that the Company's statements of financial position and statements of comprehensive income and the Company's audit report, as well as the report of the Board of Directors, are prepared and presented to the shareholders at the annual general meeting of shareholders for their approval.

5. The Board of Directors shall prepare a report on Company's status and outlook in concise and simple form and a statement of the board's responsibilities in the financial reports along with the auditor's report, and the meeting attendance records of the directors and/or members of Audit Committees in the annual report.

6. The Board of Directors shall prepare a report any changes in securities holdings by directors and executives of the Company in accordance with the regulations stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand.

Section 5 Responsibilities of the Board

The Company has set the corporate structure in compliance with the business operations which is under supervision of the executives in each business unit comprising of three sets of Sub-Committee which are Executive Committee, Audit Committee and Risk Management Committee. These Committees have decision making authority and primarily supervise the operations of the Company and the transaction approved by the shareholders' meeting. The scope of responsibility of the Committees will be determined to achieve the highest work efficiency.

Roles and responsibilities of Chairman of the Board

Chairman of the Board of Directors and Chairman of the Executive Committee shall not be the same person. The Chairman of the Board of Directors has the following roles.

- 1) To call Board of Directors meeting and acting as the Chairman of the Board and Chairman of the shareholders' meeting. Participate in setting meeting agenda with the Board of Directors and Chief Executive Officer.

- 2) To effectively control the Board of Directors and shareholders' meeting to comply with the Company's rules and regulations.
- 3) To support and give opportunity to the Company's directors to show their opinions independently and equally.
- 4) To support and encourage the Board of Directors to perform their duty to their full capacity based on the scope of responsibilities in good corporate governance principle.
- 5) To monitor and follow up the Board of Directors' work as well as Sub-Committee's work to achieve the Company's objectives.
- 6) In case there is a vote by the Board of Directors and the votes are equal, Chairman of the Board shall vote as additional vote and deemed to be a decisive vote.

● **Executive Committee**

Executive Committee is appointed by the Company's Board of Directors as of December 31, 2019. The Executive Committee composes of

Name	Position	Join the meeting/Number of meetings	
		Executive Committee's Meeting	Reason for absence
1. Dr. Satit Vidayakorn, Ph.D.	Chairman of the Executive Committee	12/12	-
2. Mr. Veera Srichanachaichok	Executive Director	11/12	On business
3. Dr. Soontorn Sritha, M.D.	Executive Director	12/12	-
4. Miss Preeyaporn Apiwathwittaya	Executive Director	12/12	-
5. Mrs. Achara Ratanaphunsri ^{1/}	Executive Director	1/1	-
6. Miss Tanatarn Vidayakorn ^{1/}	Executive Director	1/1	-
7. Miss Ritima Jirasuradate	Executive Director Secretary to Executive Committee	10/12	On business

Remark : 1/ Mrs. Achara Ratanaphunsri and Miss Tanatarn Vidayakorn, was appointed as Executive Director effective as of November 25, 2019.

Authorities and Responsibilities of the Executive Committee

1. Be accountable for the administration regarding the Company's common business operation and management as well as set the financial plans, budgets, human resource management, technological investment and public relations of the Company proposing to the Board of Directors for consideration and approval as well as supervise and monitor the Company's operating performance pursuant to the Company's policy.

2. Undertake the operation and the management of the Company in consistency with every aspect of the Company's objectives, rules, regulations, policies, orders, and the resolutions of the Board of Directors and/or the resolutions of the shareholders' meetings.

3. Empower to appoint and supervise the operations of the appointed working group of committees to meet policies and objectives as required.

4. Empower to consider and approve the capital expenditure not exceeding Baht 10 million Baht (for each transaction). In this regard, such issue must be proposed to the Board of Directors for further approval/ ratification.

5. Approve key investment spending as specified in the annual budget expenditure as assigned by the Board of Directors or as agreed and approved in principle by the Board of Directors.

6. Empower to consider and approve the Company's short-term investment (less than 1 year) and financial investment (Portfolio Investment) for the period of 2-5 years with the amount for each transaction not exceeding Baht 300 million. In this regard, such issue must be proposed to the Board of Directors for further approval/ ratification.

7. Consider the proposal for dividend payout during the year or an annual dividend payment to the Board of Directors for consideration and approval.

8. Set the corporate structure, management authority as well as appointment, employment, transfer, compensation, remuneration, bonus for executives who are non-members of the Executive Committee and employment termination.

The authority of Executive Committee shall not include the approval of any transactions that may have conflict of interests or any transactions that Executive Committee or persons may have conflict of interests or other form of interests that may be in conflict with the Company or its subsidiaries in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. The approval of such transactions must be proposed to the Board of Director's meeting and/or the shareholders' meeting for consideration and approval in accordance with the Company's regulations and relevant laws.

● Audit Committee

The Audit Committee shall comprise at least 3 independent directors, with at least 1 member of Audit Committee who has knowledge and experiences to review the reliability of financial statements. The Audit Committee members must bear independent qualifications in accordance with the Securities and Exchange Commission notification regarding the qualifications and scope of work of Audit Committee. The Audit Committee is in charge of supervising business operation of the Company, oversight of financial reporting and internal control system, selecting the Company's external auditors, considering conflict of interest issues and risk management. Audit Committee must have the following qualifications

1. He/she must be an independent director and is appointed by the Board of Directors
2. He/she must be a director who is not an employee, or advisor who receives salary from the Company the subsidiary company and affiliated company.
3. He/she must be trustworthy and able to devote his/her time to perform Audit Committee's task.

Remark: Other qualification shall be in accordance with the qualifications of the independent director as set by SET and SEC (manual on p. 26) and Audit Committee Charter which can be downloaded from the Company's website.

For the year 2019, the Company has 3 members of the Audit Committee who have sufficient knowledge, ability and experiences to review the reliability of financial statement consisting of

Name	Position	Join the meeting/Number of meetings	
		Audit Committee's Meeting	Reason for absence
1. Mr. Yamsak Manomaiphiboon	— Independent Director — Chairman of Audit Committee	5/5	-
2. Miss Aranya Chalernpornvarodom	— Independent Director — Member of Audit Committee	4/5	Leave
3. Dr. Jutamas Ingpochai, Ph.D.	— Independent Director — Member of Audit Committee	3/5	Leave
4. Miss Ritima Jirasuradate	— Secretary to Audit Committee	5/5	-

Authorities and Responsibilities of the Audit Committee

1. To review the financial reports in order to ensure that it is accurate and reliable and information is sufficiently disclosed by co-operating with the Company's external auditors and the executive who is responsible for preparing quarterly and annual financial reports.

2. To review the Company's and subsidiary companies' internal control system, internal audit system, and risk management system to ensure their appropriateness and effectiveness. The Audit Committee may

review or examine the transactions that deem necessary and important, provide recommendations on the improvement of internal control system or risk management system and report the result of examination to the Company's Board of Directors.

3. To review the Company's practice in compliance with the laws governing securities and exchange or regulations of Securities Exchange of Thailand, policies, rules, regulations, requirements, and other laws related to the Company.

4. To review the evidence in case there are any doubts about the Company's operation that may seriously affect the Company's financial position and operating performance or conflicts of interest or violation of laws and regulations that may affect the Company's operation.

5. To consider the disclosure of information in case there are connected transactions or transactions with potential conflicts of interest and ensure the transaction is in compliance with Securities Exchange of Thailand's laws and regulations in order to ensure that such transactions are reasonable and maximize benefits to the Company.

6. To select and nominate independent persons to be the external auditors of the Company and propose their remuneration by considering credibility, adequacy of resources and amount of audit works of such auditing firm including the experience of the person designated for auditing. Audit committee shall have meeting with external auditor without management's presence at least once a year.

