

Part 2 Corporate Governance

7. Assets and Shareholders Information

7.1 Amount of authorized capital amount and paid-up share capital

Current authorized capital of Sabina PLC.	347.50 million Baht
Authorized capital	347.50 million Baht
Common shares	347.50 million Shares
Price per share is 1 Baht	

7.2 Shareholders

First 10 major shareholders of Sabina PLC. as on the latest book closing date, 28 August 2020.

Shareholders		
	Number of Shares	Percentage (%)
1. Mr. Viroj Thanalongkorn	161,157,000	46.38
2. STATE STREET EUROPE LIMITED	19,128,974	5.50
3. Miss Pitcha Thanalongkorn	10,501,000	3.02
4. Mr. Atchada Thanalongkorn	10,501,000	3.02
5. Bualuang Long Term Equity Fund	9,997,900	2.88
6. Bualuang Basic Dividend LTF	8,403,500	2.42
7. Mr. Anurak Tangkaravakul	7,803,800	2.25
8. Mr. Chaiyakorn Siriratatsadon	5,420,900	1.56
9. N.C.B. TRUST LIMITED-NORGES BANK	4,187,200	1.20
10. Mr. Vich Maka-apitruk	3,900,000	1.12

7.3 Other securities issuance

-None-

7.4 Dividend Payment Policy

The Company has dividend payment policy not to be lower than 40% of the net profit after tax and reserve deduction according to the laws. Nevertheless, the dividend payment will depend on investment plan, necessity, and appropriateness in the future.

For subsidiaries, the Board of Directors of the subsidiaries will consider dividend payment from cash flow balance when comparing with that subsidiaries' investment budget. If cash flow balance has enough and reserve according to the laws, the Board of Directors of the subsidiaries will consider dividend payment case by case.

Dividend Payment Data

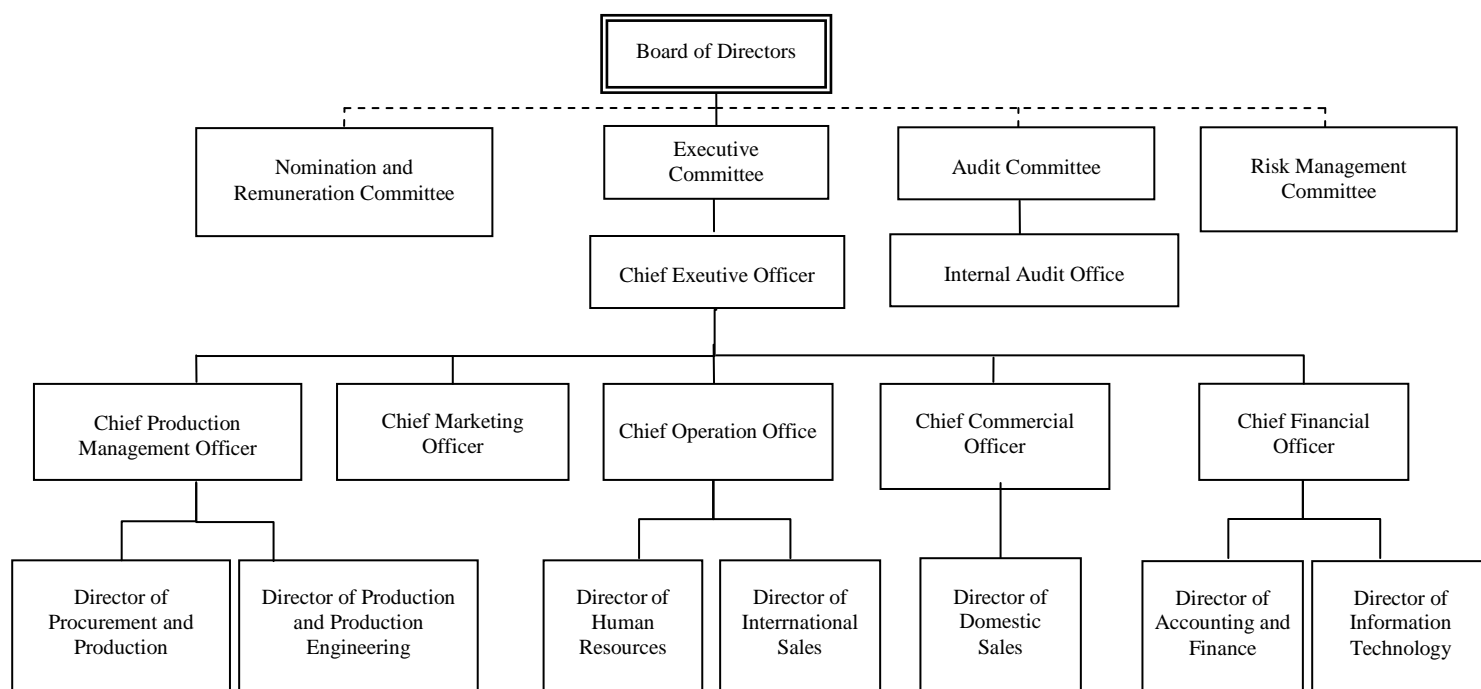
Sabina Co.Ltd.	2020**	2019	2018
Dividend per share (Baht)	0.80	1.19	1.04
Dividend remuneration rate (%) (Overall financial statement)	100.43	100.07	99.95
Dividend remuneration rate (%) (Specific financial statement)	87.48	127.64	149.29

Remark

* 2020 dividend payment - the Board of Directors' meeting passed a resolution to pay interim dividends at the rate of 0.35 baht per share, and on February 19, 2021, the Board of Directors passed a resolution to pay dividends from the retained earnings at the rate of 0.45 baht per share, including dividend payment for the year 2020 equal to 0.80 per share Baht, which will be further proposed to the Annual General Meeting of Shareholders for the year 2021.

8. Managerial Structure

Organization Chart



8.1 Board of Directors

In present, the Board of Directors consists of 11 committees;

- Non-managerial committees: 7 people (Independent committees: 5 people)
- Managerial committees: 4 people

Name	Company's Committee	Audit Committee	Managing Director	The nomination and remuneration Committee	Risk Management Committee
1. Mr. Viroj Thanalongkorn	Chairman	-	-	-	-
2. Mr. Bunchai Punturaumporn*	Managing Director	-	Chairman	Committee	-
3. Mrs. Suchanya Thanalongkorn	Committee	-	-	-	-
4. Mr. Somkid Padungkiattisak *	Committee	-	Committee	-	Committee
5. Ms. Duangdao Mahanavanont*	Committee	-	Committee	-	Committee
6. Ms. Vachirawan Yamsri	Committee	-	Committee	-	Committee
7. Ms. Raweewan Peyayopanakul	Independent Director	Chairman	-	Committee	-
8. Mr. Somchai Vanavit	Independent Director	Committee	-	Chairman	-
9. Mr. Yuthana Adipath	Independent Director	Committee	-	Committee	-
10. Mr. ChakkritUttayopas	Independent Director	-	-	-	Chairman
11. Ms. Pensri Suteerasan	Independent Director	Committee	-	-	-

* Also has a position as a director of a subsidiary

Remark Information of the directors about education, training history from the Thai Institute of Directors Association (IOD) and key experiences related to the business of the Company can be seen in Attachment 1.

Attendance of the Board of Directors and Board committees in meetings

Name	Board Meeting 2020 (Total Meetings / Attendance)				
	Directors 8 times attendance in total	Audit Committee 4 times attendance in total	Managerial Committee 12 times attendance in total	Nomination and Remuneration Committee 2 times attendance in total	Risk Management Committee 2 times attendance in total
Mr. Viroj Thanalongkorn	8/8	-	12/12	-	-
Mr. Bunchai Punturaumporn *	8/8	-	12/12	2/2	-
Mrs. Suchanya Thanalongkorn	8/8	-	-	-	-
Mr. Somkid Pardungkiattisak*	8/8	-	12/12	-	2/2
Ms. Duangdao Mahanavanont *	8/8	-	12/12	-	2/2
Ms. Vachirawan Yamsri	8/8	-	12/12	-	2/2
Ms. Rawewan Peyayopanakul	8/8	4/4	-	2/2	-
Mr. Somchai Vanavit	8/8	4/4	-	2/2	-
Mr. Yuthana Adipath	7/8	4/4	-	2/2	-
Ms. Pensri Suteerasan	8/8	4/4	-	-	2/2
Mr. Chakkris Uthayophas	8/8	-	-	-	-

* Also has a position as a director of a subsidiary

Remark - Mr. Yuthana Adipath did not attend the meeting of the Board of Directors and the Audit Committee No. 8/2020 on 15 December 2020 due to personal reason.

Authorized Directors

The authorized directors for any company decision are “Mr. Viroj Thanalongkorn, Mr. Bunchai Punturaumporn, Mr. Somkid Pardungkiattisak, and Miss Somsri Sripatoomrak, any two of them may jointly sign their names and affix the corporate seal to legally bind the Company.”

Scope of authority of the Board of Directors

- 1.) Operate the business according to the rules of laws, objectives and the Company's regulations, as well as the Shareholders' Meeting's resolutions that comply with the laws, with honesty and attention to protect the Company's interests.
- 2.) To set guidelines and operational plans for the management, and to determine the policy of the Executive Committee and the management to be in accordance with the received policy and the regulations of the Stock Exchange of Thailand, except for the following matters, which the Board of Directors must obtain approval from the shareholders' meeting before proceeding. This refers to the matters required by the law to be approved by the shareholders' meeting, such as capital increase, capital decrease, debenture issuance, merger or dissolution of the Company, sales or transfer of business of all companies or some important parts to other persons or the purchase or transfer of other companies' businesses to the Company or merging the business with other persons or juristic persons with the objective to share profit and loss, assigning other persons to manage the business of the Company amendment of the memorandum of association or regulations including related transactions and the purchase and sales of important assets

according to the regulations of the Stock Exchange of Thailand or as prescribed by other government agencies.

- 3.) The Board of Directors may appoint a number of directors and / or executives based on appropriation to be the executive committee by having the authority to manage the Company as assigned by the Board of Directors and the Board of Directors to appoint one executive director as the chairman of the executive board.
- 4.) The Board of Directors may appoint the Managing Director or authorize any other person to operate the business of the Company under the control of the Board of Directors or may authorize such person to have the power as the Board believes appropriate, and within the time that the board deems appropriate, and the Board of Directors may cancel, revoke, change or amend such authority. In case the Board of Directors has authorized the Managing Director or any other person to act on behalf of the business in the normal course of business, such authorization must be in accordance with the resolution of the Board of Directors meeting, with the Independent Directors or the Directors who are members of the Audit Committee attending the meeting, and if the Independent Directors or Directors who are the audit committee oppose the authorization, it must clearly record the approval in the minutes of the meeting. In this regard, such authorization must visibly determine the scope of authority and responsibility of the attorney, and must not have the characteristics of giving power to the authorized person to approve the transaction that he or she or other person may have conflict with, have interest, or may have conflicts of interest in any other manner (according to the Company's regulations and as prescribed by the Office of the Securities and Exchange Commission) with the Company or its subsidiaries except for normal transaction approval with general business conditions.
- 5.) To consider and approve the use of assets or assets of the Company or affiliated companies as insurance or any guarantees that caused the obligation to the Company.
- 6.) To consider and approve investment in business expansion as well as to enter a joint venture with other operators.
- 7.) To consider approving the power of attorney within the Company.

However, for items that the Directors or the authorized person or the person, who may have conflict, have interest, or may have any conflict of interest with the Company or subsidiary to the Company's directors or authorized person with interest in any matter, have no right to vote on that matter.

8.2 Executives

There are 6 executives of the company as follows:

Name list	position
Mr. Bunchai Punturaumporn	- Chief Executive Officer - Chief Operating Officer (Acting) - Chief Production Officer (Acting) - Director of International Sales (Acting) - Director of Human Resources (Acting)
Mr. Somkid Pardungkiattisak	- Chief Financial Officer - Director of Accounting and Finance (Acting) - Director of Information Technology (Acting)
Miss. Picha Thanalongkorn	- Chief Marketing Officer
Miss Duangdao Mahanavanont	- Chief Commercial Officer
Miss Vachirawan Yamsri	- Director of Production and Production Engineering - Director of Procurement and Production (Acting)
Mr. Winai Phanachaweng	- Director of Domestic Sales

8.3 Company Secretary and The person supervising accounting

On November 13, 2013, the Board Meeting resolved to appoint Miss Vaja Mukto as the Company Secretary to be responsible for the following matters for and on behalf of the Board of Directors or the Company.

- To provide fundamental suggestion to the directors related to law and regulations about securities and Company's regulations, and to follow up on compliance including major changes which could affect the directors.
- To arrange meetings of shareholders and board of directors in accordance with the law, and regulations of the Company.
- To prepare the minutes of the shareholders meeting and the minutes of the Board of Directors meeting, and to follow-up and ensure proper practice.
- To be responsible for disclosure and reporting information in the related regulations and requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- To establish and to maintain the following documents:
 - Registration Committee.

○ Board of Directors' meeting invitation letter, Board of Directors' meeting report and Annual report of the Company.

○ The Shareholders' Meeting invitation letter and the Shareholders' Meeting minute

○ Annual report form (56-1) and annual report (56-2).

- To maintain reports of interest reported by directors or executives.
- To perform other activities as specified by the Capital Market Supervisory Board.
- There are also other duties of care activities of the Board of Directors and to ensure that the Board of Directors and the Company practice compliance with law and regulations.

The attributes of the person holding the position of Company's secretary and The person supervising accounting is shown in Attachment 1.

8.4 Remuneration for Directors and Executives

Remuneration for Directors and Executives of year 2020 has been approved by AGM according to the proposal of the board of directors, which is considered from the Nomination and Remuneration Committee, by comparing data of the same industry, business expansion, and overall operation, including power, roles, and responsibility.

8.4.1 Financial Reward

In 2020, the Board of Directors and the Executives were remunerated as follows:

Name	2020	
	Description of payment	Amount (Million Baht)
Director (as Director)		
- Mr. Viroj Thanalongkorn	- Remuneration to Chairman	0.36
	- Remuneration to Director	0.12
	- Reward to Director	0.54
- Mr. Bunchai Punturaumporn	- Remuneration to Director	0.12
	- Reward to Director	0.32
- Mrs. Suchanya Thanalongkorn	- Remuneration to Director	0.12
	- Reward to Director	0.24
- Mr. Somkid Pardungkiattisak	- Remuneration to Director	0.12
	- Reward to Director	0.24
- Ms. Duangdao Mahanavanont	- Remuneration to Director	0.12
	- Reward to Director	0.20
- Ms. Vachirawan Yamsri	- Remuneration to Director	0.12
	- Reward to Director	0.24

Name	2020	
	Description of payment	Amount (Million Baht)
- Ms. Rawewan Peyayopanakul	- Remuneration to Chairman of Audit Committee	0.06
	- Remuneration to Audit Committee	0.06
	- Remuneration to Director	0.12
	- Reward to Director	0.24
- Mr. Somchai Vanavit	- Remuneration to Audit Committee	0.06
	- Remuneration to Director	0.12
	- Reward to Director	0.24
- Mr. Yuthana Adipath	- Remuneration to Audit Committee	0.06
	- Remuneration to Director	0.12
	- Reward to Director	0.24
- Mr. Chakkris Uthayophas	- Remuneration to Director	0.12
	- Reward to Director	0.24
- Ms. Pensri Suteerasan	- Remuneration to Audit Committee	0.06
	- Remuneration to Director	0.12
	- Reward to Director	0.24
Directors & Executive (as Executive)	- Salary, position allowance and fuel allowance, cars, and bonuses.	9.98
	- Remuneration to Director	0.30

In 2020, the Company's stipulation of the remuneration is equivalent to 2019 of which the basic remuneration of all Board of Directors is equally the same with an additional payment of extra responsibilities with the followings details.

Title	Remuneration (Baht/ Month)
Director	10,000
Chairman of Board of Directors	30,000
Chairman of Executive Committee	5,000
Chairman of Audit Committee	5,000
Executive Director	5,000
Member of Audit Committee	5,000

The Directors' bonus is not over 4 million Baht per year with the quarterly payment and the Directors have the authority to allocate and stipulate the shares among themselves.

8.4.2 Other Benefits for Directors and Executives

- The Company provides 4 vehicles for the executives to use in the Company business.
- The Company provides a provident fund to employees who are members of the fund which the employees pay the accumulated and the Company pays at the following rate:

- Department Manager and Director levels	Rate 3 or 4 or 5%
- Deputy Managing Director and Managing Director levels	Rate 3 or 4 or 5 or 6%

based on the income before tax of each month
- Executives level provides life insurance and group health insurance.

8.5 Personnel

Commitments and Goals

Following the competitive situations that constantly change with evolving economic, social, and technological development and the vision of the company which is confident that **“Employees are the most important and most valuable resources”**, we strive to develop the potential of all personnel on the basis of “Acceptance, Adoption, and Extension” so that they can learn and initiate new things, as well as accept the differences and manage the changes, in line with the recruitment process and development, provision of opportunities, retainment, and personnel successor under appropriate structures and working characteristics, which shall be beneficial for all and increase their competitiveness towards a sustainable growth of both the employees and the organization.

Operational goals for the year 2020

The company aimed to develop employees' potential to be a learning organization by requiring for training at least 70% of the total number of employees per year and at least 18 hours / person / year, as well as taking care of all employees to work with happiness and enjoyment, as well as challenge new things in the organization as a second home.

Concepts for human resource management

Personnel Management	Human Resource Administration	Human Capital Management (HCM)
<ul style="list-style-type: none"> - Manpower planning - Recruitment - Selection - Training - Evaluation - Salary, wages - Labor Relations 	HR Management <ul style="list-style-type: none"> - Analyze and design work - Recruitment - Selection - Manage remuneration and benefits - Labor Relations HR Development <ul style="list-style-type: none"> - Performance management - Training and development - Relationship management 	Human Capital Management <ul style="list-style-type: none"> - Recruit personnel who can develop themselves in the direction that the organization needs. - Develop potential to build multi-skills. - Enhance knowledge management by executives and supervisor as coaching for self-learning. - Provide welfares and rewards according to the needs on different basis. - Motivate personnel to show their potential by encouraging them to have more self-decision making power.

For personnel management, the company started with overseeing the Personnel Management (PM) process in the organization and improved the Human Resource Administration, not only performing duties as PM, but also focusing on the strategy for management of each duty in accordance with the requirements of the human resource management. In the year 2020, the company introduced the concept of Human Capital Management (HCM) into an operation, which focuses on the value of people, human rights in the workplace, and employees' care for happiness, enjoyment, and challenging work.

Human Resource Management Guidelines

1. Recruiting and nurturing new employees

The company realizes the value of employees in the organization. Therefore, it is important to recruit and maintain new employees by defining their qualifications according to job requirements. They must be the personnel who eager to learn and develop themselves towards the direction of the organization, on the basis of technology integration and the development of online channels to announce job positions through the company's

website and other job recruitments through Line and Facebook. In addition, the job recruitment is carried out through the “friend invites friend” project, together with the test and interview process improvement in order to get the personnel with the potential according to requirements.



Table shows the statistics of recruiting employees in various channels of the company in the year 2020

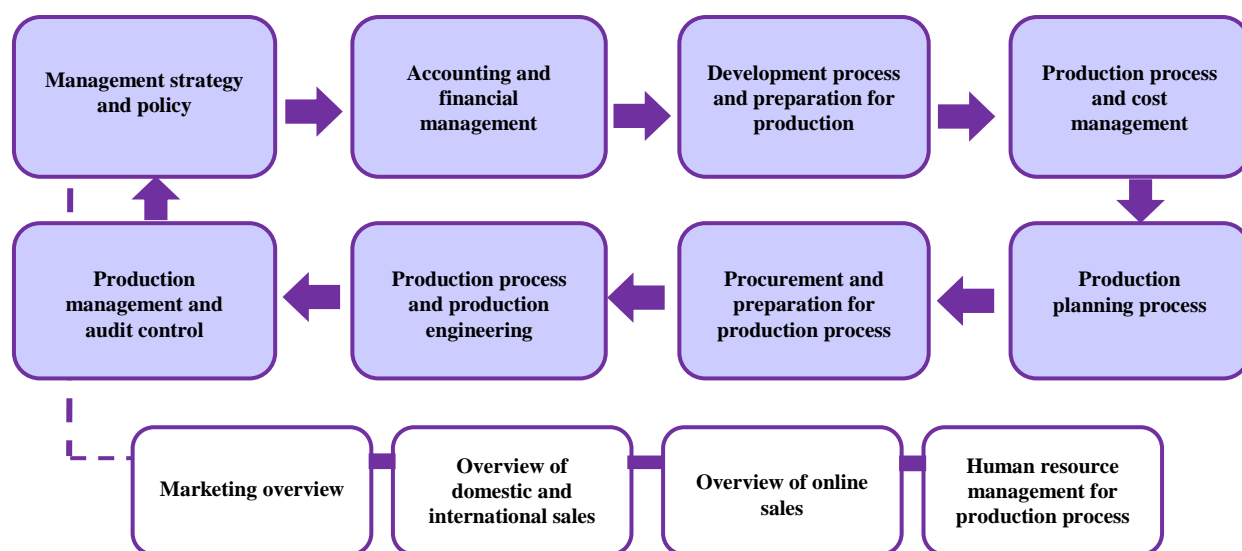
Staff group	Channels for employees to apply and be considered as employees			Total
	Online	Friend invites friend	walk in	
Monthly	7	3	3	13
Daily	0	22	5	27
Salesperson	61	45	10	116
Total	68	70	18	156
	44%	45%	11%	100%

The company has a policy to set up appropriate wages relevant to the managerial labor market, as well as organize the learning for new employees on the job training to understand the essential skills at work through their real experience with the experienced people to make them ready to work.

2. Development and empowerment of employees

To create learning opportunities and promote the employees to develop their own potential to meet the needs of the organization and have the ability to communicate at work, with a driving force towards corporate success, the company organizes a learning process through various training programs in accordance with the line of duties and responsibility, as well as the economic and social situation. Also, there is a so called learning of “Our Overall Business” under the “Production Learning Program” for employees in the research and product

development, procurement, and cost management groups, as well as the OEM teamwork to gain a comprehensive overview of the business and manufacturing processes for further application.



The company is committed to continually organize the training for its employees though under the limitations of COVID-19 pandemic. However, the epidemic enables the company to apply technology and communication channels through online platforms, such as Facebook, Line, Google Forms, and proactive learning through sub-group meetings, as well as on the job training in replace of the in-room training which takes a long time and at risk during the epidemic crisis. To achieve the goal of promoting and developing employees' skills in a comprehensive manner, the company surveys the training needs of different departments, which is an important factor for the achievements of the employees and the organization as follows:

Survey of Training Needs 2020 for supervisors and departments in the company

Work Unit	Course	Total
Middle and senior management	Design Thinking for Leaders	23
Junior management	Effective Administration and Personnel Management	42
Domestic sales	Basic and Advanced Sales Management	935
Online sales	Sales Techniques and Writing-Answer via Social Media	57

Survey of Training Needs 2020 for the Work Passport

Factory	course SN	course DN	course ZZ	course OL	course IL	course TK
Phutthamonthon Sai 5	63%	60%	61%	64%	59%	55%
Thaphra	59%	60%	64%	52%	53%	55%
Chainat	55%	47%	47%	61%	44%	53%
Yasothon	71%	65%	66%	62%	56%	49%
Buriram	49%	48%	49%	46%	40%	51%

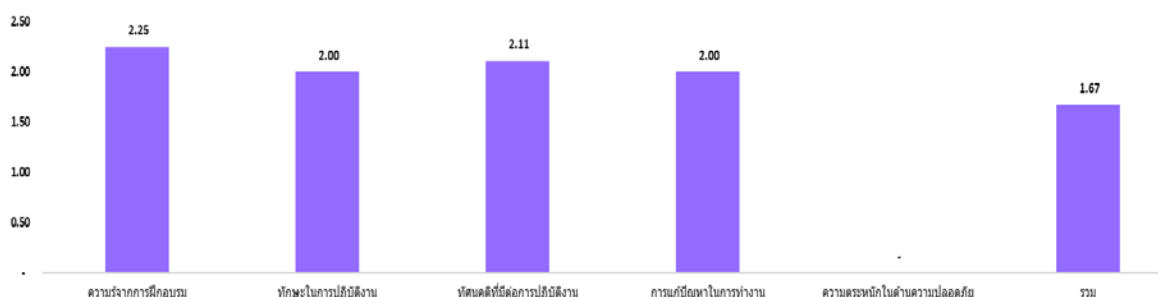
The company sets up training plans of 50 different courses from the needs survey for various units as follows:

Staff group	Objective	Course example
Executives	Focus on creating a vision, designing an idea, and having a business strategy of the organization in the midst of competitions and changes with creativeness and transformation towards an inspiration to all levels of employees.	Design Thinking for Leaders course, Corporate Governance for Executives CGE, McKinsey Management Program (MMP), Corporate Innovation Bootcamp Through Design Thinking.
Executive staffs	Focus on building knowledge in administration and personnel management to achieve the objectives by promoting a good teamwork and supporting a communication for the integrative work among business lines with flexibility.	Effective administration and personnel management course, New ways of communication for interpersonal understanding, Sharing of work experience and management methods in each department.
Operational staffs	Management and Administration Focus on reviewing knowledge on the performance of each line to create a method of management as standards through a training with the exchange of ideas and follow up on the performance of supervisor, standard training and management according to the accounting profession with program applications and online operational skills to support the changing of working lifestyles, as well as enhance the skills and knowledge on anti-corruption practice for all employees.	Facebook Marketing course, Line official account, Facebook advertising MS-700T00, Managing Microsoft Teams 10997, Office 365 Administration and Troubleshooting, and Anti-Corruption the Practical Guide (ACPG) course.
	Production line and warehouse Focus on skills development to support a variety of quality work processes and safety for operators to enable them to perform work in all areas and support the working lifestyles that rapidly change with the evolving social, economic and technological development, as well as creating the highest value and reducing wastes in operations.	Work Passport course, Optimization with Reducing Losses from Model Change and losses from machinery course, Warehouse work skills development course.
	Design, research and product development Focus on the development and promotion of creativity and survey of consumer needs from real users to design a prototype and present as the pitching for the creation of real sales products of the company, with developing managerial skills and products, learning on procurement and management of integrative raw materials through real experience of experts from each relevant department as a standard model for application in creating products.	Creative Skills Development Course to meet the needs of consumers (IDEATE CLASS), creating a track and production inspection for quality products, procurement skills and the import of raw materials and products for manufacturing in accordance with high standards.
	Sales person Focus on building knowledge in the product group, as well as service skills and sales according to the company's standards to make the best impression and promote communication skills for salespeople via online channels to comply and support the consumer behaviors today.	Course in basic and advanced sales management, Learning of products and consumer needs, Sales Techniques and Writing-Answer via Social media

Note: Information is disclosed in accordance with the GRI 404-2 Framework, Employee Skill Enhancement and Change Assistance Program.

All training courses shall be assessed according to the method of the Department of Skill Development in 5 dimensions: 1. Training knowledge, 2. Working skills, 3. Attitudes at work, 4. Solving problems at work, and 5. Safety awareness. This could be useful for the future development of training courses.

Examples of Lean evaluation training in 5 dimensions



(From the scoring: very good = 3, good = 2, fair = 1 to be improved = 0)

Table shows number of employees with training in all courses of the company for the year 2020





					 	
Number of employees	3,346		622		3,968	
Employees who attended the training	3,346		622		3,968	
Percentage	100		100		100	

Table shows number of training hours per person of employees in 2018-2020




Staff group	Number of training hours per person		
	Year 2018	Year 2019	Year 2020
Executives	20	20	20
Executive staffs	30	35	20
Operation staffs and sales staffs	30	30	15

Note: Information is disclosed according to the GRI 404-1 framework, average annual training hours per employee.