7. To ensure the accuracy and effectiveness of Information Technology related to the financial reports and internal controls.

8. To promote development of financial reporting system to be in line with international accounting standards.

9. To review internal audit plan of the Company in accordance with internationally accepted approaches and standards.

10. To consider the independence of the internal audit department of the Company or recruit external service provider to perform internal audit functions. The Audit Committee may give recommendations on budget and human resources of internal audit department. The Audit Committee shall give consent to the appointment, transfer and dismissal of the head of internal audit department and assess the performance of the head of internal audit department.

11. To prepare a report of the Audit Committee signed by the Chairman of the Audit Committee for the disclosure in the Company's annual report in accordance with the Securities Exchange of Thailand's regulations.

12. If necessary, the Audit Committee may seek for independent opinion from the external advisors, at the Company's expense. The selection of external advisor shall be in accordance with the Company's regulations.

13. The Chairman of the Audit Committee shall attend the shareholders' meeting to explain or answer to enquiries on Audit Committee or the appointment of the certified auditor.

14. To review and improve the Audit Committee's Charter.

15. To perform other tasks assigned by the Board of Directors with the approval from the Audit Committee.

16. Review the "self-evaluation form related to anti-corruption measure" in term of the suitability to perform according to the self-evaluation form related to anti-corruption measure and evaluate the accuracy and the adequacy of information in such form to submit to Collective Action Coalition against Corruption Committee for certification process.

● Risk Management Committee

Risk management committee comprises at least 3 members appointed by the Board of Directors, and at least 1 member being a director of the Company. Each member can be the Risk Management Committee member of not exceed 5 listed companies. As of December 31, 2019, there were 9 members of Risk Management Committee consisting of

Name	Position	Join the meeting/Number of meetings	
		Risk Management Committee's Meeting	Reason for absence
1. Dr. Satit Viddayakorn, Ph.D.	Chairman of Risk Management Committee	4/4	-
2. Mr. Veera Srichanachaichok	Member of Risk Management Committee	4/4	-
3. Mr. Sirichai Towiriyawate	Member of Risk Management Committee	4/4	-
4. Miss. Preeyaporn Apiwathwittaya	Member of Risk Management Committee	4/4	-
5. Ass. Prof. Korpong Rookkapan, M.D. ^{1/}	Member of Risk Management Committee	2/2	-

Name	Position	Join the meeting/Number of meetings	
		Risk Management Committee's Meeting	Reason for absence
6. Mrs. Achara Ratanaphunsri	Member of Risk Management Committee	4/4	-
7. Dr. Soontorn Sritha, M.D.	Member of Risk Management Committee	4/4	-
8. Mrs. Tuanchai Keawwanna	Member of Risk Management Committee	3/4	On business
9. Miss. Ritima Jirasuradate	Member of Risk Management Committee and Secretary to Risk Management Committee	4/4	-

Remark : 1/ Ass. Prof. Korpong Rookkapan has resigned from Member of Risk Management Committee since August 1, 2019.

Authorities and Responsibilities of the Risk Management Committee

1. To consider and propose the risk management policy related to the Company's business operations, acceptable risk appetite, and other related operational framework to the Board of Directors.
2. To develop an efficient enterprise risk management system and promote collaboration to ensure risk management is continuously implemented at all levels in the organization.
3. To review risk report of each department and provide recommendations and resolutions.
4. To coordinate with the Audit Committee about significant risk factors and propose appropriate mitigation policy or measures.
5. To oversee the effectiveness of risk management processes.
6. To report significant risks and risk management solutions to the Board of Directors' meeting periodically.
7. To perform other tasks related to risks management as assigned by the Board of Directors.

9.2 The Board of Directors' Meeting

The schedule for the Board of Directors' meeting shall be set in advance each year so that each member of the Board can arrange time to attend meeting. The Chairman of the Board shall set the meeting agenda by consulting with the Chief Executive Officer and consider the important issues proposed by other directors to be included in the meeting agenda. The Company shall send meeting documents to each director

in advance of the meeting so that director shall have time to review, consider, and make decision on each agenda item. Meeting procedures are as follows:

1. The Company's articles of association prescribed that the Board of Directors' meeting shall be arranged at least every 3 months and at least one-half of the total number of directors' presence at the meeting shall constitute a quorum.

2. The Company shall send invitation letter and agendas to the directors at least 7 days prior to the meeting day so that the directors shall have time to review, consider and make decision on each agenda and arrange time to attend the meeting.

3. The Chairman of the Board shall approve the meeting agenda by consulting with the Chief Executive Officer and consider the important issues proposed by other directors to be included in the next meeting agenda.

4. The Chairman of the Board should appropriately allocate the meeting time for the presentation and enquiries consideration as well as important issues discussion by directors.

5. The Board of Directors should fully devote their time and effort to the Company and shall regularly attend the meetings.

6. The Board of Directors should be able to access necessary information and request for supplementary documents, advice and other services relating to Company's operation from senior executives. If necessary, the Board may seek for independent opinions from the external advisor to support the information in each meeting.

7. The Board of Directors may invite senior executives of the Company to attend Board meetings to provide additional information on the relevant issues.

8. Any director who may either have interest or involvement in any agenda must not vote or express views on that agenda.

9. The number of Board of Directors' meetings should be appropriate with the responsibilities of the Board of Directors and nature of business of the Company.

10. The minutes of the Board of Directors' meetings that contain the resolutions of the meeting and the comments of the Board of Directors must be clear for reference.

11. Each director should attend the Board of Director's meeting at least 80% of total number of meetings in a year.

12. Every director should have 75% attendance of total number of Board of Director's meeting within a year.

13. Board of Directors set the policy regarding the minimum quorum when there is a vote in the Board of Directors' meeting that there must be at least two-third of total number of directors. In case there is a vote for only non-conflict of interest directors, there must be non-conflict of interest directors at least two-third of total number of non-conflict of interest.

14. Arrange the meeting for non-executive directors without the attendance of management team at least once a year.

9.3 Selection and Appointment of Directors and Removal of Directors

- The appointment of Independent Director

The Company has the selection and appointment criteria of Independent Director by recruiting those who have knowledge, ability and qualifications in compliance with minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Hold shares not exceeding 1% of all shares with voting rights of the Company, its subsidiaries, related companies, major shareholder or entity with controlling power, including shares held by related persons of such independent director.

2. Shall not be nor have ever been a director with management authority, employee, staff member, advisor who receives salary or is an entity with controlling authority of the Company, its subsidiary companies, related companies, major shareholder or entities with controlling power.

3. Shall not be a person having blood relationship or legal registration as father, mother, spouse, sibling, or child of the director, major shareholder, an entity with controlling power, or a person to be nominated as a director, executive or entity with controlling power of the Company, its subsidiary, or related company.

4. Shall neither have nor have ever had business relationship with the Company, subsidiary, related company, major shareholder or entity with controlling power, in such a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or entity with controlling power of any person having a business relationship with the Company, its subsidiary, related company, major shareholder or entity with controlling power.

5. Shall not be nor have ever been an auditor of the Company, subsidiary, related company, major shareholder or entity with controlling power, and not be a significant shareholder, entity with controlling power,

or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, related company, major shareholder or entity with controlling power.

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its subsidiary, related company, major shareholder or entity with controlling power, and not be a significant shareholder, entity with controlling power or partner of the provider of professional services.

7. Shall not be a director appointed as a representative of the directors, major shareholder or shareholder who is related to major shareholders of the Company.

8. Shall not engage in any business with the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of all shares with voting rights of another company which engages in business of the same nature and in competition with the business of the Company or its subsidiaries.

9. Shall not have any other characteristic which prevents him/her from expressing opinion freely on the operation of the Company.