Although the company was able to achieve the training goals of not less than 70 percent. However, the training hours could only be done for 15 hours / person due to the COVID-19 crisis, which shall be compensated in the next year training.




3. Opportunity creation, career advancement, and development of successors in key positions

The company supports the self-development training and empowerment of all employees. This is to enhance the working efficiency and create the opportunities to learn, improve, change, and develop for equal employee advancement without limitations of gender, beliefs, race, and religion. Also, there is a concrete evaluation, in line with the promotion to be considered once in January of every year. Therefore, it is important to measure and evaluate results fairly to assess the capabilities of employees in each line of work. As a result, the opportunities for promotion and job advancement have been provided to 11 employees, accounting for 12% of the total number of executives and managers.

Position adjustment for the year 2020			
Staffs with position adjustment	8	3	11

Note: Information is disclosed under the GRI 404-3 Framework with percentage of employees, consistent performance, and career development.

The company realizes that there is no restriction on the advancement opportunities for all employees in terms of gender, race, and religion. The company maintains female and bisexual executives and managers, accounting for 80% of the total number of executives and managers across the organization as follows:

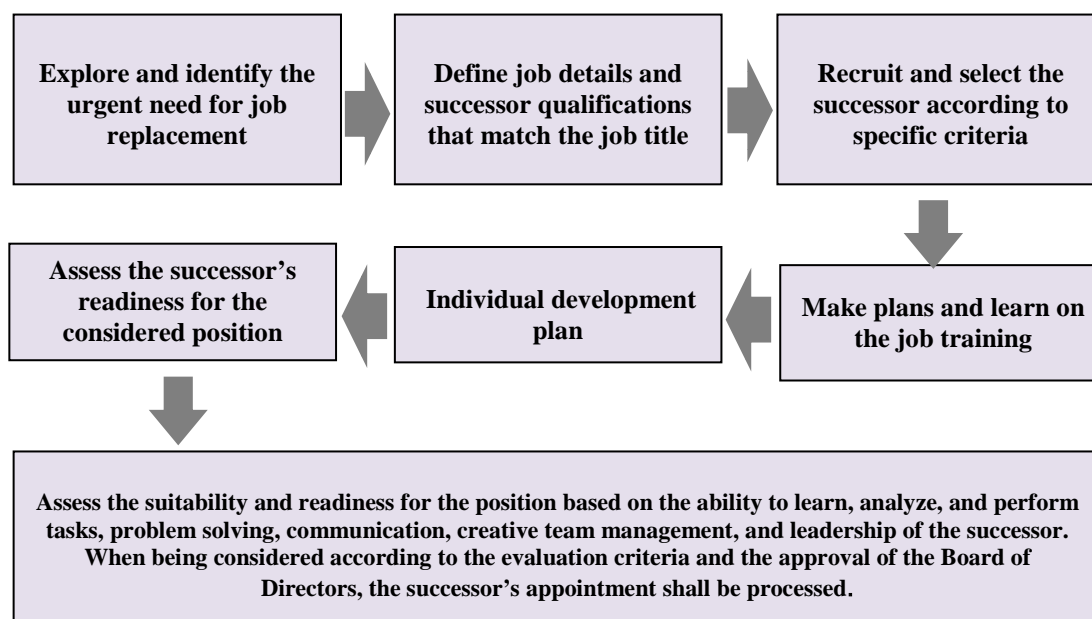
Position			
Executive	3	3	6
Department Manager	4	3	7
Manager	19	3	22
Department Manager	49	10	59
Total	75	19	94

In addition, the company also provides an opportunity for employees to report their intention to move towards a job position that is important, with new skills to enable their potential of career advancement. In the past year, the company provided opportunities for voluntary transfers from employees of various departments to work in the online section, which has grown significantly under the work structure that allows them to do their performance in a timely manner.

In addition, the company also has a plan to develop successors in key positions. This plan is a joint cooperation between the executives and the Human Resources Department, which assigns managers and employees in key positions with the age of 48 years and over to participate in the successor planning and preparation project according to the criteria as follows:

criteria	conditions	Note
Age of the successor.	Not less than 30 years at the date of the expected appointment	-
The successor's year of work	Not less than 5 years at the date of the expected appointment	-
Evaluation of the successor's performance records	During the past 3 years, but not lower than level B	Must be in Level A for at least 1 year
On the job training	Report to management every 3 months	In accordance with the future scope of duties
Assignment of new tasks for measurement of results	Progress report every 3 months	To develop managerial skills
Evaluation and preparation of the appointment	Through the effective administration and personnel management	

The planning process and execution of successor planning. (Succession Plan)



In the past year, there were a total of 27 persons of managers and employees in key positions aged 48 years and over participating in the successor planning and preparation project.

4. Remuneration and Benefits Management

The company has a policy to pay remuneration to its employees according to the labor law and suitability based on the qualifications knowledge, competence, and experiences that consistent with the remuneration of other companies in the same industry, including salary, overtime pay, commissions/special compensations when working towards bonus goals (depending on the company's operating performance), as well as a wide range of benefits. In addition, there is an annual evaluation for wage adjustment according to the performance of employees. In this regard, the payment of remuneration and benefits shall be considered according to the performance. There was no difference regardless of origin, race, religion, sex, and marital status.

Number of employees (person)	December 31, 2020	December 31, 2019	December 31, 2018
Salary and Bonus (million baht)	635.86	758.61	759.44

Welfare, vacation, and leave

The company provides a leave welfare for employees as required by law and in addition to the law as follows:

Category Vacation / Leave	Tradition holidays	Sick leave	Personal leave	vacation leave	maternity leave	Marriage leave	Cremation leave	Practice dharma leave
Day/year	13	30	5	6	98	5	5	3

สวัสดิการวันหยุดและวันลาประจำปี			
			
วันหยุดประเพณี 13 วัน	ลาป่วย 30 วัน	ลากิจ 5 วัน	ลาพักผ่อน 6 วัน
			
ลาคลอด 98 วัน	ลาสมรส 5 วัน	ลาฌาปนกิจ 5 วัน	ลาปฏิบัติธรรม 3 วัน

Employee benefits

The company provides a wide range of welfare and assistance to employees, which shall be in compliance with the law and regulations of the company, without discriminating of origin, race, religion, sex, and marital status as follows:

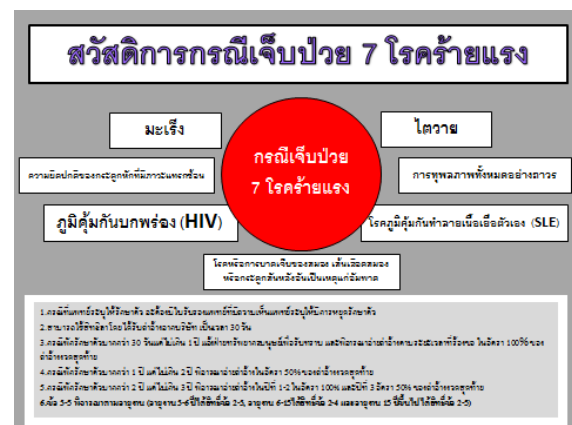
Legal welfare	Additional benefits beyond the law
<ul style="list-style-type: none"> - Social Security Fund - Compensation Fund - Annual leave - Maternity leave - Military service leave 	<ul style="list-style-type: none"> - Provident fund for employees - Accident insurance for employees who work outside the company - Medical expenses for sickness and dental treatment - Welfare for 7 severe illnesses - Assistance in the event of disasters - Financial assistance in the event of an employee's death - Financial assistance in case of husband or wife, child, parent death - Interest-free emergency loans for employees - Special interest of housing loans with leading banks - Other miscellaneous types of welfare - Buying the company's products at a special price



Welfare for 7 severe illnesses

The company provides assistance to employees who suffer from serious illness, which result in excessive sick leave as specified by law and lack of income during their time-off from work. This special assistance is considered according to the rights to leave and get paid for the period of treatment and recovery, on the basis of their duration time of service. Those groups of diseases are listed as follows:

1. Cancer
2. Kidney failure
3. Total permanent disability
4. Immunotherapy (SLE)
5. Disease or trauma of the brain, brain arteries, or the spine as a cause of paralysis
6. Immunodeficiency Disease (HIV)
7. Fracture disorders with complications



According to the practice guidelines, employees must have a medical certificate stating that they have a disease or diseases as listed in the group of 7 severe illnesses as determined by the company and a document certifying the doctor's opinion to take a break or leave for treatment. Employees are entitled to paid leave at the rate of 50-100% of the final wage prior to treatment, and for a maximum period of 3 years (conditions based on the employee's age) in case that the employees cannot return to work normally, which the company shall consider as special benefits and additional allowances to employees.

Provident fund

The company has established a provident fund since 2005 for the welfare and well-being stability of employees after retirement. Employees with a minimum of 1 year of work can apply for participation voluntarily, at the rate of 3%. Also, the company contributes at the rate of 3-6% of the employee's salary, with the amount of contribution to the Provident Fund of 55,615,957 baht. The provident fund investment plan can be chosen according to the voluntary, age, and readiness of the employees. Currently, there are 2,161 members in the provident fund, representing 64.97% of the eligible participants. The funds are detailed as follows:

branch	Employees' Provident Fund Participation Information		
	Number of people eligible to participate	members	Accounted for %
Office	251	217	86.45
Sale person	775	435	56.13
Thaphra	211	175	82.94
Sai 5	634	281	44.32
Chainat	477	401	84.07
Yasothon	784	522	66.58
Buriram	194	130	67.01
Total	3,326	2,161	64.97

5. Employee care and engagement

Following the commitment to provide employees with happiness, enjoyment, and challenges of new experiences in the company as a second home, the company operates and organizes activities to build good relations among employees and work together for the communities and the society during holiday events, festivals, traditions, religious days, sport days, 5S activities, charities etc. on the basis of promoting the quality of life under the concept of Happy 8.



As a result, the company was awarded as an enterprise with excellent labor relations management, consecutively for more than 15 years in the Yasothon factory, followed by 13 years in Thaphra branch factory, and 11 years in Sai 5 branch factory.



In addition, the company provides a suitable working environment. (Details in safety, occupational health, and working environment). The company also promotes an enjoyable and challenging work environment for its employees by providing them with the opportunities to express their opinions for improvement through various activities to collect Sabina Reward Points for redemption.



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To create engagement between employees and the organization, the company encourages employees to have a sense of involvement and to encourage them to participate in various sets of goals for commitment with a sense of value and pride in their work, as well as to support their sense of leadership by assigning them with appropriate decision-making and communication. There is a publicity of news, situations of the organization at all time to create an environment and drive towards various activities of the organization.

In the wake of economic downturn and the COVID-19 crisis, the company also puts a great emphasis on the care of employees with no plans to lay off, reduce work days, pay cuts, and lower welfare. The company has assessed the outbreak with consideration to set guidelines for the operations in every unit of the office, such as Work From Home. While in the factory, the company establishes a campaign for employees to wear face masks all the time, regularly wash their hands, and have spacing between people. The company identifies additional measures for prevention as follows:

- Survey information and travel of employees to exclude those at risk (including those with pregnancy) to perform Work From Home and use video conferencing to avoid traveling.
- Adjust the time to leave the office from work faster to reduce the risk of congestion during rush hours, as well as divide lunch break into 2-3 rounds to reduce congestion while taking lunch breaks.
- Establish specific measures to control the risks of employees by refraining them from joining in groups, traveling across provinces, as well as the detention measures for 7-14 days in case of their traveling across the provinces.
- Screening employees and third parties who must enter the enterprise by measuring the temperature with general symptoms.
- Provide the alcohol gel or hand sanitizer at the entrance-exit screening area and clean up the areas, such as handrail, knobs, wash basins, and bathroom, with cleaning liquid regularly.
- Communicate on the epidemic situations and the knowledge of self-prevention and not sharing personal belongings with others.



From those measures, the company has a low rate of employee turnover at 15.76%, as details shown below.

Branch	Employee turnover rate					
	Year 2018		Year 2019		Year 2020	
	Male	female	Male	female	Male	female
Head office	35		24		21	
Sai 5	282		236		173	
Thaphra	118		97		77	
Chainat	267		173		87	
Yasothon	162		197		118	
Buriram	151		53		53	
Sale person	191		154		135	
Total (person)	1,206		934		664	
Turnover rate (percent)	28.09		20.68		15.76	

Note: Information is disclosed under GRI 401-1 Framework of hiring and turnover staffs.

6. Cultivation corporate culture

Employees who have different background, family, education, and concepts may have problems and obstacles in working together. They work under pressure to strive for success in accordance with the goals, causing stresses and conflicts between them. The company therefore wishes to cultivate positive attitudes to reduce those conflicts of opinions and respect opinions with mutual acceptance and understanding each other more towards a good relationship, as the defined “4- good culture” which consists of thinking good, saying good, doing good, and being good on the basis of 8 ways as follows:

Increase	Reduce
Satisfaction	Compare
Positive view	Native view
Disadvantage (learn about being taken disadvantage)	Taking advantage
Mindfulness (consider yourself first)	Look at other wrong first



This results in a teamwork and more cooperation with each other.

From the operational guidelines in human resource management, the Human Capital Management (HCM) model allows the company to increase its competitiveness in business from being a “Learning Organization” to encourage and support people in the organization to develop, improve themselves, and learn new things at all the time. There is an exchange of knowledge, which may arise from trials and errors. Knowledge is transferred also to other members in the organization to achieve continuous learning results, leading to the creation of new products or services towards the needs of customers. It is an advantage to the organization and gives the most benefits to the business.

As a result of being a learning organization, the company gains the attention of students to have some working experiences. In year 2020, there were 40 students participating in training from many institutions, allowing internal employees to benefit directly from reviewing knowledge before transferring their experiences to a group of students.