After the appointment as independent directors with the qualifications in corresponding to No.1 to 9 specified above, they may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the parent company, subsidiary, associated company, major shareholder or an entity with controlling power.

If the appointed Independent Directors used to have business relationship or provide professional services exceeding value as specified in the first paragraph, the rule no. 4 or 6 shall be waived when there is the opinion from Board of Director that the Board has considered that the appointment of such director would not affect his/her duties to provide independent opinion under Section 89/7 and also discloses the following information in the agenda related to independent director selection in the invitation to Board of Director's meeting.

- a) Business relationship or professional services which make that person's qualifications don't comply with the specified rule.
- b) Reasons and the necessity to keep or appoint such person to be an independent director.
- c) Board of directors' opinion to appoint such person as an independent director.

To give an opportunity for Independent Directors to discuss or set the guideline for the development of corporate governance quality, the Company shall arrange the independent director's meeting at least twice a year.

- Appointment of the Board members

The Board of Directors shall consist of at least 5 members, more than half of board members must have residence in Thailand and directors must have the qualifications as specified by laws. The selection and the qualifications of directors must comply with the following criteria.

1. The appointment of a director shall be in accordance with the Articles of Association of the Company and the provisions of relevant laws. Incidentally, the appointment of director must be transparent and clear. The consideration must include the educational record and professional experience and track record of such person with sufficient information to support the decision of the Board of Directors and the shareholders of the Company.

2. A director of the Company must be a knowledgeable, capable, transparent, honest person, has business ethics and has sufficient time to devote his/her knowledge, ability to perform duty for the Company.

3. A director is not allowed to be a partner or a director of any other juristic person that operates the same business or being a competitor with the Company, unless the shareholders is notified before the release of meeting resolution. Also, a director shall immediately inform the Company if he/she has conflict of interest in the agreement entered into by the Company, or holding shares or debenture up or down in the Company or the subsidiary companies or the affiliated companies.

4. A director must possess qualifications with no prohibited characteristics pursuant to the law governing the public limited company and the law governing securities and stock market.

The Company's shareholders shall elect directors at the shareholders' meeting using the following rules and procedures.

1. Each shareholder shall have 1 vote per 1 share

2. Each shareholder shall use all his or her votes under no. 1 to elect one or several candidates as a Director. However, he or she may not divide his or her votes among the candidates.

3. Those who receive the highest number of votes shall be elected as directors of the Company on descending basis until the required number of directors is appointed. In the event of a tie, the chairman of the meeting shall have the decisive vote.

- Selection and Appointment of Senior Executives

Chairman of Executive Committee will be the one who selects Chief Executive Officer by considering those who has suitable qualifications in term of knowledge, skill, capability and experience that would be able to manage business operation of the Company and also have good understanding in nature of business which enables him/her to achieve Company's target set by the Board of Directors. After the appointment, Chairman of Executive Committee will report to the Board of Directors for acknowledgement.

- Removal and Discharge of Directors

1. At the annual general meeting of shareholders, the directors shall be removed by one-third (1/3) of total number of directors at that time. If the number of directors is not divisible by three, it has to be the nearest one-third (1/3) and the discharged directors may be re-elected to be a director. In the first and second year after the registration of the Company, directors shall be removed by drawing lots. In subsequent years, the directors who have stayed in the position for the longest period shall be removed from the office.

2. Other than the retirement by rotation, a director shall be discharged upon death, resignation, lack of qualifications or having prohibited characteristics under the law governing public limited companies and/or the laws governing securities and exchange, removal by a resolution of the shareholders' meeting, or removal by court order.

3. Any director who wishes to resign from the directorship shall submit a resignation letter to the Company, and the resignation shall be effective from the date of receipt of the resignation letter by the Company. A director who has resigned may also notify the registrar of such resignation.

4. The shareholders' meeting may pass a resolution to remove any directors from office prior to retirement by rotation, by a vote of not less than three-fourth (3/4) of the number of shareholders attending the meeting and having the right to vote and the shares held by them shall in aggregate amounted to not less than one-half of the number of shares held by the shareholders attending the meeting and having the right to vote.

5. In the event that the director position becomes vacant for any reason other than by rotation, the Board of Directors shall elect any person who is qualified and who does not have any of the prohibited characteristics under the law governing public limited companies and under the law governing securities and exchange as a substituted director in the subsequent Board of Directors meeting, unless the remaining term of office of the vacant directorship is less than two (2) months. The substituted director shall retain office only for the remaining term of office of the director whom he/she replaces.

The resolution of the Board of Directors shall be passed by an affirmative vote of not less than three-fourth (3/4) of the remaining directors.

9.4 Performance evaluation of the Board of Directors

9.4.1 Performance evaluation of Board members

1. The Company has a policy to evaluate Board of Directors on the annual basis. The evaluation is based on the performance of the Committee collectively. The director shall evaluate the Board of Director's performance as a whole. The evaluation result will be analyzed and summarize to improve the working efficiency of the Board of Directors in the future.

2. The Company submits the evaluation report and comment to the Board of Directors' meeting to support and improve the performance of the Board of Directors.

3. Chief Executive Officer should participate in explaining his expectation to obtain support from the Board of Directors.

9.4.2 Performance evaluation of Chief Executive Officer

1. The Company shall conduct the performance evaluation of Chief Executive Officer annually for the Board of Directors' consideration.

2. The Company has set 3 evaluation criteria with different weight given to each criteria.

2.1 Corporate key performance indication (KPI)

2.2 Leadership competency

2.3 Budget and project management

3. The evaluation result shall be taken into consideration for salary adjustment of Chief Executive Officer and shall be proposed to the Board of Directors' meeting for approval.

9.5 Remuneration of Directors and Chief Executive Officer

1. The Company has remuneration policy for determining the remuneration of its directors and Chief Executive Officer, which have to be attractive and comparable to the remuneration of the companies in the same industry. The remuneration shall be linked with the performance and responsibilities of the directors as well as the performance of the Company. The Board of Directors shall determine such remuneration and propose to the general shareholders' meeting for approval.

2. The directors who are assigned more tasks and responsibilities shall receive additional remuneration in corresponding to their assigned responsibilities. The Chairman of the Board may receive higher remuneration than other directors.

3. The Board of Directors shall prepare report on directors' remuneration policy, its rationale, and the objectives of the policy and disclose in annual report and financial statements of the Company.

4. The Board of Directors shall evaluate the Chief Executive Officer's performance annually to determine his/her remuneration. The basis of the performance evaluation should be agreed upon by Chief Executive Officer ahead of the evaluation. The evaluation criteria include objective, financial performance, long-term strategic performance, career development plan etc. The evaluation results would be proposed for Board of Directors' approval, and the Chairman of the Board shall communicate the evaluation results to Chief Executive Officer.

5. The Board of Director set the compensation scheme to non-executive directors including meeting allowance, annual bonus and other remuneration which is Directors and Officers Liability and Company Reimbursement Policy.

9.6 Directors and Executives Training

1. The Company encourages and facilitates training related to corporate governance for directors, specific committee, executives, corporate secretary to enable them to continuously improve their performance.

2. The Company prepares and dispatches orientation documents to new directors containing useful information to perform their duties. The Company also holds an orientation for new directors by introducing the nature of the Company's businesses and business operations. The Company's directors attended the training courses organized by the Thai Institute of Directors Association (IOD).

3. The Company has executive development plan to build the required competencies for internal job rotation. The Company also conducts a competency assessment for senior executives as a part of succession plan for the senior executives.

4. The Company encourages member of the Board and senior executives to attend the seminar that is useful to their duty and also meet with Board of Directors and senior executives of various organizations to exchange idea and apply their knowledge and experience for further development of the Company.

9.7 Compliance and Review

Board of Directors will control directors, executives and staff to perform according to "Good Corporate Governance Policy" to upgrade and develop the quality of corporate governance continuously in order to enhance the stability and sustainability to the organization, shareholders and all stakeholders. Board of Directors and Audit Committee has a guideline to review the "Corporate Governance Policy" manual annually.

9.8 Subsidiary companies' and associated companies' operational control

In order to effectively control the operations of the subsidiary companies and in compliance with the Company's policy and direction, the Board of Directors shall perform as follows:

1. Assign those who have appropriate knowledge and experiences as recognized by the Board of Directors/Executive Committee to be directors in the subsidiary companies.

2. Arrange the meeting to monitor the operating results every quarter.

3. Arrange an external entity to be responsible for internal audit and report the results for the Board of Directors' acknowledgement.

4. Clarify the Company's important policies such as good corporate governance policy, risk management policy and anti-corruption policy to subsidiary companies for acknowledgement and implementation.

9.9 Safeguarding confidentiality and use of inside information

The Company set the guidelines in the Code of Ethics to control its personnel not to disclose inside information to others including using it for their own benefits. The main guidelines include not exploiting the Company's inside information for personal or others' interests such as trading share of the Company when the Company will announce performance outcomes, purchasing land or investing in the business in vicinity of the area that the Company plans to expand the business. Also, the Company has the policies and procedures to oversee executives as follows:

1. Educate the directors and executives to acknowledge their duties to report the securities holding by themselves, by their spouses and by their underage children as well as penalty under Securities and Exchange Act B.E 2535 and the requirements of the Stock Exchange of Thailand.

2. Designate the executives to report the movement of their securities holding to the Securities and Exchange Commission and submit a copy of such report to the Company on the same day of submitting the report to Securities and Exchange Commission.

When any related persons violate the relevant provisions with regard to the use of such inside information, it shall be deemed guilty of violating the Company's regulations and strict disciplinary action shall be taken against such persons. Also, when any actions are done in belief that they are illegal by laws, regulations and governmental instructions, the Company shall submit the case to state authorities for further action.

9.10 Auditor's fee

The auditor's fee for the review of financial statement during the year and the audit of financial statement for the fiscal year 2019 of the Company and its subsidiaries was totaling Baht 13.38 million, increasing from what has been approved by ordinary shareholder meeting in 2019 because there is audit fee for 3 newly opened companies in 2019.

9.11 Compliance with other good corporate governance policy

9.11.1 Anti-corruption

The Company complies with the law and transparency and good code of business ethics. The Company participated in “Thailand’s Private Sector Collective Action Coalition against Corruption” to show its intention and determination to against all forms of corruption with the following policy.

1.1. The Board members, executives and all employees of the Company or third parties in their relationship with the Company shall not perform or accept or support any form of fraud and corruption practices, whether direct or indirect to any related persons or entities, whether in a form of offering, promising, soliciting, demanding, giving or accepting bribes or having behaviors implied in fraud and corruption. The Company shall support all relevant entities, customers, suppliers, contractors, sub-contractors and government officers to follow the Company’s policies as well as to review all guidelines to be in line with policies, regulations, notification, laws and the business change.

1.2. The Company adopts a political neutrality policy and shall not participate in any activities that might bring the understanding that the Company has a relation with or provide political contribution to any political party or political power group. The Company shall be neutral and not concentrate on any political party or political power group and shall not use the Company’s resources to support any political party or to assist any political candidate. However, the Company recognizes that its employees have the freedom on their rights as a good citizen under the terms of the Constitution, related laws and regulations.

1.3. Regarding the Company’s operations, the Company does not have the policy to give or accept all forms of bribery. The Company shall operate its businesses and contact with governmental and private agencies with transparency, integrity and complying with relevant laws and regulations.

1.4. The Company shall control the process of charity contribution, sponsorship, giving the business gifts and supporting all activities to be transparent and lawful.

1.5. The Company shall provide the control and the inspection on internal control properly and consistently, in order to prevent all employees act in contrary to this policy.

1.6. The Company shall arrange the trainings to provide knowledge on countering fraud and corruption to the Board, executives and all employees of the Company or third parties in their relationship with the Company, in order to promote their integrity and responsibilities on duties as well as to be acknowledged on the Company’s intention.

Fraud and corruption protection guidelines

1. Directors, executives and all staffs of the Company have to perform according to Anti-Corruption policy, Code of Business Ethics, Director Code of Conduct, Executive, Employee Code of Conduct and good corporate governance policy including the regulations and other related working manual as well as other guidelines to be set by the Company.

2. The Company's staff shall not ignore when he/she discover the fraudulent and corrupted action that are related to the Company. He/she must inform his/her boss or responsible persons or Audit Committee for acknowledgement and co-operate to investigate the facts. If there is any doubt, he/she must consult with his/her boss or human resources department via various communication channels provided by the Company.

3. The Company shall provide fairness and protection to the employee who denies or notifies fraudulent and corrupted incidents. The employee who denies or notifies such incident will be protected with no punishment, unfair transfer. The Company will appoint an investigator to investigate every notified incident.

4. Those who cheat and perform corrupted action to the Company will be punished in accordance with the Company's regulations and may be punished by law if such action is unlawful.

5. To give or receive the sponsorship must be transparent, having evidence, can be recorded in term of accounting and comply with the Company's policy. The Company can verify and control that the sponsorship is not a corrupted incident. There is an approval procedure and ensure that the use of sponsorship be in line with the internal control process.

6. The Company will donate for charity in cash or other form of assistance as a part of corporate social responsibility and promote the Company's image without any business benefits in return.

7. The donation for charity and sponsorship of the Company must be approved by the authorized person of the Company based on the following criteria.

7.1 It must be the activity that is in line with the Company's business plan and policy

7.2 The specific person or organization who is the recipient of donation or sponsorship can be identified.

7.3 The objective for the use of donation or sponsorship must be clear. It can be tracked and evaluated.

7.4 There is starting and ending period of the activities

7.5 The place where the donation or sponsorship is used can be clearly stated.

7.6 The direct and indirect beneficiary of donation or sponsorship and the qualitative and quantitative benefits derived from the donation must be specified.

7.7 There is an evidence of payment or receipt that can be tracked.

- 7.8. To give or receive a gift, reception and expenses to executives and staffs must be complied with Executives and Staff Code of Conduct regarding to give or receive a gift or assets or other benefits.

The Company will disclose the information to the shareholders, executives, customers, staffs and all stakeholders in the annual report and the Company's website or other appropriate channels to ensure that the Company operates business with transparency.

Roles and responsibilities of each level

Board of Directors' roles and responsibilities are as follows:

1. Set the policy and efficient system to support the anti-corruption and make sure that every employee aware of the importance of anti-corruption
2. Review the appropriateness of the change in anti-corruption policy from the executive to suit the business environment and organization culture
3. Understand about the factors that cause the risk from corruption and ensure the executive about the measure to manage such risk.
4. Act as a role model in showing honesty and determination to oppose every form of corruption
5. Create good corporate governance organization culture to protect and against corruption
6. Support independent units including Audit Committee, Risk Management Committee and Internal Auditor in other business units of the subsidiaries as well as external auditor to perform task in order to protect and anti-corruption
7. Communicate and emphasis on the expectation of Board of Directors and executives against corruption to all staff level including third party that are related to the Company

Audit Committee's roles and responsibilities are as follows:

1. Review the anti-corruption policy from the executives to suit the business environment and organization culture
2. Review the appropriateness of the change in anti-corruption policy from the Executive Committee
3. Review audited financial statement and internal audit report as well as anti-corruption risk evaluation as suggested by internal auditor to ensure that such system can minimize the risk from anti-corruption effect to operating and financial performance of the Company and also suitable to business of the Company conform to international standard, modern and efficient.