Line of practice	Number of students participating in the company experience (person)		
	Year 2018	Year 2019	Year 2020
Business Administration	10	12	10
Product Development	7	3	5
Production line and warehouse	20	14	25
Total	37	29	40

In addition, the company has been selected as a training facility for government officials in the Public Service Executive Development Program (PSEDP), Office of the Public Sector Development Commission under the Office of the Prime Minister, which recruits and selects the personnel with knowledge, capabilities, and high performance towards the goal of leading the change in government agencies for ability to be a visionary thinker, developer, planner, and operator with a balance, in terms of academic thinking and organizational management, as a place for the experience of the PSEDP from 2019 to present.

7. Labor practice and Human rights respect

The company accepts employee opinions and suggestions, including respect for human dignity (See more details in the topic of “Respect for human rights”). If there is a change in performance which may affects employees, the company has the minimum notification period for employees to acknowledge as follows:

Operational changes	Minimum notification period
Change of annual holidays/Vacation days	1 month
Transfer of department/Position	1 month
Transfer of practice/Department merger	1-2 months
Retirement	9 months

Note: Information is disclosed in accordance with GRI 402-1 Framework of the minimum notification period on operational changes.

Personnel Information of the year 2018-2019-2020

Total number of employees classified by level

Branch	Number of employees (person)					
	Year 2018		Year 2019		Year 2020	
	Male	female	Male	female	Male	female
Senior management	6	7	6	7	6	7
Middle management	4	18	3	19	3	18
Junior management	9	42	12	42	12	45
Monthly employee	246	1588	233	1624	230	1580
Daily employee	475	2177	488	2056	395	1808
Total (Person)	740	3831	742	3747	646	3457

Note: Information is disclosed in accordance with GRI 405-1 Framework of unit Diversity supervisory work and staffs.

Factory	Female staff	Maternity leave		Come back to work	
		Total	%	Total	%
Head Office	307	6	1.95	6	1.95
Sai 5	434	21	4.84	21	4.84
Thaphra	207	3	1.45	2	0.97
Chainat	390	4	1.03	-	-
Yasothon	765	15	1.96	15	1.96
Buriram	180	7	3.89	7	3.89
Sale person	1,106	45	4.07	37	3.35
Total	3,389	101	2.98	88	2.60

Note: Information is disclosed in accordance with GRI 401-3 Framework of maternity leave.

Factory	Provident fund	Medical expenses	Emergency Loan / Aunjai Fund	Special allowance	
				Employees and families	Disaster
Head Office	2,302,043	604,089	348,000	44,500	-
Sai 5		119,344	507,000	143,100	-
Thaphra	400,068	119,722	462,000	85,140	-
Chainat	435,401	163,132	540,000	111,580	-
Yasothon	1,248,103	544,691	456,000	260,232	1,800
Buriram	224,211	23,430	562,000	36,566	-
Sale person	1,534,869	335,896	206,000	160,277	-
Total		1,910,304	3,081,000	841,395	1,800

Note: Information is disclosed in accordance with the GRI 401-2 framework of benefits given to permanent employees.

9. Corporate Governance

The Company has managed by believing to the principles of good corporate governance and continuously recognizing the importance and responsibility towards shareholders and stakeholders of the Company. As a result, in 2018, 2019 and 2020, the Company was evaluated by the Thai Institute of Directors Association (IOD) at "Excellent" level.

The Board of Directors attaches importance to compliance with the principles of good corporate governance to increase confidence for shareholders, investors and all parties involved, which requires a review of the corporate governance policy and the implementation of the policy at least once a year. The Company has disclosed the corporate governance policy on the website for external communication and disseminate for communication to employees in the organization to acknowledge the corporate governance of the Company, and to encourage employees to participate in the implementation of such policies.

In 2017, the Securities and Exchange Commission (SET) has issued the principles of good corporate governance for listed companies in 2017 (Corporate Governance Code: CG Code 2017) which has laid out the principles for the 8 main committees as follows.

1. To recognize the roles and responsibilities of the Board of Directors as the organization leader that creates value for the business sustainably.
2. To determine the objectives and main goals of the business that are going for sustainability.
3. To strengthen the Board of Directors efficiently.
4. To recruit and develop high-level executives and personnel management.
5. To promote innovation and be responsible to the business operations.
6. To ensure that there is an appropriate risk management system and internal control.
7. To maintain financial credibility and disclosure.
8. To support participation and communication with shareholders.

In order to allow the Board of Directors to follow the principles of good corporate governance for listed companies in 2017 to apply as appropriate for the operations of the Company as much as possible, and prescribing additional guidelines that the Company should proceed to improve to suit the situation of the Company. And, the Committee shall review the appropriateness of the CG Code to be applied at least once a year.

9.1 Corporate Governance Policy

The Board of Directors realizes the importance of good corporate governance, which is announced by the Stock Exchange of Thailand (SET), in order to gain progress and the stability of the Company, and to increase confidence for shareholders, investors and all stakeholders as well as creating long-term value for the Company. The Board of Directors, therefore, has established a policy on corporate governance to be a guideline for the directors, which should be used in corporate governance of the Company as follows.

1. To clearly define the scope of authority, duties and responsibilities of each committee and management according to the management structure of the Company.
2. To conduct business by disclosing accurate, transparent, complete information and reflecting the actual results of operations. There is an assessment and protection standard, and manage risks at the appropriate level.
3. To determine the balance of power in the operation process for transparency and examination.
4. To produce products with the best quality and to meet the needs and customer satisfaction as well as listening to comments and customer complaints to bring the best product development for customers.
5. To believe in the value of employees by training and development and to cultivate morality in creating a good consciousness, and to allow employees to progress with the Company.
6. To recognize and respect the rights of ownership of all shareholders with equality.
7. To act by taking responsibility towards shareholders, stakeholders and society and the environment.
8. To be anti-corruption and to prohibit bribery for the business interests of the Company, and do not violate intellectual property and respect for laws and human rights.

The Board of Directors recognizes the importance of business operations, understands the roles, duties and responsibilities of the Board of Directors with the Company and shareholders with a policy based on the Code of Best Practices, which applies for the directors of listed companies that follow the guidelines of the Stock Exchange of Thailand (SET). Also, it is for the Company to have good corporate governance and have an effective performance measurement system, which will help to promote the business to develop and grow at an appropriate level. This has guidelines for conducting corporate governance of the Company, which can be divided as follow.

Section 1. Rights of shareholders

1. Rights of shareholders

The Board of Directors recognizes the importance of respecting the rights of ownership of all shareholders by treating all shareholders equally.

Every shareholder has the rights and equality as follows.

1. The right to receive information, performance and the Company's management policy quickly and in time through the Stock Exchange of Thailand and the Company's website at www.sabina.co.th.
2. The right to buy and transfer shares, and to obtain a share from the Company's profits.
3. The right to propose matters to be included in the agenda of the general meeting of shareholders and to nominate persons to be considered as directors, which the Company has made the

criteria for proposing such matters to be published on the website of the Company at www.sabina.co.th and notified via the Stock Exchange of Thailand (SET).

4. The right to send questions to inquire about various issues of the agenda presented at the general meeting of shareholders in advance by sending questions to the Company secretary by email: vaja@sabina.co.th Fax: 02-4345911 and published such rights on the Company's website at www.sabina.co.th.

5. The right to attend the shareholders' meeting. The Company will hold a shareholder meeting once a year by sending a notice of the meeting together with related documents for the meeting with sufficient details for the shareholders in advance to allow the shareholders to consider in advance before attending the meeting.

6. The Company has a policy to promote and facilitate shareholders to allow shareholders and institutional investors to attend the meeting by arranging a meeting location, which is easy and convenient for the shareholders to travel and has public transportation systems that are accessible and sufficient.

7. The Company discloses the shareholding structure in the Company and subsidiaries clearly and transparently, and can be examined. There is no cross shareholding in the Company group.

8. The Company has more than 40% of the minority shareholders (Free Float).

9. The Company holds more than 5% of the total shares of institutional investors.

10. The Company does not have a shareholder's agreement that has a significant impact on the Company or other shareholders.

11. The Company has also added a channel to publicize the invitation to the shareholders' meeting, supporting documents for the meeting agenda including the proxy form and other information necessary in both Thai and English in advance on the Company's website www.sabina.co.th before submitting the documents to shareholders as to acknowledge and to support decision making in voting. The minutes of the shareholders' meeting are published via the Company's website.

12. To represent their rights, shareholders can appoint proxies to other persons or independent directors of the Company to vote in the event that the shareholders are unable to attend the meeting by themselves.

13. The Company has facilitated all shareholders equally this includes institutional investors to attend the shareholders' meeting by explaining the details of the meeting including how to count the votes of shareholders who have to vote in each agenda according to the Company's regulations, and allow all attendees to inquire comments and suggestions for each agenda, and summarize the results of the votes from every vote count.

14. The Company arranges for the broadcasting of the minutes of the meeting via the Company's website, so that shareholders can check without waiting for the next meeting.

15. The right to be treated equally in the repurchase of shares, and allow shareholders to be able to communicate with each other.

2. Shareholder meeting

The Board of Directors gives importance to shareholders' meetings by holding the annual general meeting of shareholders once a year within 4 months from the end of the accounting period of the Company. It is considered as a duty of the Board of Directors that must attend every meeting if not attached to important missions. By organizing the meeting, the Company will send the meeting invitation letter, proxy form, along with information for meeting based on various agendas. Shareholders should receive complete notice at least 14 days before the meeting date for shareholders to make decisions on voting in various agendas. In case, the shareholder wishes to appoint another person to attend the meeting, he/she can choose to appoint a person, or independent directors of the Company can attend the meeting instead.

- 2.1 The Company has a policy to support or promote every group of shareholders including institutional shareholders to attend the shareholders' meeting.
- 2.2 The Company provides a website to present important information and news, such as annual and quarter financial statements report, annual information form (Form 56-1), annual report (Form 56-2), including invitation letter for the shareholders' meeting which contains information, date, time, venue, agenda of the meeting, information for each agenda decision, rules that are used in the meeting, and voting procedures which is the same information that is delivered to shareholders in the form of documents by disseminating information via the Company's website at least 30 days before the meeting as to allow shareholders to have sufficient time to study the information.
- 2.3 The Company arranges for the shareholders' meeting by facilitating the meeting location to be in the heart of the city for convenient travel and sufficient time to conduct the meeting.
- 2.4 The Company has given the opportunity and offered the rights to the shareholders to propose the agenda of the shareholders' meeting on matters that are considered important, and to propose a list of qualified candidates to be appointed as new directors in advance with clearly defined procedures via the Company's website.
- 2.5 The Company gives the right to shareholders to submit questions about the meeting agenda at least 1 month before the meeting date through the Company website.
- 2.6 The Company has encouraged shareholders to use proxy forms that shareholders can determine the voting direction, and the nomination of at least 1 independent director as an alternative to the proxy of the shareholders.
- 2.7 The Company gives rights to the shareholders, who attended the meeting after the meeting started to have the right to vote on the agenda being considered and have not yet voted.

2.8 The Company has appointed representatives from the audit office to inspect the counting of votes in the shareholders' meeting, and disclosed in the meeting minutes of the shareholders.

In the past year, the Company has not bought back shares and there has been no agreement between shareholders that has a significant impact on the Company or other shareholders, and has not prevented or created obstacles for shareholders to communicate between each other.

3. Sending invitation letters to shareholders in advance

3.1 The Company has given the authority to Thailand Securities Depository Co., Ltd. (TSD), which is the registrar of the Company share, to invite and to send the invitation letter to the shareholders 21 days prior to the meeting date. Nevertheless, such information, which is the same information that the Company sent to shareholders and used in the meeting via the Company's website. www.sabina.co.th at least 30 days before the meeting date, has been published to allow shareholders to have enough time to study the meeting's information in advance. This includes a daily newspaper announcement for at least 3 consecutive days and at least 20 days before the meeting date to inform shareholders of the meeting.

3.2 The invitation letter contains sufficient and complete information for the meeting with details, date, time, place, agenda, and it clearly states that the matter is for acknowledgment or consideration. There are documents supporting various agenda, objectives and reasons, along with the opinions of the Board of Directors, the Company's regulations regarding to shareholders' meetings, map showing meeting locations and details of documents that shareholders must present on the date of the shareholders' meeting with information, which is complete and sufficient for shareholders to make decisions on voting in each agenda and how to attend the meeting and to facilitate communication for foreign shareholders. The Company has also prepared documents related to the shareholders' meeting in English.

3.3 The Company has prepared the meeting agenda information in the invitation to the meeting completely in order to help shareholders make decisions, which the Company considers the rights of shareholders, promotes the exercise of rights by presenting important matters to shareholders for approval and contains important matters in full according to the law, the stock market's requirements, and the Company's regulations. Important agendas are:

- **Agenda for dividend:** The Company has provided details about the dividend policy, dividend rate proposed with related information, specify the date for determining the list of eligible persons to receive dividends and the closing date of the share transfer book, and the date of dividend payment.
- **Agenda for the appointment of directors:** The Company provides opportunities for shareholders to select directors individually with detailed information, name-surname, age, education, career history, number of companies that serve as directors by separating into a

listed Company and general companies, criteria and methods of nomination, types of directors proposed meeting attendance data in the past year, number of years in office in order to give shareholders the opportunity to truly elected directors.

- **Remuneration package for the Company's directors:** Details concerning the policy and criteria in considering the directors' remuneration are provided and the remuneration budget is allocated, with the facilitation of the Nomination and Remuneration Committee to propose to the Shareholders' Meeting for an approval.
- **Agenda for the appointment of auditors And determine the amount of exam fees:** The Company has provided details about the name of the auditor, audit office's experience, competency of the auditor, independence, remuneration for the year of the audit (In case of the same auditor), and how to consider the audit fee which has been considered by the Audit Committee.