Risk Management Committee's roles and responsibilities are as follows:

- (1) Consider the policy and anti-corruption risk management
- (2) Monitor and evaluate anti-corruption risk to report to Board of Directors

Executives' roles and responsibilities are as follows:

1. Perform as a role model and promote business ethics to the staff and third party that are related to the Company. Set the system to support anti-corruption policy and communicate to all employee and related party. Review the suitability of the system and measures. Set the operating procedure to protect corruption. For example, the division of responsibilities of the operator to cross check the correctness and the document preparation.
2. Set internal control procedures to protect corruption risk within the business unit and working procedure under his/her responsibilities
3. Review and monitor the operation of the staff to ensure that it complies with the rules, regulations, announcement and orders of the Company.
4. Report corruption case to Audit Committee or Board of Director as the case may be
5. Encourage and motivate the staff to perform his/her work with honesty, devotion, and compliment good person and against the corruption.
6. Create the awareness, communicate the reporting channel for the corruption to the staff
7. Encourage the Company to create non-corruption organization culture, protect the staff who rejects the corruption such no demotion or no punishment the staff who rejects corruption despite causing the loss in business opportunities.

Staff's roles and responsibilities are as follows:

1. Perform according to the policy, rules, regulation and orders related to anti-corruption and code of business ethics of the Company
2. Report suspicious event or corrupted behavior of Board of Directors, Executives and staff including outsider including trading partners, customers, related party etc.
3. Support and co-ordinate to protect and against corruption
4. Create non-corruption organization culture and give value to the good ethical performance
5. Every staff must disclose the conflict of interest transaction to the Company

Remark: The investor can read more details about anti-corruption policy, code of business ethics and Charter for Directors in the Company's website http://www.principalcapital.co.th/investor/good_corporate.html

9.11.2 Code of Business Ethics

The Company has established a code of conduct and code of business ethics to be a guideline for directors, executives, and employees to adhere with emphasis on corporate governance principles, equitable treatment to all groups of stakeholders with fairness and transparency, as well as considering and respecting rights of all groups of stakeholders in order to create proper balance in society. List of code of ethics for executives are as follows:

1. Perform duties with responsibility, integrity, commitment, and dedication, comply with the rules and policies of the Company, and consider the Company's interests as the primary concern.
2. Strictly keep the confidentiality of customers, business partners, and the Company, take extra care to ensure that the confidential documents or information are not leaked
3. Respect the privacy of other employees and refrain from divulging professional or private information of other employees or discussing about it in such a way that may cause damage to the employee or the overall image of the Company
4. Not accuse or engage in any actions which may lead to disunity or damage within the Company or related persons of the Company
5. Maintain and promote unity
6. Treat colleagues with politeness, kindness and good human relation and keep a promise
7. Behave and develop oneself for the benefits of the Company in accordance with the Company's values
8. Commit to moral principles and refrain from all vices and not behave in a way that may damage the reputation of oneself and the Company
9. Pay attention and help to preserve the environment and atmosphere in the workplace including the development organization into excellence
10. Refrain from giving and/or accepting gifts, reception, or any interests from business partners, or those who are involved with the Company's businesses, unless for the purpose of normal business operation or in festivals or conventional at reasonable value. If the gift is in the form of cash or item with the value exceeding Baht 3,000, the recipient must turn it down and return it. If the gift value is less than Baht 3,000, the reception for trading partner or those who has business relationship with the Company based on actual business practice and tradition is acceptable.
11. Refrain from any behavior considered sexual harassment

Remark: The investors can find additional information related anti-corruption and the Charter of Board of Directors in the Company's website. (<http://www.principalcapital.co.th>)

9.11.3 Disclosure of the Company's major policies

After the Board of Director prepared and formulated the important policies include corporate governance policy, risk management policy, information technology and confidentiality policy, anti-corruption on November 26, 2015 and amendment of such policy on March 21, 2017 and the latest amendment on July 24, 2018. The Company publishes those policies in the Company' website <http://www.principalcapital.co.th> and intranet of the Company for the employee of the Company and its subsidiaries. Also, the Company has arranges the meeting to clarify those policies and to provide an opportunity for employees to ask for more details as well as to sign for acknowledgement of those policies.

9.11.4 Scope of role and responsibility of Senior Executive and Corporate SecretaryRoles, Duties and Responsibilities of Chairman of Executive Committee

1. Supervise the business operation and/or administration of Chief Executive Officer
2. Outline the policies as well as supervise of the overall operations, to achieve the benefits in the business operation.
3. Monitor and evaluate the operations of the Company on the regular basis to prevent the various internal and external risk factors.
4. Empower to make decision for employment, appointments, transfers, and removal for cross-functional or termination of employment of the executive officers.
5. Perform other duties as assigned by the Board of Directors.
6. Financial approval limit of Chairman of Executive Committee is based on the management manual as declared by the Company.

Roles, Duties and Responsibilities of Chief Executive Officer

1. Control the business operation and/or manage day-to-day operation of the Company.
2. Manage the operation in accordance with the policies, plans, and budgets approved by the Executive Committee and/or the Board of Directors of the Company.
3. Empower to manage the businesses of the Company to meet the Company's objectives, articles, policies, procedures, guidelines, orders, resolutions of shareholders' meetings and/or resolutions of the Board of Directors' meetings and the Executives Committee's meeting in all aspects.

4. Appoint and manage working committees for the benefit and efficiency of good and transparent business operation, and have the power to delegate authority and/or authorize any other person to perform specific tasks on his behalf. The delegated authority and/or assignment shall be under the scope of authority as stipulated in the power of attorney, which was approved by the Board of Directors and/or to comply with rules and regulations or orders of the Chief Executive Officer or the order of the Board of Directors Company.
5. Set the mission, objectives, guidelines, policies, as well as manage overall operations to achieve highest benefits.
6. Monitor and evaluate the operations of the Company on a regular basis to prevent the various internal and external risk factors.
7. Empower to employ, appoint, transfer, and removal for cross-functional/departments/divisions or terminate the employment of the employees.
8. Empower to issue orders, regulations, notifications, and memorandum for the operation in compliance with the policy and benefits of the Company in order to maintain procedures and discipline within the organization.
9. Perform other duties as assigned by the Board of Directors.
10. Financial approval limit of CEO is based on the manual declared by the Company.

However, the power of Chairman of the Executive Committee and Chief Executive Officer as well as to delegated authority to any persons that deems appropriate does not include the authority and/or the delegated authority to approve any transaction that the delegated authority persons have any conflict of interest or any conflict of interest with the Company in accordance with the regulation of the Office of the Stock Exchange Commission (SEC), and the Stock Exchange of Thailand (SET). Those transactions must be proposed to the Board of Directors' meeting and/or at a shareholders' meeting for consideration and approval in compliance with the Company's regulations or related law.

Roles, Duties and Responsibilities of Corporate Secretary

1. Prepare and keep the important documents of the Company.
2. Keep the reports on the connected transactions, and perform the activities as assigned by the Securities Exchange Commission (SEC) and Stock Exchange of Thailand (SET).

3. Arrange the Board of Directors meetings, Audit Committee meetings, and specific committee's meetings.

4. Prepare the minutes of the meetings and important documents, as well as find the venue for the Board of Directors meetings and shareholders' meeting, set the agenda for the meetings, prepare meeting documents, and record the minutes of the meetings.

5. Prepare Company's annual report to propose to shareholders' meeting.

6. Hold shareholders' meetings and take care of shareholders as well as investors.

7. Oversee the Company and the Board of Directors to comply with the laws and regulations of the Office of the Stock Exchange Commission (SEC), and the Stock Exchange of Thailand (SET).