4. Operation on the day of the shareholders' meeting

4.1 Before the meeting of shareholders, the chairman of the meeting will introduce the board of directors, various sub-committees, executives, auditors and legal advisors to the meeting for acknowledgment and clarifying rules that are used in the meeting including the procedure for voting and in the event that any shareholder comes after the meeting has started. The Company also gives the right to vote in the remaining agenda that has not been considered and voted, which is counted as a quorum.

4.2 The Company has applied the technology to register shareholders, to vote counting and to display results to conduct the meeting quickly and accurately, and inform the voting method and vote counting for each agenda to shareholders before starting the meeting.

4.3 The Company has determined that the Board of Directors, Sub-committees, and executives to attend the shareholders' meeting, and allow shareholders to ask questions or give opinions in the shareholders' meeting on various and related matters.

4.4 The Company uses ballots for every agenda for transparency and verification in the event of a dispute later.

4.5 The Company has provided the opportunity for shareholders to elect to vote for each director individually, and to allow shareholders to ask questions about the meeting agenda appropriately.

4.6 The Company avoids adding other agenda, which is not set in advance in the shareholders' meeting, because it is unfair to shareholders, who do not attend the meeting.

4.7 The Company has arranged for the vote counting inspectors in the shareholders' meeting, and disclosed in the meeting minutes of the shareholders.

5. Operation after the shareholders' meeting

5.1 The Company has prepared the minutes of the shareholders' meeting by recording the clarification of the voting procedure and how to show the score to the meeting before the meeting started including the opportunity for shareholders to have equal rights in expressing opinions and asking questions. The Company has recorded the question or comments or suggestions of shareholders. Voting results for each agenda that there are from shareholders who agreed, disagreed and abstained including recording the names of the directors attending the meeting and not attending the meeting in the minutes of the meeting and published on the Company's website both Thai and English.

5.2 The Company disclosed the resolutions of the shareholders' meeting together with the voting results on the next business day from the date of the shareholders' meeting by reporting the news through the Stock Exchange of Thailand and publishing it on the Company's website.

5.3 The Company has complied with the guidelines for assessing the quality of the shareholders' meeting (AGM Checklist) by preparing by the Thai Investors Association.

5.4 The Company has recorded the minutes correctly and completely so that the shareholders can examine by recording details of the Board of Directors and the Executives attending the meeting, voting method, vote counting, comments, questions of shareholders, explanation of the directors including the resolution of the meeting clearly, and reported to the Stock Exchange of Thailand (SET) within 14 days from the date of the shareholders' meeting, and published such reports on the Company's website. In addition, the images and sound of the shareholders' meeting are also published on the Company's website.

Section 2. Equitable treatment of shareholders

The Company gives importance to shareholders and ensures that all shareholders are treated equally and fairly as follows:

1. Proposal of the agenda and nominate persons to be appointed as directors

The Company gives shareholders the opportunity to propose additional agenda in advance and nominate persons to be elected as directors in advance according to the criteria set by the Company. It has been published through the Stock Exchange of Thailand (SET) and the Company's website before the meeting date on 25 October 2019, which is from 25 October to 31 December 2019.

2. Proxy to attend the shareholders' meeting

In the event that shareholders are not able to attend the meeting by themselves, the Company allows shareholders to appoint proxies to other persons, or the independent director of the Company can attend the meeting instead to protect their rights. The Company has informed details about the documents supporting the proxy, and clearly instructed the methods and procedures of the proxy, which the Company has sent along with the proxy form B. This is a way that shareholders can determine the voting direction. In

case that shareholders are foreigners; the Company has delivered the English version of the invitation letter and the proxy form C to facilitate foreign shareholders as well as to view from the Company's website.

3. Determine the right to vote in the shareholders' meeting

The Company gives shareholders the right to vote according to the number of shares held, with one share equal to one vote, and no shares that have special rights to restrict the rights of other shareholders.

4. Each agenda's voting is done transparency

Voting cards are used in every agenda, and will collect ballots only if shareholders do not agree or abstain from voting except for the election of directors, which will collect ballots from all shareholders attending the meeting by using the barcode system for counting votes in each agenda.

5. Prevention of the use of internal information of the Company and conflicts of interest

The Company has a policy and method to protect the Directors, Executives and Employees in seeking benefits from the use of internal information of the Company that has not been disclosed to the public for personal gain, including trading of the Company's securities as follows.

1. The Company has provided a firewall system to prevent those who come with harm to reach or destroy important information of the Company. In addition, there is an anti-virus system to prevent the virus from being released or destroying data.

2. The Company has established a security system to access employee information. Security in each software program is set the level of employees to access information.

3. The Company has determined the storage and prevention of the use of internal information of the Company in the labor contract, work regulations, Corporate Governance Policy, and working practices in not seeking benefits for themselves and related persons from any information or news of the Company that is still confidential and not yet disclosed to the public.

4. The Company will inform the management to receive the internal information and avoid or refrain from buying or selling the Company's securities during the 7 days before the financial statements are made public. If there is a trading during this period, the Company has punishment and will inform the punishment which starts from verbal warnings, written warning, temporary suspension and leaving work respectively, and the Company has corrective measurement by allowing such offender to return items. The profits from the trading of those shares will be donated to charity organizations.

5. The third parties, which participate in the examination, preparation or transactions related to information that may affect the price movement of the Company's securities, must have a confidentiality agreement with the Company until the information is disclosed to the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

6. The Company has a non-complex shareholding structure, almost all related transactions are normal business transactions.

7. The Company complies with the law and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) regarding rules and procedures for connected transactions, rules for the acquisition, disposition of assets, etc.

Section 3. Role of stakeholders

1. Rights of various groups of stakeholders

The Board of Directors selects the rights of various groups of stakeholders whether they are internal and external stakeholders, and has formulated a policy as a guideline in the Company's code of ethics for transparency and fairness, and ensured that the relevant legal rights of all stakeholders will be treated fairly. Therefore, it has set a policy to be a guideline for treating stakeholders in each group as well as considering the community, society and environment for sustainable development, anti-corruption, non-infringement of intellectual property or copyright and respect for human rights.

Shareholders

The Company is determined to develop the business of the Company to progress with knowledge, ability, honesty in order for the Company to be stable and able to generate sustainable and appropriate returns for shareholders while protecting the interests and take care of the Company's assets. This includes the performance report for all shareholders to acknowledge regularly, completely and accurately, and eliminate conflicts of interest carefully logically, and have a regular dividend payment policy.

Customers

The Company intends and strives to create satisfaction and confidence in the quality of products for customers by innovation, and continually adds value to products and services to meet the needs of customers of all ages as well as paying attention and performing fairly to customers' complaints through the Company's sales staff, which is based on the counter of products sold at leading stores, department stores nationwide.

Personnel

Employees are valuable resources and are the key to bringing the organization to success. The Company, therefore, treats employees by focusing on training and developing the knowledge and competency of the employees thoroughly while creating stability in the profession and providing opportunities for progress according to each person's potential. This includes allowing employees to participate in determining the direction of operations and developing the Company, providing fair returns, which suit for knowledge, ability, responsibility, and the performance of each employee as well as maintaining the working environment with regards to safety for health, life and property of employees. The Company provides care for employees in safety and provides various benefits such as:

- First aid room
- Annual check-up

- Welfare products shop to help the employees' living
- Forms for employees
- Provident Fund or future savings
- Loan project when employees need emergency usage with a low interest rate
- Organizing training and seminars both inside and outside to develop employees
- Sending staff to study visits both domestically and internationally

Partners or Creditors

The Company gives importance to business partners or creditors who are important to the production cost of the Company. The Company has set the criteria for selecting and evaluating vendors as well in order to ensure that the seller has ability to respond to the quality requirements of the Company and the customer, different product materials and including the assessment of the seller as follows.

The criteria for selection of raw materials and general product materials are as follows.

1. Delivery time 2. Price of the product 3. Minimum order quantity 4. System for checking each product according to the specified standard. 5. Payment terms 6. Production period 7. Production capacity 8. Delivery frequency

The criteria for selection for raw material, which is used in production, and the employment of equipment, which is used in production are as follows.

1. Product quality 2. Time to solve problems 3. The amount sent regards to the purchase order 4. Deliver the goods at the specified time. 5. Payment terms 6. Document delivery system (only for overseas sellers), which the Company has provided a form to select the seller and arrange for a seller assessment at least 2 times a year.

The Company will maintain and comply with various trade agreement terms with partners and strictly creditors, and not calling or accepting property or any other benefit that is dishonest in the trade. The Company will create a good relationship and understanding including exchanging knowledge and jointly developing products and services to add value to products and services. If in the case of non-compliance with the agreed conditions, the Company will inform the creditors in advance in order to find ways to consider further solutions.

The company has a policy to recommend customers to join the Anti-Corruption project.

In the year 2019, the company persuaded business partners to attend the meeting and listen to details about the CAC FOR SME project. There were 48 business partners interested in attending the meeting. The company invited Rattana Banangkun, the CAC, CAC FOR SME project director, to provide information about the project details on 4 July 2019 at Meeting Room 702, Arun Amarin Headquarters Building.

Society and Environment

The Company operates its business with regards to the impact on natural resources and the environment, consciousness cultivation, responsibility to the community and society in the Company continuously. This includes supporting activities that are beneficial to the community and major society. The Company does not take any action or to support illegal actions or to cause harm to the country and / or to society and national security by setting policies and activities that relate to social responsibility (in accordance with 10. Social Responsibility Topic (CSR) and Attachmet 5 Sustainability Report).

Competitors

The company complies with the rules of fair competition. It does not seek confidential information of competitors through inappropriate methods, or that of against any law. There are guidelines for the following practices

1. Conducting within the framework of good competition.
2. Not trying to damage the reputation of competitors by accusing them without the truth
3. Not seeking confidential information of competitors with dishonest or inappropriate methods such as paying stipend to employees of competitors.
4. Supporting and promoting free Fair trade, not monopolization or requiring customers of the company to trade with the company only
5. Supporting cooperation with competitors that are beneficial to consumers, not for monopolization of revenue allocation and market share, reducing product and service quality, setting prices for product and service which will cause a negative effect on consumers as a whole.

In 2020, the company conducted an impact assessment and provided care to stakeholders with impact mitigation.

1. The company conducted an impact assessment and provided mitigation and / or benefits to employees and their families as follows:
 - 1) The company did not have a policy to lay off employees and no reduction in employees' salaries, as well as still provided usual welfare.
 - 2) Financial assistance was specially given to salespersons who worked in the closed-down department stores due to the COVID-19.
 - 3) There was a fund for employees to borrow without interest.
 - 4) Working time was reduced and Work From Home was offered to decrease the congestion of workplaces and travel. In addition, meetings were held online to keep employees safe from the COVID-19 epidemic.

- 5) The company provided care for the Employees' hygiene by providing hand sanitizers. Also, all of them had to wear face masks, lunch time was adjusted to begin earlier to keep them safe from going out to eat during peak hours.
2. The company conducted an impact assessment and provided mitigation and / or benefits for customers.
 - 1) There was a delay in paying debts for customers who got affected.
 - 2) There was an extension of debt payment for OEM customers and retail stores in the provinces in order to increase liquidity for them.
3. The company conducted an impact assessment and provided mitigation and / or benefits) for partners.
 - 1) Payments were made on time. There was no deferral of payments.
4. The company conducted an impact assessment and provided mitigation and / or benefits) for shareholders.
 - 1) The shareholders' meeting was postponed, but the company paid dividends as usual by changing from annual dividend payment to interim dividend payment instead.
 - 2) The Opportunity Day was organized via online channels to communicate with investors and to build shareholders' confidence by providing information of the company's current status.
5. The company was involved in helping the communities or the society from the COVID-19 pandemic such as:
 - 1) Face masks were donated to hospitals, public organizations, government agencies, etc.

2. Non-infringement of intellectual property or copyright

The Company has a policy and guideline regarding non-infringement of intellectual property or copyright by requiring all directors, executives and employees of the Company and subsidiaries to comply with the business code of conduct regarding intellectual property or copyright by protecting the intellectual property of the Company from being violated and avoiding the violation of other people's intellectual property.

The Company has never been reported any complaints about intellectual property or copyright violations.

3. Anti-corruption and bribery for business benefits

The Board of Directors has a policy for anti-corruption and the Company has signed a declaration of intention in the Private Sector Collective Action Coalition against Corruption Project. The Company also determines all directors, executives and employees of the Company and its subsidiaries to comply with the Anti-corruption policy by setting policies that focus on cultivating awareness among employees and executives at all levels to recognize the disadvantages of corruption and creating good values. This is to develop the organization to be accurate, transparent, and efficiently monitored without causing any risk of

damage to the business. This includes clearly defining policies relating to corruption, therefore, in order to prevent such problems and strictly comply with relevant laws. the Company has determined the executive directors and employees of the Company, and every subsidiary to comply with the anti-corruption policy as follows.

- To focus on cultivating awareness among employees and executives at all levels realizing the disadvantage of corruption. This includes creating good values in order to develop the organization to be accurate, transparent, and efficiently monitored.
- To requires the directors and all employees must comply with the anti-corruption policy without being involved in corruption whether directly or indirectly for the benefits of both the Company and the family, friends and acquaintances.
- To create an internal control system prevents corruption, which result in transparency and good corporate governance, to be physically created and examined.
- The Company has measures to protect the complainant in reporting complaints and complaints by keeping the information received from the complainant in secret and considering the safety of the complainant important, which will be protected from unfair practices.
- Corruption is a violation of the business ethics of the Company, which will be subject to disciplinary action according to the regulations set by the Company if the action is illegal.
- The Company recognizes the importance of communication and public relations to create knowledge and to understand the directors, employees and related parties in matters that must be complied with anti-corruption policy.

In this regard, the policy determination, practice, including the creation of internal control systems to prevent corruption will result in transparency and good corporate governance. This can be examined by the said policy as a measure against corruption that may occur. This includes finding suitable solutions and sets up channel for clues or complaints to the Company's audit department and the independent directors of the Company, which the Company has published such policies on the Company website www.sabina.co.th (as per Article 10. Corporate Social Responsibility (CSR) topic and Attachmet 5 Sustainability Report).

4. Communication channels

The Company has channels for stakeholders, which can send suggestions, comments or questions including complaints to the Company via the Company's secretary. E-mail address: vaja@sabina.co.th or investor relations department is Mr.Somkid Pradungkittisak E-mail address: ir@sabina.co.th Telephone: 02-4229400 Postal address: Sabina Public Company Limited 12 Arun-amarin Rd., Arun-amarin, Bangkoknoi, Bangkok 10700.

In the case of an important issues or subjects that may cause damage to the Company, the secretary will present the matter to the board of directors of the Company.

5. Measures for reporting clues, complaints and protection of complainants

The company provided opportunities for the company's personnel, related persons, and all groups of stakeholders to directly contact / complain about problems or matters to the Board of Directors. There were channels for reporting clues and complaints to guide the development and create sustainability for the organization as follows:

- Complaint recipients gather facts that related to violations or not complying following the Company's anti-corruption policy.
- Complaint recipients report the facts to the independent directors to investigate the facts to consider the complaint by identifying matters related to anti-corruption policies, dividing into political support, financial support and donations for charity, and receiving gifts, property or other benefits.
- The complaint recipients presented to the Anti-Corruption Commission for investigation of the facts with a period not exceeding 30 days from the date of receiving complaints, along with setting measures for actions in order to stop the violation or non-compliance with the anti-corruption policy. The Anti-Corruption committee would screen the information and send it to the company's Board of Directors for further considerations.
- The recipient of the complaint is responsible for reporting the investigation result to the complainant. If the complainant discloses himself in the case that is important. The recipient of the complaint reports the investigation result to the Chairman, and / or the Board of Directors to acknowledge.
- If the accused acting in real corruption is considered a violation of anti-corruption policy, he/she must be considered disciplinary punishment according to the Company's regulations. In case of violating the law, he/she must continue to receive legal penalties.

Channels for reporting complaints

- Internal Audit Department via e-mail : GRP_AUDIT_HO@sabina.co.th
- Internal Audit Department via phone : 02-422-9400 dial 9309, 9404
- Internal Audit Department via mail : Internal Audit Department via phone
- Or report directly through the audit committee

Mail: Sabina Public Company (Limited)
12 Arun Amarin Road Kwang Arun Amarin
Ket Bangkoknoi Bangkok 10700

The general complaint will be collected by the secretary of the audit committee to report to the audit committee directly and the company will take further steps.

Protection of complainants

- Complainants can choose not to reveal themselves for security reasons/ However, if the complainants choose to reveal his/her identity, the company can report progress and explain facts to the complainant.
- The recipients of the complaint must confidentially keep the information and prioritize the safety of the complainant. By providing protection for the complainant and / or the person who provide the information and / or data verification cooperation, they will be protected from unfair practices, such as changing job positions, job characteristics, workplaces, work orders, intimidation, interference with employment, termination due to the cause of complaint, etc. General information will be kept confidentially only to the Chairman of the Executive Committee and / or the Audit Committee and to be confidentially and directly kept by the Board of Directors and the Audit Committee.

In addition, the company provides channels for clues reporting or complaints for any related personnel to file a complaint in the event of a violation of the law and the code of ethics of senior management. The violation of the company's business ethics includes the behavior that implies corruption and inequality, via the following methods

Mail: : Chairman of the Executive Committee or Chairman of the Audit Committee
Sabina Public Company (Limited)
12 Arun Amarin Road Kwang Arun Amarin Ket Bangkoknoi Bangkok 10700

The general complaint information will be confidentially kept only to the Chairman of the Executive Committee and / or the Audit Committee. The company will not disclose the information of the whistleblowers and treat them fairly. As for the misconduct of top management, the complaint will be collected directly by the audit committee and the company will take further steps.

In the past, the company has never had a history of violating labor laws, employment, consumers, competition and environment.

Section 4. Information disclosure and transparency

1. Disclosure of Company information

The Company has disclosed important information related to the Company both financial and non-financial, which may affect the interests or decisions of shareholders in the investment by providing sufficient information disclosure, complete and in time for the annual report, Management Discussion and Analysis Various, and press releases via the website of the stock exchange, and the Company's website www.sabina.co.th in both Thai and English.

2. Financial report preparation

To show responsibility for the preparation of financial reports, which refers to being complete, accurate, transparent and adequate, the Board of Directors, who is responsible for the consolidated financial statements of the Company and financial information appearing in the annual report to be prepared in accordance with accounting standards, uses appropriate accounting policies and consistently performing including the disclosure of important information in the notes to the financial statements. The Board of Directors has appointed an Audit Committee consisting of independent directors to take charge of the quality of financial reports and internal control systems.

3. The Company has disclosed the corporate governance policy, ethics of management, and of the Board of Directors of the Company Executives and employees in writing and published through the Company's website.

4. The Company has disclosed social and environmental care policy to promote and support the implementation of policies consistently and consistently. (as per Article 10. Corporate Social Responsibility (CSR) topic and Attachmet 5 Sustainability Report).

5. The Company has disclosed the related transactions, which the Company has complied with the rules of the Securities and Exchange Commission of Thailand (SET) by disclosing details of the transaction by specifying the name of the person who has related transactions, relationship, nature of the transaction, conditions / policies, price and value between each other (Details according to the topic of inter-item item 12).

6. The Company has set a policy for the directors of the Company to report the purchase-sale of shares / hold the Company's securities to the Board of Directors in every meeting.

7. The Company has a policy for the Board of Directors to report the interest of the directors, and the executives must report to the Company every time when having their own interests and related persons within three months from the date of appointment or the date of change.

8. Remuneration for directors and executives

The company has a policy of remuneration for **Managing Director (CEO) / Board of Directors / Senior Executives**, which is clear, transparent from comparison with the Company in the same industry in

order to be able to attract and retain knowledgeable directors. The remuneration of directors is proposed for approval from the shareholders' meeting every year.

For the executive's remuneration, the Board of Directors assigns the Nomination and Remuneration Committee, excluding the executive directors, to be responsible for determining, considering, and monitoring the remuneration structure of the Board of Directors, Managing Director (CEO of the company), Senior Executives, and executives, as well as monitoring the performance evaluation according to the specified criteria. This information is used to determine appropriate compensation in both the short term and long term, as well as communicate to the executives at all levels for acknowledgment. In this regard, all processes must be also carried out with employees at all levels.

Guidelines

Managing Director (CEO of the company)

The Managing Director's remuneration is considered annually according to the principles and policies set by the Nomination and Remuneration Committee. The remuneration is at a motivating level in accordance with suitability, scope of duties, responsibilities, and performance of the CEO, as well as the company's operating results and profitable growth in the past year, along with the overall economy, strategic objectives, and main goals of the organization. This is consistent with the long-term benefits of business when compared to other companies in the same industry and similar levels. The remuneration is proposed to the Board of Directors for considerations and approval, then proceeded by the management.

The Board of Directors

The company has the Nomination and Remuneration Committee to consider and determine the remuneration. The consideration was carried out with prudence, clarity, and transparency, as well as the suitability and compliance with scope, obligations, and responsibilities of directors when compared to other companies in the same industry and similar levels, including the business expansion and profitability of the company. The remuneration shall be high enough to attract and retain the directors with required qualifications. Also, it is proposed to the Board of Directors and the shareholders' meeting for approval.

The remuneration is allocated from the remaining balance after deducting the meeting allowances on average in accordance with positions and duties of the directors. Nonetheless, those higher responsibilities shall receive an increased remuneration that suits the obligations.

Senior executives

The remuneration for senior executives is considered annually by the managing director. This is in accordance with the same principles and policies set forth by the Nomination and Remuneration Committee, just as the Managing Director (CEO of the company).

The executive compensation is according to the principles and policies set by the Executive Committee, which is linked to the Company's performance and the performance of each executive (The amount of remuneration of directors and executives disclosed in the management structure topic of remuneration for directors and executives).

9. Relationship with investors

The Board of Directors gives importance to the disclosure of both financial and non-financial information that is complete, adequate, transparent, timely and thorough. The Company has information disclosure, and news to shareholders, investors and related persons through the Company's website www.sabina.co.th, so that the shareholders can access information easily and quickly, such as business operation information, financial statements, shareholding structure, organizational structure, annual report, invitation letter to the shareholders' meeting, news from the media and other necessary information.

In addition, the Company has established the Investor Relations Unit to provide information services and news of various activities of the Company with investors, shareholders, analysts and the public as well as answering questions from investors and related parties who can contact the Investor Relations Unit is Mr.Somkid Pradungkittisak by email ir@sabina.co.th or Tel. 0-2422-9400.

For the past year, the Company has presented its performance, financial information and general information to analysts, investors and shareholders continuously by disclosing information through public media and the Company participated in various activities to be a channel for information disclosure making it possible to meet and listen to the opinions of analysts, investors and shareholders directly to create good relationships and to provide information for investors' decisions through the following activities.

- | | | | |
|------------------------------------|---|----|-------|
| - Roadshow | : | 4 | Times |
| - Opportunity Day | : | 4 | Times |
| - Company Visit | : | 20 | Times |
| - Analyst Meeting | : | 1 | Times |
| - Newsletter performance Company's | : | 37 | Times |

And other activities, such as meeting with investors.

In the past, the Company has never had a history of being ordered to modify financial statements by Securities and Exchange Commission (SEC), including the disclosure of annual and quarterly financial statements to shareholders and investors within the time limit.

Section 5. Responsibilities of the Board

The Board of Directors plays an important role in corporate governance for the best interest of the Company. The Board of Directors is responsible for the performance of duties to shareholders and is independent from the management.

5.1 Structure of the Board of Directors

The Board of Directors consists of 11 persons consisting of 7 non-executive directors (5 independent directors) with 2 independent female director and 4 executive directors

The Board of Directors has determined the structure of the Board of Directors to be composed of directors with diverse qualifications, which is a person with knowledge and ability, has useful experience with the Company and able to perform duties efficiently with morality and ethics that are accepted and trusted. The Company has a separation of duties and responsibility for the performance of the Board of Directors clearly.

The Board of Directors has been elected from the shareholders' meeting and has a certain term of office, which is in accordance with the Company's Articles of Association, that at every annual general meeting, the directors who hold the longest positions are the ones who retire and when the term has expired, the ones may be re-elected to be a director. There are no directors who hold directorship in more than 5 listed companies.

The Company has never had a director or a senior executive of the Company, who used to be an employee or partner of an external auditing Company that the Company has been using for the past 2 years.

In the Board of Directors, there is no executive director to serve as directors in more than 2 other listed companies.

In the Board of Directors, there is more than 1 non-executive director who has experience working in the Company's business.

- In the past, there was no record of misuse from the Board of Directors.
- In the past, the Company has no record of violating the regulations of SEC and SET.

5.1.1 Other positions of directors and senior management

To allow the directors to devote time and effort to perform their duties, the Board of Directors has set a policy to limit the number of companies that each director will hold positions as follows.

1. The Board of Directors has a policy to hold the position of director at other listed companies of the Managing Director (CEO) for not more than 2 companies.

2. The Board of Directors has a policy to allow directors to hold directorship in other listed companies for no more than 5 companies but not defined as directors in companies that are not registered

3. In the event that one of the directors of the Company needs to hold the position of director of more than 5 listed companies, it is important to notify the shareholders and related parties for the reasons

and the effects regards to the duties, which stated in the annual report (Form 56-1) and annual report (Form 56-2).

And in the past, the Board of Directors of the Company have not had any directors who serve as directors in more than 5 other listed companies yet.

5.1.2 Balance of the Board

Board structure as of 31 December 2020 consists of 11 directors, with 4 executive directors and independent directors who meet the definition "Independent Director" of the Securities and Exchange Commission (SEC) And the Stock Exchange of Thailand (SET) for 5 persons and served as the Audit Committee of the Company for 4 persons

At every annual general meeting, the directors shall retire from position at the ration of 1:3 or close to 1:3 according to the Company's regulations, and once the term has expired, he or she may be re-elected to the position.

5.1.3 Consolidation or separation of the position

The Company has segregated authority and authority by approving and the operation of the Company clearly according to the types of transaction by dividing into categories according to the line of work, including production units, accounting and finance departments, Human Resource unit, Sales agencies in the country and abroad, and others, which have been included in the authority approval and operation regulations No. 1/2006 dated 1 September 2006.

With different roles and obligations between the Chairman of the Board of Directors with the Managing Director, to clearly separate roles and duties which creates a balance in operating power. In addition, all directors are free to express their opinions regarding the Company's operations to supervise the operations of the management to be effective, transparent and able to be examined. However, the Chairman of the Board of Directors is not an independent director, but he performs his duties with independence, allowing the Board of Directors to freely perform their duties and express their opinions about the Company's operations and suggestions that are useful to the Company.

5.1.4 Board of Directors' diversity policy

The Board of Directors is aware of the benefits of business operations and therefore has specified the diversity of the Board and is seen as one factor in increasing the efficiency of business operations, decisions and the work of the board.

However, the diversity is not just limited to gender, but also age, educational background, professional experience, skills and knowledge. Therefore, the selection and appointment of the Company's directors will be based on knowledge, capability, and the selection criteria that have been considered for the benefits of diversity.

Authority of the Chairman and Managing Director

The Board of Directors has defined the duties and responsibilities of the Chairman of the Board of Directors, and the Managing Director is authorized to perform various tasks on behalf of the Company which can be summarized as follows.

Authority and Responsibilities of the Chairman

The Chairman of the Board of Directors has a duty to set policies and business plans, oversee the management of the management waiting for advice and help, but must not participate and do not interfere in the normal daily administration. In addition, the Chairman of the Board of Directors must have leadership to take care of the directors to not be under the influence of the management by acting as chairman of the meeting, both in the board meeting and fair meeting of shareholders, supporting and encouraging participants to exercise voting rights, and strictly complying with the principles of good corporate governance by having the composition, size and structure of the Board of Directors to create a balance between executive directors and independent directors. It arranges the participation of executive directors, Non-executive directors and independent directors in the activities and decision-making processes of the Board of Directors.