8. Encourage the Company to have good corporate governance practice.

9. Act as a coordinator or the Company's registrar and coordinate for the matters relating to dividend payment activity.

10. Proceed to execute the resolutions of the Board of Directors' meeting and the resolution of shareholders' meetings

9.11.5 Check and Balance of Non-Executive Directors

The Company has 9 directors. The details are as follows:

- Executive director 4 persons
- Non-executive director 2 persons
- Independent director 3 persons

10. Corporate Social Responsibilities

The Company is aware that major factor contributing to sustainable business growth is to create the balance of economic, social and environmental profit. Therefore, other than the determination to expand the business to meet the target, the Company has set up more continuous social and environmental activities that show clear concrete outcomes, by focusing on building the understanding and awareness within the organization as the first priority. When sub-units of the organization understand, the outcome shall be fruitful as expected. The Company has adhered to the 7 main policies, which is in accordance with the guiding principle of the Stock Exchange of Thailand and ISO 26000 standards as follows:

1. Good corporate governance

The Company has determination to operate the business with transparency, accountability and disclosure of important information comply with the laws and other related regulations, including taking the benefits of all stakeholders into consideration. To make it clear and the employees have the same understanding of the best practice, the Company has outlined the Corporate Governance Policy and other related policies and posts such information publicly on the intranet for the employees' acknowledgement.

2. Doing business with fairness

To do business fairly, the Company has announced the anti-corruption policy as an operational guideline, which will help reducing the problems on conflict of interest or violation of laws. Also, the Company has set up the information technological policy that covering the use of products with valid license in order to eliminate the problem of intellectual property infringement by having the penalty code and published such information on intranet of the Company for employee's conduct and acknowledgement. In addition, the Company review corporate governance standard and improve the policy to be in line with international standard. Furthermore, the Company receive the Certification in Collective Action Coalition Against Corruption or CAC reflecting the determination to pursue anti-corruption policy and put into practice in the organization as well as joining every form of anti-corruption campaign.

On June 7, 2018 the Company obtained the Certificate in relation to "Thailand's Private Sector Collective Action Coalition against Corruption (CAC)"

3. Human rights and employment treatment

The Company treats its employees equitably and fairly, providing welfare, safety and hygiene in line with labor standards. Employee compensation covers more than wages, salaries and bonuses. Training is also provided to develop employee skills in various areas. Relationships within the organization are promoted, as

well as effective communications and teamwork. Specialized training is provided, such as Senior Supervisor and Leadership Skill Development courses for officials, physicians and nurses of Pitsanuvej Hospital.

4. Responsibilities to Customers

To maintain high standard of services for high-end customers, the Company entered into a contract with the Marriot group, who is a famous international hotel group to manage and administer Marriot Executive Apartments Sathorn Vista, Bangkok. The Company also monitors its operating result quarterly to ensure that the customers have the best services. This property has always been awarded with the excellent rating from the customers. In addition, the Company entered into the management contract with Ascott International Management (Thailand) Co., Ltd. Who is a market leader in serviced apartment management service in Asia Pacific and Europe as well as middle-east, to manage Somerset Ekamai Bangkok Project.

5. Environment and Security

The Company organizes the training on fire drill for the buildings administered by the Company and sends its staffs to attend the training on Advanced CPR with BNH Hospital to learn how to behave in case that their colleagues or customers need an emergency assistance.

6. Participation in Community and Society Development

The Company conducts CSR-In process activities, which are social and environmental activities affecting to an organization's stakeholders and surroundings. CSR – After process, which covers activities for society and the environment not directly related to the organization's operation, is also executed. During 2019, the following activities were conducted.

Social Activities of Principal Capital PCL.

- Fund raising for a mission of giving cosmetic surgery for Cleft Lip of Operation Smile Thailand. This project has continued for many years and this year fund raising amount from the customers and company's staff was Baht 91,859
- Organize "Wish Upon a Star" activity to raise fund from customers and employees to purchase gifts, sport equipment, stationery, donated things to the students of Bangkao School in Cha-am district, Phetchaburi province. The Company donated amounting to Baht 16,681
- Organize "Run to Give" activities to raise fund for donation to Siriraj Hospital for new hospital building construction. The Company donated total revenue from sale of T-shirt of Baht 22,750
- The Company conducted activities for breast cancer patients, raising funds totaling 900 Baht (after expense deduction), by organizing goods selling booths for donating to the Queen Sirikit Centre for Breast Cancer Foundation for breast cancer patients on the occasion of the International Women's Day

Social Activities of Pitsanuloke Medical Co., Ltd.

- Pitsanuvej Hospital organized “Ton Kla Haeng Kwam Dee” voluntary activities for 2019, presenting scholarships, teaching aids, books, computers, clothes, and household drugs to students of Forest Industry Organization School 2, Phitsanulok Province.
- Pitsanuvej Hospital presented relief items and money to flood victims in Wang Thong District, Phitsanulok Province.
- Hospital personnel provided basic first aid training to students of Imperial School as part of the Safety Day and Disaster Activities for Academic Year 2019.
- Pitsanuvej Hospital conducted panel discussions to educate people on various topics; e.g., smart exercises for better life.
- A mobile medical team provided first aid services as part of the Ban Mung Noen Ma Prang Marathon Event.

Social Activities of Paknampo Hospital Co., Ltd.

- Princ Paknampo Hospital presented 50 life jackets to Nakhon Sawan Municipality for use by officials working for safety of boat commuters and tourists.
- Princ Paknampo Hospital in cooperation with Nakhon Sawan Municipality set up Sawan Park Health Center to impart health knowledge and provide basic health services to people of Nakhon Sawan Province.
- Officials of Princ Paknampo hospital provided AED training to personnel of agencies to which the hospital had donated automated external defibrillators (AED) for them to use the equipment properly.
- Princ Paknampo Hospital took part in the blood donation event in cooperation with Regional Blood Center VIII, Nakhon Sawan Province. 72 units of blood was donated by the hospital’s service users and employees.
- The Hemodialysis Center of Princ Paknampo Hospital 2 provides free hemodialysis service to low-income patients with kidney diseases.

Social Activities of Union Pichit Doctors Co., Ltd.

Pitsanuvej Pichit Hospital’s mobile medical team provided basic health check-ups in cooperation with agencies of the public and private sectors. The Hospital also presented money and 50 dozens of water bottles for relief of flood victims to the Pichit Provincial Administration Organization. It also presented dried food in support of the Center for Road Safety during the New Year’s Festival and provided basic first aid training under the Rescue Project of Pichit Province. Its medical personnel took part in the basic fire drill at Tops Plaza, Pichit Province.

7. Giving an importance to Social Responsibility Activity

The Company intends to develop social responsibility to be more sustainable, so the Company give an importance to the preparation of Sustainability Report in order to declare its determination and to be a starting point for building sustainable balance to the economic, social and environmental outcomes.

Remark: Please read for further details in Sustainability Report year 2018 in the Company's website;

http://www.principalcapital.co.th/investor/good_corporate.html

11. Internal Control and Risk Management

11.1 Internal Control Policy

The Company has a policy that every department shall operate in a systematic, efficient, and effective manner in accordance with the Company's objectives. The Company uses its assets in a suitable and conservative manner. It has an internal control and assessment system with an efficient and effective risk management system. Each department must put in place standard operating procedures and internal control, to prevent undesirable incidents that may cause the damage to the Company, encourage the employees within the department to have a positive attitude toward internal control and compliance with the standards and related laws and regulation as well as ready to cooperate in the assessment and audit process of the Company.

For the Company's internal control, the Audit Committee has approved to hire an independent external auditing firm, namely AM Advisor Audit Co., Ltd., as an internal auditor who is independent and have expertise to set up the controlling system to the Company and its subsidiaries. The internal auditor shall audit on a quarterly basis, in which Miss Kantima Kongsomyuti is the main responsible person in internal auditing of the Company and its subsidiaries.

The Company has set the following internal control guidelines.

1. All executives have duties and responsibilities to monitor and review internal control system within their units to ensure the efficiency and in compliance with the operating standards with efficient internal control system. Every department must have manual prescribing standard operating procedures of the department and must comply with the quality standard of the Company as well as important policies and guidelines on corporate governance principles.

2. Internal control system with assessment and risk management can ensure that each department has self-assessment mechanism of its business process with the controlling measures to minimize the probability and impact of risk. Therefore, the Company expects employees at all level to cooperate in risk assessment and control in order to prevent loss and damage that may occur.

3. The internal audit department shall support the executives in all departments to put in place the internal control system and review periodically as appropriate to ensure that all departments have efficient internal control system and consistently comply with the operating procedures which will lead to further improvement of working process.

4. Audit and evaluation procedures shall be conducted in a constructive way for the improvement in working process. Internal audit report, which is agreed by owner of work process, shall be proposed to audit committee for approval before implementation. In case that there is any improvement required to enhance

efficiency and effectiveness, it deems as the responsibilities of all related departments to fix and improve the process. This function shall be a part of performance evaluation of related personnel.

11.2 Risk Management Policy

On November 26, 2015 Board of Director declared "Risk Management Policy" and "The Charter of Risk Management Committee" At the initial stage, the Committee to prepare Risk Management guideline was set up and on February 26, 2016, Board of Directors appointed Risk Management Committee to plan and rate the Company's risk as well as outline the risk mitigation measures, manage risk of the Company and report to the Board of Directors every 6 months.

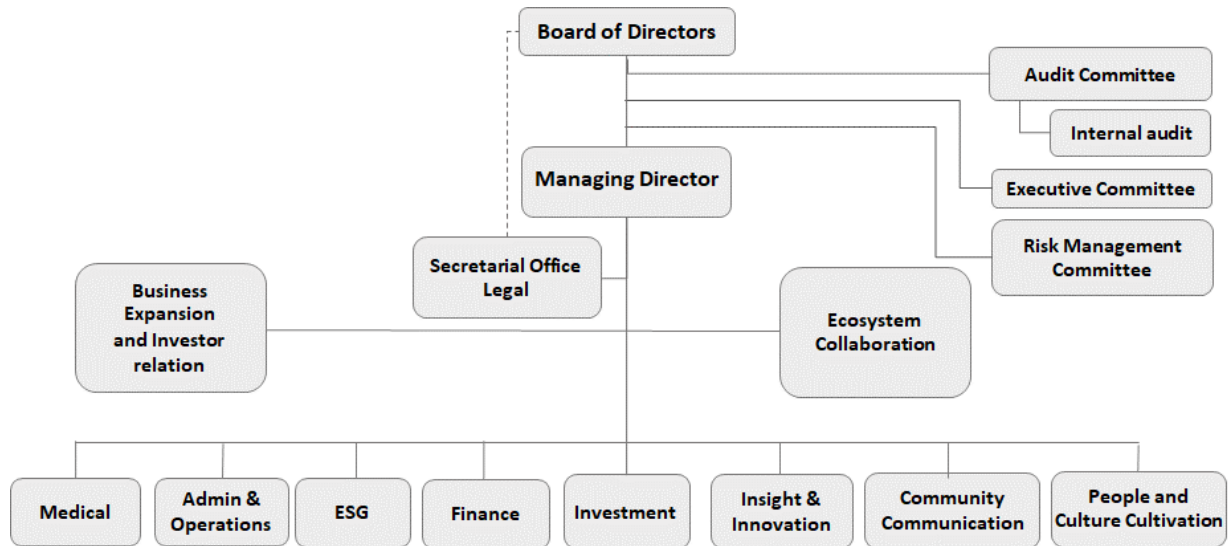
The Company gives an importance to risk management starting from finding, identifying, analyzing, evaluating, managing and controlling as well as following up and reporting result by applying ISO 31000 standard to develop the framework for risk management with reference to internal control guideline of The Committee of Sponsoring Organizations of the Treadway Commission : COSO

Risk Management Approaches are as follows:

1. The Company operates business under 6 areas of risk, consisting of investment, finance, operation, politic and governmental policies, good corporate governance and regulation, and the reputation/brand image. Therefore, the Company requires to manage risk systematically and regularly both at the organization and project level by using the same standard set by the Company.
2. Management must communicate to personnel in all departments to aware of the importance of risk management and the Company's risks. The Company's personnel must be able to show risk status of their related works and use it for making decision to manage their department as well as to formulate the guidelines for proper operations and the contingency plan to deal with those risks.
3. Each department shall use risk map and risk management tools according to risk management manual in order to find, identify risk factors and risk models that affect the operation, analyze and evaluate the identified risks, specify the risk level as well as the acceptable criteria, formulate operational guidelines/measures or risk management plan that shall prevent, mitigate, avoid or control risk effectively as well as supervise, monitor, review and evaluate the results of risk management in order to improve risk management process.
4. The responsible persons of each department shall report the monitoring and evaluation result on risk management as required by the Company to the Risk Management Committee.

5. The Risk Management Committee shall formulate the risk management policy and the operational guideline as well as oversee internal risks. Also, the Risk Management Committee shall summarize and report the results of risk management to the Board of Directors.

Risk Management Structure with responsibilities (As of December 31, 2019)



1. Board of Directors are responsible for the overview of risk management of the Company.
2. Audit Committee are responsible for supporting Board of Director in reviewing independently to ensure that risk management system is suitable and effective.
3. Executive Committee is responsible for reviewing and monitoring risk in business and internal control of the Company.
4. Chairman of Executive Committee is responsible for pursuing the risk management policy and controlling risk management procedures to be implemented throughout the organization to ensure that the Company has appropriate risk management plan.
5. Risk Management Committee have following responsibilities:
 - 5.1 Set the policy, target and risk management strategy.
 - 5.2 Develop organization wide risk management system efficiently and stimulate the co-ordination in risk management at all level continuously.
 - 5.3 Follow up and review risk of business units and propose recommendation for improvement.
 - 5.4 Control and monitor effectiveness of risk management procedures.
 - 5.5 Report risk and risk management result to the Board of Director as scheduled.

Expected Outcomes from Risk Management

1. Create awareness for the necessity to manage risk proactively by identify, evaluate and manage risk seriously and organization wide.
2. Add the channel to identify an opportunity that may lead to the business growth and ready for the threat that will hinder business operation.
3. Manage risk at the international standard.
4. Increase an opportunity to achieve operational target to increase confidence and trust from stakeholders.
5. Take the risk information for business planning and making strategic decision.
6. To be able operate according to the strategic plan and better forecast the future.
7. Improve capability to manage abnormal incidents.
8. Enhance learning from risk management experience.

Policy review

Risk Management Committee will review risk management policy and other related manual at least once a year and report the suitability and effectiveness in utilization to Board of Director for consideration for the continuous development.

12. Related Party Transactions

12.1 Disclosure of related party transactions with possible conflict of interest

As of December 31, 2019 there was no related party transaction with possible conflict of interest. There was only normal business transactions between the Company and its subsidiaries that have been disclosed in the notes to financial statement for the year 2019.

12.2 Necessity and Reasonability of Related Party Transactions

The Audit Committee commented that all related party transactions have been done with reasonability and normal business practice with fair price and conditions.

12.3 Related Party Transaction Policy

To make it transparent and fair to all shareholders and good corporate governance, the Company define the "Related Party Transaction" based on the following principles and disclose in corporate governance policy.