Providing assessment and work development of the Board of Directors regularly and aiming for collaboration among the directors and the performance of the directors.

Authority and responsibility of the Managing Director

The Managing Director is responsible for routine management in order to comply with the objectives, regulations, policies, regulations, orders and resolutions of the Board of Directors and / or resolutions of the Board of Directors and / or resolutions of the shareholders' meeting.

1. To provide a business policy, business plans and budgets for submission to the Board of Directors for approval and to be responsible for reporting the progress of the approved business plan as well as the budget approved by the Board of Directors according to the time period specified.

2. To manage the business operations of the Company to comply with the business policy of the Company, business plans and budgets to achieve financial objectives approved by the Board of Directors.

3. To set operational goals for resource allocation to comply with the management policy to ensure that the overall business growth of the Company is in line with the Company's objectives and business plans.

4. To determine, inspect and strengthen the standards of the organization to be strong, which is necessary for competition and creating value for the organization with continuous work with personnel and products.

5. To analyze the current situation and situations that may arise of global industrial conditions to anticipate future changes in the industry and change the Company's strategy.

6. To consider and approve the packing, appointment, transfer, dismissal, consideration of goodness, preference, discipline measures as well as determining remuneration and employee welfare and to establish standards for employee performance evaluation and review such standards on a regular basis. Such measures must not conflict with the authority of the Executive Committee.

7. To issue regulations on the operation of the Company which does not conflict with policies, regulations, regulations, orders and resolutions of the shareholders' meeting Board of Directors Meeting and the Executive Committee.

8. To approve the normal financial transactions of the Company

9. To have the power to delegate power and / or assigning other persons the power to perform specific duties as a delegation of authority and / or assign others must be under the scope of power and / or under internal regulations or orders received from the Board of Directors and / or the Company. The delegation of authority, duties and responsibilities of the managing director may not be possible in the case of approval of items that may have a conflict of interest (According to the definition of the Securities and Exchange Commission or the announcement of the Capital Market Supervisory Board), which may have an interest or receive benefits in all forms or may have a conflict of interest with the Company or subsidiary unless such item in accordance with the policies and criteria approved by the shareholders 'meeting or the Board of Directors' meeting.

5.2 Sub-committee

The Board of Directors has established 4 sub-committees to monitor and supervise the operations closely and regularly report to the Board of Directors. The Board of Directors has defined the duties and responsibilities of each sub-committee as follows.

1. The Executive Committee is responsible for managing the business of the Company, providing suggestions and solving important problems and monitoring the performance of the Company, and subsidiaries to be effective in order to meet the goals, which are set.

2. The Audit Committee is obligated to inspect the credibility of the Company's financial reports and the internal control system, as well as consider the disclosure of inter-related transactions and make sure they are accurate, and provide constructive suggestions to the management on the topic of good governance.

3. The Nomination and Remuneration Committee is responsible for considering the criteria and the nomination process and determining the appropriate remuneration in accordance with the qualifications of other sub-committees and directors.

4. The Risk Management Committee has a duty to set rules and evaluation process including advising the overall risk of the Company.

5.3 Roles, duties and responsibilities of the Board of Directors

The Board of Directors is responsible for performing duties in considering and giving opinions on important matters relating to the operations of the Company, following up and supervising the management, operating according to the policies and plans with efficiency and effectiveness, internal control and risk management including mechanisms for receiving complaints and proceeding in case of clues, ensuring long-term business continuity including employee development plans and the continuity of the management.

5.3.1 Leadership and vision

The Board of Directors is committed to running the business of the Company to progress and have stable growth to create the best return for shareholders; the Board of Directors will perform their duties with knowledge, ability, responsibility and careful management of the Company with full capacity by adhering to laws, rules and best practices about business operations, and to be in accordance with the objectives and goals set for the maximum benefit of the Company, shareholders and all stakeholders.

The Board of Directors assigned the Executive Committee to present the vision and mission, strategy, policy and budget to allow the Board of Directors to approve and to be as guideline for the Board of Directors to supervise, monitor and evaluate the performance in order to meet the goals and ways to increase value and wealth for the Company and shareholders. While also considering the interests of all stakeholders, and in the past year, the Board of Directors has approved and review the vision and the mission, and goals of the Company and give approval and follow up to the management to follow the plan in accordance with the direction laid down regularly.

The board has monitored the implementation of the company's strategy. In every quarter of the Board of Directors' meeting, the Board monitors the performance of the management by specifying a report on the results of operations and results of the company, especially in terms of financial goals and plans in order to be in accordance with the strategy set out.

The Board of Directors has considered the roles and responsibilities of the Board of Directors and the management of the Company by clearly dividing the structure and performance of duties. In this regard, the Company has prepared a letter of authorization to specify the clear scope of the management and has clearly defined the level of authority in each operation.

As to ensure the performance of the Board of Directors Achieve the objectives and scope of authority, duties and responsibilities assigned. The Company provides an orientation for new directors, which the Company has prepared and submitted useful information documents for the performance of new directors such as capital structure, shareholder structure, list and brief history of the board and senior management, business management with the past performance, and has encouraged training to provide knowledge on corporate governance of the Company including making a summary of business overview and past performance. As well as the Company's policies and regulations for new directors to study and understand

with a manual for good practices for directors of listed companies as guidelines for working while holding positions as directors.

5.3.2. Business ethics

The Company is committed to conducting business by adhering to the principles of honesty, transparency, fairness and in accordance with the law. In order to increase confidence among shareholders, customers, business partners, competitors, employees and the society as a whole, the Company will control and monitor the use of personal interests and related parties by using internal information that has not been disclosed or that is confidential to be used or disclosed to a third party or any action that causes a conflict of interest.

In addition, the Company has also prepared a business ethics manual, and written practices and communicate to all directors, executives and employees to acknowledge and strictly adheres to and strictly complies with the regular follow-up of the manual.

The company has periodically tested all employees on the rules and operations, as well as Human Resource Policy Testing, through the company's internet systems to ensure that all employees have the knowledge and understanding of rules and regulations and are able to appropriately perform their duties. The result evaluates the level of knowledge and understanding of employees in order to improve communication for employees to have a thorough understanding and be aware of their duties in promoting good corporate governance of the organization. The company has improved and developed the test to comply with the ever-changing laws and regulations. It also requires the test taker who does not reach the specified criteria to study for additional knowledge and retake tests until passing the criteria. In addition to requiring current employees to take tests as part of their performance indicators, all employees who work during the year are also required to do the test in addition to attending the orientation. The test results are considered as part of an employee's performance in an Annual performance evaluation.

The Company has published the Code of Business Ethics on the Company's website under the heading "Corporate Governance".

5.3.3 Conflict of interest

The Board of Directors complies with the rules of the Securities and Exchange Commission (SEC) and of the Stock Exchange of Thailand (SET). The Board of Directors have clear guidelines for caring and eliminating conflicts of interest carefully with reasonableness.

In case there is a conflict of interest, the Company will disclose the information to the meeting by specifying the value of the transaction, the contract party, the reason of the necessity of such transaction with transparent information that can be checked. If any transaction must be approved by the Board of Directors and the shareholders' meeting, such transactions will be considered and screened by the Audit Committee first, and will give an opinion on the said transaction.

In addition, the Board of Directors also stipulates rules and regulations for directors, executives and related persons to report their own interests or related persons, which is a vested interest in the

management of the business of the Company or subsidiary in order for the Company to have information for the implementation of the regulations regarding connected transactions through the meeting agenda of the Board of Directors every quarter

The Company has disclosed related party transactions with persons who may have conflicts in 2020. In addition, the Board of Directors has commented that all related transactions are reasonable and beneficial to the business operations of the Company in accordance Office requirements SEC (as detailed in the topic related transactions).

5.3.4 Prevention of internal data usage

The Board of Directors prohibits the executives and staff members who are aware of the internal information to use such information that has not been disclosed to the public, especially if such information might affect the change of the Company's securities value, from buying or selling the Company's securities during the 7-day period before the financial statements are disclosed to the public. Failure to comply and using an undisclosed internal information to seek one's own benefits is held as disciplinary misconduct according to the Company's regulations. One should refrain from buying or selling the securities, or wait until investors are aware of the information at least 24 hours after the information disclosure. If the information is complicated, the waiting period shall be 48 hours after the information has been disclosed. Furthermore, if directors and executives buy or sell the Company's securities, one must notify the Securities and Exchange Commission, the Stock Exchange of Thailand and the Company every time.

In this regard, the Company has regulated that directors and top-level executives must notify the Board of Directors regarding their securities trading at least 1 day prior to making the transactions.

The Company has regulated that directors must disclose their securities trading or ownership of the Company's securities to the Board of Directors' meeting every time.

The Board of Directors has also reported the holding of securities of the directors, Executive directors and executives including the legitimate family of all directors have a duty to report securities holdings and changes in securities holdings to the Securities and Exchange Commission of Thailand (SEC).

5.3.5 Control system and internal audit

The Board of Directors gives importance to the internal control system, therefore, the Board of Directors has set up an internal control system that covers both financial management and operations to be effective and efficient. In accordance with relevant laws, regulations, and regulations, it can independently audit and fully balanced. In addition, the focus is on continuous development.

The Board of Directors has established an internal audit unit, which is responsible for monitoring the internal control system and risk management. By requiring the Internal Audit Department report, the audit reports the result directly to the Audit Committee on a quarterly basis for the Audit Committee to review that the Company has sufficient internal control systems.

5.4 The Board's Meetings

The Board of Directors has set a minimum meeting of not less than 6 times a year and may have additional special meeting as necessary. The meeting schedule has been set in advance annually and the meeting agenda has been clearly defined and submitted to the Board of Directors before the meeting date in advance sufficiently to allow the Board of Directors not less than 7 working days and to allow the Board to have time considering sufficient information.

In the meetings, the Chairman of the Board of Directors allowing all directors to freely express their opinions and in the meeting, it is to invite the relevant executives to attend the meeting to identify information or provide additional information as a person directly related to the problem in order to make decisions of the Board of Directors. In addition, there is a written record of the meeting, and storing certified minutes from the Board of Directors systematically which can be checked and referenced at any time. Moreover, in voting for each agenda of the Board of Directors' meeting, there must be no less than two-thirds of all directors.

5.5 Assessment of the annual performance of the Board

The Board of Directors has provided an annual performance evaluation of The Board of Directors, which is divided into as the board, individual and sub-committees. In this regard, the Company has assigned the Nomination and Remuneration Committee to be the representative in determining the criteria, and evaluating the Board of Directors and individual committees with the same assessment criteria. It is consistent with the self-assessment form of the Securities Commission including having been reviewed for consistency

Self-evaluation form for both the Board of Directors and individual directors, with assessment topics are divided into 4 main topics as follows:

1. Qualifications of directors
2. Meeting attendance
3. Roles, duties and responsibilities of the Board of Directors
4. Other matters, such as the duties of the Board Relationship with management

Self-development of the board and executive development

Individual self-evaluation form of the sub-committee of the individual Company is divided into 3 main topics as follows:

1. Structure and qualifications of sub-committees
2. Meetings of sub-committees
3. Roles, duties and responsibilities of sub-committees

The Company has a process for evaluating the Board of Directors, which the Company Secretary will send the assessment form to the directors to evaluate and return to the Company. The Company will not disclose the name of the appraisal director so that the directors are independent in the

assessment results, and the Company has presented the evaluation results to the Board of Directors and individual committees to participate in the evaluation and evaluation of the performance of the directors.

Evaluation method Each committee will use the performance evaluation form to evaluate oneself, the entire Board of Directors and the sub-committee by using the method of identifying the opinions of each director by checking the rating box from 1-4.

Each committee will use the evaluation form for the entire Board of Directors and individual and sub-committee by using the method of identifying the opinions of each director by checking the rating box from 1-4.

Which has the following meanings: 1 = strongly disagree 2 = disagree 3 = agree 4 = strongly agree

The evaluation results of the Board of Directors, both individual and sub-committees for the year 2020 is very good

The Chairman of the Board of Directors and the Board of Directors have evaluated the performance of the managing director (CEO) by using the evaluation topics in accordance with the guidelines of the Stock Exchange of Thailand, consisting of the following topics:

1. Leadership
2. Strategy formulation
3. Strategy implementation
4. Financial planning and performance
5. Relationship with the board
6. Relations with external parties
7. Administration and relations with personnel
8. Succession
9. Knowledge of products and services
10. Personal features

The overall performance of the managing director for the year 2020 is included in the "excellent" criteria, with the company intending to evaluate the performance of the managing director on an annual basis in order to comply with good corporate governance principles

5.6 Development of the Board's continuous knowledge

5.6.1 The Board of Directors encourages and facilitates training and education for all Board members, management and employees to continuously improve operations.

The Company has encouraged directors to attend courses related to the performance of duties as directors such as courses organized by the Thai Institute of Directors Association (IOD) and other related institutions. In the year 2020, the directors attended the following courses.

Name	Position	Training
Mr.Somkid Pardungkiattisak	Director and Risk Management Committee	- TLCA CFO Professional Development Program (TLCA CFO CPD) 2020 - Current analysis course, know the future through Financial Statements (NYC Management Co., Ltd.)
Ms.Duangdao Mahanavanont	Director and Risk Management Committee	- Corporate Governance for Executive (CGE:16/2020)

5.6.2 For new directors, the Company has an orientation for new directors, where the managing director of the relevant management will present information about the shareholding structure Organizational Structure, nature of the business, Company operating policy, Company regulations, financial information, information of affiliated companies, board meetings and other related information.

5.6.3 The Board of Directors has established a succession plan for the main positions by defining as part of the strategic plan for the succession of work and as a guideline for the development of executives as planned. This includes performing duties on behalf of the Managing Director or the executive cannot perform his/her duties.