- The transaction must obtain the transparent approval by the directors and executives with caution and faithful responsibilities without the participation of conflict of interest party in decision making of the stakeholders.
- The transaction must maximize the benefit for the Company like the transaction with outsider.
- There is verification and follow up system to ensure that the transaction is done based on the correct process.

In case that the Company's related party transaction is taken place with a person who may have conflict of interest, the Company shall report to the Audit Committee to provide an opinion related to the necessity and appropriateness of such transaction. In case where the Audit Committee has no expertise in considering related party transaction that may take place, the Company shall provide an independent expert or an external auditor of the Company to give an opinion on such related party transaction. However, the approval on entering into related party transactions that may take place in the future, the Board of Directors must comply with the Company's regulations, laws regarding Securities and Stock Market as well as set of regulations, notifications, orders and requirements of the Stock Exchange of Thailand.

If there is related party transaction, the Company shall process to approve such transaction without the involvement of those who may have conflict of interest. As such, the Audit Committee is responsible for giving an opinion regarding the entering into every transaction. The approval process to enter into connected transaction is based on the requirements or notifications of the Securities and Exchange Commission, requirements on connected party transactions of the Stock Exchange of Thailand as well as other relevant rules and guidelines strictly. The price, remuneration or any fees related to related party transactions must be quoted

with reference to the market price as well as the accounting standard specified by the Federation of Accounting Professions of Thailand, including taking into account the reasonableness of transactions and the benefits to the Company as a major priority and shall disclose the relevant details in the Company's notes to financial statement and annual report.

12.4 Shareholding details of Directors and Executive on latest book closing date

	Name	Shareholding % As of February 7, 2020		Shareholding % As of March 13, 2020	
		Number of common share	%	Number of common share	%
1	Dr. Pongsak Viddayakorn, M.D.	-	-	-	-
	Spouse and child	-	-	-	-
2	Mr. John LEE Kohshun	-	-	-	-
	Spouse and child	-	-	-	-
3	Mr. Yarnsak Manomaiphiboon	-	-	-	-
	Spouse and child	-	-	-	-
4	Dr. Satit Viddayakorn, Ph.D.	806,728,800	24.89	806,728,800	23.30
	Spouse and child	-	-	-	-
5	Mr. Veera Srichanachaichok	10,000,000	0.30	10,000,000	0.29
	Spouse and child	-	-	-	-
6	Dr. Soontorn Sritha, M.D.	15,149,000	0.46	15,149,000	0.44
	Spouse and child	100,000	0.003	130,000	0.004
7	Ms. Aranya Chalernpornvarodom	-	-	-	-
	Spouse and child	-	-	-	-
8	Dr. Jutamas Ingpochai, Ph.D.	-	-	-	-
	Spouse and child	-	-	-	-
9	Ms. Tanatorn Viddayakorn	22,985,100	0.71	22,985,100	0.66
	Spouse and child	-	-	-	-
10	Ms. Preeyaporn Aphiwathwittaya	-	-	-	-
	Spouse and child	-	-	-	-
11	Ms. Ritima Jirasuradate	-	-	-	-
	Spouse and child	-	-	-	-
12	Ms. Satita Viddayakorn	1,917,852,143	59.19	1,917,852,143	55.39
	Spouse and child	-	-	-	-
13	Mrs. Achara Ratanaphunsri	10,120,000	0.31	10,120,000	0.29
	Spouse and child	-	-	2,136,100	0.06
14	Mr. Sirichai Towiriyawate	372,800	0.01	372,800	0.01
	Spouse and child	-	-	-	-
15	Mr. Supawat Pongsiripanich	-	-	-	-
	Spouse and child	-	-	-	-

	Name	Shareholding % As of February 7, 2020		Shareholding % As of March 13, 2020	
		Number of common share	%	Number of common share	%
16	Mrs. Samerkae Sattapong	100,000	0.003	100,000	0.003
	Spouse and child	-	-	-	-
17	Ms. Thiranan Sangphungtham	474,200	0.01	474,200	0.01
	Spouse and child	-	-	100,000	0.002
18	Mrs. Sukanit Mahanukul	-	-	-	-
	Spouse and child	-	-	-	-
19	Ms. Pear Hovarongkura	-	-	-	-
	Spouse and child	-	-	-	-
20	Ms. Napatporn Rodsa	-	-	-	-
	Spouse and child	-	-	-	-
21	Ms. Janpen Jongjirangsap	98,000	0.003	98,000	0.003
	Spouse and child	-	-	-	-
22	Mr. Naruepol Phansupamongkol	21,000	0.0006	21,000	0.0006
	Spouse and child	-	-	-	-
23	Mrs. Tuenjai Kaewwanna	-	-	-	-
	Spouse and child	-	-	-	-
24	Mr. Chote Nisoong	-	-	-	-
	Spouse and child	-	-	-	-
25	Dr. Atiwat Noiprasit, M.D.	2,542,000	0.07	2,548,000	0.07
	Spouse and child	-	-	-	-
26	Dr.Suradanai Naorungrot, M.D.	-	-	-	-
	Spouse and child	-	-	-	-
27	Dr.Narongsak Wongroj, M.D.	-	-	-	-
	Spouse and child	-	-	-	-
28	Mrs. Pimyada Boontem	-	-	-	-
	Spouse and child	-	-	-	-
29	Mrs.Pimyada Ruananukoon	-	-	-	-
	Spouse and child	-	-	-	-
30	Ms. Kanokwan Udomkitkosol	29,600	0.0009	29,600	0.0009
	Spouse and child	-	-	-	-
31	Dr.Suebpong Intralawan, M.D.	-	-	-	-
	Spouse and child	-	-	-	-
32	Ms.Patkamol Sakarthornsap	-	-	-	-
	Spouse and child	-	-	-	-
33	Dr.Varan Tien song, M.D.	-	-	-	-
	Spouse and child	-	-	-	-
34	Ms. Atiya Awachanakarn	-	-	151,700	0.004

	Name	Shareholding % As of February 7, 2020		Shareholding % As of March 13, 2020	
		Number of common share	%	Number of common share	%
	Spouse and child	-	-	220,000	0.006
35	Ms.Budsakorn Kaewboonthum	-	-	28,300	0.0008
	Spouse and child	-	-	-	-
36	Dr.Bunchana Petchployngam, M.D.	-	-	-	-
	Spouse and child	-	-	-	-
37	Ms.Tissana Toviriyavate	-	-	-	-
	Spouse and child	-	-	-	-
38	Ms. Sudamas Boonwan	-	-	-	-
	Spouse and child	-	-	-	-
39	Ms. Nipaporn Nimpitakpong	-	-	-	-
	Spouse and child	-	-	-	-
40	Mrs. Wannasiri Nimpitakpong	3,009,800	0.09	3,009,800	0.09
	Spouse and child	-	-	-	-
41	Ms. Kongchanok Teeravarakan	-	-	-	-
	Spouse and child	-	-	-	-
42	Mr.Voratus Palakawong Na Ayudhya	-	-	150,000	0.004
	Spouse and child	-	-	-	-
43	Mr. Sittichai Vongnitchakul	-	-	-	-
	Spouse and child	-	-	-	-
44	Mr. Thisarin Takkametha				
	Spouse and child	-	-	-	-
45	Mr. Siripong Angkasakulkait				
	Spouse and child	-	-	-	-
46	Dr. Korpong Rookkapan, M.D.	-	-	-	-
	Spouse and child	-	-	-	-

Remark: The number of shares held by Ms. Satita Vidayakorn included shares held by Peak Development Holding Co., Ltd because Ms. Satita is a major shareholder own 55.39 stake in Peak Development Holding Co., Ltd. also included the shares held by UBS AG HONG KONG BRANCH because it is Ms. Satita's custodian.