The Nomination and Remuneration Committee prepares the succession plan for the Chairman of the Executive Committee / the Managing Director and the management of the Company by considering the importance of the business operation efficiently and continuously by having a plan to select personnel that will be responsible for important management positions at all levels to be appropriate and transparent, therefore, the criteria for selecting the successors for the job are as follow.

1. Chairman of the Executive Committee / Managing Director

When the position is vacant or those who are unable to perform their duties, the Company will provide a system for management in a similar order acting in a vacant position until a qualified person is selected according to the criteria set by the Company.

2. Executive level from the deputy director level to the director

When the position is vacant or the person in the position cannot perform the duty, the Company has planned the succession of executive level with the following process. There will be analyzing the situation of the business and personnel to be linked with the policy and strategic of the Company to develop or recruit for those who are resigned by defining knowledge and ability and being a person with a vision, knowledge and ability suitable for the culture of the organization. It is to select and evaluate the work, and assess the potential of employees to consider suitability.

5.7 Details of changes in the holding of the Company's shares by the directors As of 31 December 2020

Rank	Name-Surname	Position	Amount of shares on December 31, 2019	Shares changing	Amount of shares on December 31, 2020	Shareholding ratio(%)
1	Mr. Viroj Thanalongkorn	Chairman	160,207,000	950,000	161,157,000	46.38
	Spouses and minor children		-	-	-	-
2	Mr. Bunchai Punturaumporn	Managing Director, Nomination and Remuneration Committee	688,000	-	688,000	0.20
	Spouses and minor children		-	-	-	-
3	Mrs. Suchanya Thanalongkorn	Managing Director	-	-	-	-
	Spouses and minor children		-	-	-	-
4	Mr. Somkid Padungkiattisak	Managing Director, Risk Management Committee	10,000	-	10,000	0.003
	Spouses and minor children		-	-	-	-
5	Ms. Duangdao Mahanavanont	Managing Director, Risk Management Committee	10,000	-	10,000	0.003
	Spouses and minor children		-	-	-	-
6	Ms. Vachirawan Yamsri	Managing Director, Risk Management Committee	35,000	-	35,000	0.01
	Spouses and minor children		-	-	-	-
7	Ms. Raweewan Peyayopanakul	Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee	-	-	-	-
	Spouses and minor children		-	-	-	-
8	Mr. Somchai Vanavit	Independent Director, Audit Committee, Chairman of Nomination and Remuneration Committee	-	-	-	-
	Spouses and minor children		-	-	-	-
9	Mr. Yuthana Adipath	Independent Director, Audit Committee, Nomination and Remuneration Committee	-	-	-	-
	Spouses and minor children		-	-	-	-
10	Mr. Chakkrit Uttayopas	Independent Director, Chairman of Risk Management Committee	-	-	-	-
	Spouses and minor children		-	-	-	-
11	Ms. Pensri Suteerasan	Independent Director, Audit Committee	-	-	-	-
	Spouses and minor children		-	-	-	-

Details of changes in the holding of the Company's shares by the executives As of 31 December 2020

Rank	Name-Surname	Position	Amount of shares on December 31, 2019	Shares changing	Amount of shares on December 31, 2020	Shareholding ratio(%)
1.	Mr. Bunchai Punturaumporn	- Chief Executive Officer - Chief Operating Officer (Acting) - Chief Production Officer (Acting) - Director of International Sales (Acting) - Director of Human Resources (Acting)	688,000	-	688,000	0.20
	Spouses and minor children		-	-	-	-
2.	Mr.Somkid Pradungkittisak	- Chief Financial Officer - Director of Accounting and Finance (Acting) - Director of Information Technology (Acting)	10,000	-	10,000	0.003
	Spouses and minor children		-	-	-	-
3.	Ms.Pitcha Thanalongkorn	- Chief Marketing Officer	10,501,000	-	10,501,000	3.02
	Spouses and minor children		-	-	-	-
4.	Ms.Duangdao Mahanavanont	- Chief Commercial Officer	10,000	-	10,000	0.003
	Spouses and minor children		-	-	-	-
5.	Ms.Vachirawan Yamsri	- Director of Production and Production Engineering - Director of Procurement and Production (Acting)	35,000	-	35,000	0.01
	Spouses and minor children		-	-	-	-
6.	Mr.Vinai Panachaveag	- Director of Domestic Sales	-	-	-	-
	Spouses and minor children		-	-	-	-

9.2 Sub-committee

The Board of Directors has set up various committees that have the appropriate expertise in each area to be responsible for the work and help increase the work efficiency of the Board, which consists of the Audit Committee, Executive Committee, Nomination Committee, and Remuneration Committee and the Risk Management Committee by the composition and duties of various committees. The details are as follows.

9.2.1 Audit Committee

The Audit Committee consists of 4 independent directors, whose have full qualifications according to the SEC's regulations, with a 2-year term.

There are 4 members of the Audit Committee.

Name	Title
Ms. Rawewan Peyayopanakul	Chairman of Audit Committee
Mr. Yuthana Adipath	Member of Audit Committee
Mr. Somchai Vanavit	Member of Audit Committee
Ms. Pensri Suteerasan	Member of Audit Committee

* Remark : The 4 Audit Committee members are knowledgeable and have experience in reviewing the financial statements of the Company by Miss Rawewan Peyayopanakul, Chairman of the Audit Committee. She graduated Master of Business Administration, Major in Accounting, Michigan State University, USA (Details of education history and work experience of the Audit Committee are in Attachment 1, details about directors, executives, controlling persons and Company secretary)

Scope of duties and responsibilities of the Audit Committee

1. To review and to ensure that the Company has accurate financial reporting and sufficient information is disclosed by coordinating with independent auditors and responsible executives, and preparing quarterly and annual financial reports. The Audit Committee may suggest the independent auditor to review or examine any transactions that are deemed necessary and important during the audit of the Company's accounts.
2. To review the Company's internal control system and the internal audit system to be appropriate and effective, and to consider the independence of the internal audit unit as well as approving the appointment, transfer and dismissal of the head of the internal audit department or any other agency responsible for internal audit.
3. To review the Company's operations to be in compliance with the law on securities and exchange, regulations of the Securities and Exchange Commission (SEC), The Stock Exchange of Thailand (SET) and laws related to the business of the Company
4. To review the operation according to the plan, policy, goals and objectives of the organization as well as relevant regulations and laws.
5. To consider selection, to propose to appoint an independent person to act as the Company's auditor including considering proposing termination and the remuneration of such person with regard to reliability, resource adequacy and the amount of audit work of that audit office. This includes the experience of the personnel assigned to perform the audit of the Company to the Board of Directors including attending the meeting with the auditor without the management attending the meeting at least once a year.

6. To consider connected transactions or transactions that may have conflicts of interest to comply with the laws and regulations of the Stock Exchange of Thailand (SET) in order to ensure that such transactions are reasonable and are most beneficial to the Company.
7. To consider the disclosure of Company information in the event of a related transaction or items that may have conflicts of interest to be accurate and complete.
8. To prepare the report of the Audit Committee, which is disclosed in the annual report of the Company, and which the report must be signed by the Chairman of the Audit Committee and must contain at least the following information.
 - A. Opinions on the accuracy, completeness and reliability of the Company's financial reports.
 - B. Opinions on the adequacy of the internal control system of the Company.
 - C. Opinions on compliance with the law on securities and Stock exchange market requirements or laws related to the business of the Company.
 - D. Opinion on the suitability of the auditor.
 - E. Opinions about transactions that may have conflicts of interest
 - F. Number of Audit Committee meetings and the attendance of each member of the Audit Committee
 - G. The overall opinion or observation that the Audit Committee received from performing its duties in accordance with the charter.
 - H. Other items that shareholders and general investors should know under the scope of duties and responsibilities assigned by the Board of Directors.
9. The Audit Committee must be fully cooperative about receiving information that needs resources and operations from the management. The Audit Committee may invite the management or related parties are required to participate in providing relevant information.
10. The Audit Committee has the authority to hire specific experts or hiring an independent professional advisor when deemed necessary with the cost of the Company
11. To give approval of the charter, inspection scope, audit plan, budget and manpower of the Internal Audit Department
12. To review the Company's anti-corruption process in accordance with the guidelines of various regulatory agencies effectively starting from promoting and raising awareness, risk assessment, the creation of a preventive work system, an investigation until reaching a self-evaluation form about anti-corruption measures as audited and assessed by the Internal Audit Office, to ensure that the Company has various systems in anti-corruption as reported in the self-assessment form of the Thai Institute of Directors Association (IOD).
13. To perform any other duties as assigned by the Board of Directors within the scope of duties as the Audit Committee.

9.2.2. Executive Committee

The Executive Committee is responsible for managing the business of the Company, proposing solutions to important problems and monitoring the performance of the Company, and subsidiaries to be effective to meet the goals set.

Composition and appointment of the Executive Committee

The Board of Directors appointed the executive director by electing from a number of directors of the Company.

The Board of Directors of the Company consists of 4 persons, consisting of

Name	Title
Mr. Bunchai Punturaumporn	Chairman of Executive Committee
Mr. Somkid Pardungkiattisak	Executive Director
Ms. Duangdao Mahanavanont	Executive Director
Ms. Vachirawan Yamsri	Executive Director

Scope of duties and responsibilities of Management Board

- 1) Determine the company's policies, directions, strategies, and principles that resonate with the business objectives set forth by the Board of Directors and is authorized to execute the policies given by the Board of Directors in compliance with the laws, regulations, and the company's article of associations.
- 2) Establish organization structure and organization administrative authority encompassing selection, hiring, transfer, training, and termination of contract for employees and staff, except the positions of Chief Executive Officer and Managing Directors
- 3) Review annual budget allocation proposed by Managing Director before submitting to the Board of Directors for approval
- 4) Examine and monitor to ensure effective execution of the policies and business conduct guidelines determined
- 5) Has authority to scrutinize and review investment in core and non-core businesses before proposing to the Board of Director for approval
- 6) Has authority to consider and approve borrowings or borrowings from financial institutions and repayment or payment transactions in the normal course of business
- 7) Has authority to allocate reward, prize, or compensation which has been approved by the Board of Directors
- 8) Execute other task as assigned by the Board of Directors from time to time

Management Board may grant its approval authority to the company's management on any or some financial transactions deemed appropriate by Management Board.

Nevertheless, approval of any transaction abovementioned must not result in Management Board being able to approve related party transactions (RPT) that any member of Management Board or other persons with possible conflicts (according to the company's Article of Association and as determined by Securities Exchange Commission) engage with the company or its subsidiaries, except the normal business transactions that comply with the criteria set forth by the Board of Director. In case of related party transactions involving member of Management Board or persons with possible conflicts with the company or its subsidiaries, such directors are prohibited from voting in the agenda of those transactions.

9.2.3 Nomination and Remuneration Committee

Board of Directors appoints four members of Nomination and Remuneration Committee, three members from a group of independent directors and one member from Management Board. One of the three independent directors becomes Chairman of the committee.

Name	Title
Mr. Somchai Wanawit	Chairman of Remuneration Committee
Mr. Yuthana Adiphat	Remuneration Committee
Ms. Raweewan Pinyopanukul	Remuneration Committee
Mr. Bunchai Punturaumporn	Remuneration Committee

Scope of duties and responsibilities of Nomination and Remuneration Committee

Responsibility in nomination of directors

Establish rules and approaches in the selection of the company's directors, considering multiple aspects of candidate qualifications, including personal status, knowledge and abilities, experiences, and specializations, to identify the candidates who fits the nomination rules and guidelines and propose to the Board of Directors and/or the Meeting of Shareholders.

Responsibility in Determination of Remuneration

Determine remuneration, financial reward, meeting allowance, bonuses, and other compensation of Management Board and other subcommittees and propose to the Board of Directors and Meeting of Shareholders for approval.

In the course of performing duties according to the rules set forth by Nomination and Remuneration Committee, the committee is obliged to regularly report to the Board of Directors at least twice a year.

9.2.4 Risk Management Committee

Meeting of the Board of Directors No. 6/2018 dated December 21st, 2018 has resolution to appoint Risk Management Committee, which are comprised of three members with one independent director as Chairman of the committee.

And the Board of Directors Meeting No. 6/2020 on October 20th, 2020 resolved to appoint an additional member of Mr. Somkid Padungkiattisak as a Risk Management Committee.

Name	Title
Mr.Chakkrit Uttayopas	Chairman of Risk Management Committee
Mr.Somkid Pardungkiattisak	Risk Mnagement Committee
Ms.Somsri Sripatoomrak	Risk Management Committee
Ms.Vachirawan Yamsri	Risk Management Committee

Scope of duties and responsibilities of Risk Management Committee

- 1.Establish policies, rules, and processes in the assessment and management of risks that affect the company
- 2.Assess, analyze, prioritize risk factors, and determine proper guidelines and strategies to manage risks
- 3.Monitor and assess the result of risk management and report to Audit Committee
- 4.Make decision and give recommendation on critical issues in the risk management process

9.3 Nomination and Appointment of Managing Director (CEO) / Board of Directors / Senior Executives

9.3.1 Managing Director (CEO)

Following the criteria and nomination process for Managing Director (CEO), the Nomination and Remuneration Committee shall select from the existing top executives or third parties with knowledge and capabilities in managing the company's business. Also, the CEO shall have a good understanding and experiences as an organizational leadership to manage the company's business towards the achievement of objectives and goals set by the company, as well as being a qualified person who is not prohibited by law. The nomination is proposed to the Board of Directors for further consideration and appointment.

The Nomination and Remuneration Committee shall consider according to the criteria as follows:

- 1) Being a director of the company according to the regulations
- 2) Having knowledge and abilities to manage the business, with professional skills, experience, and specific qualifications in various fields that are most essential and have the highest benefits to the company's business
- 3) Having experiences in business and organizational management

- 4) Having experiences in organizational leadership at a high level
- 5) Being recognized by the relevant business organizations
- 6) Being approved by the Board of Directors

9.3.2 Nomination of Directors and Senior Executives will be conducted through the nomination and remuneration Committee to consider and select the qualified and capable directors in accordance with the business strategy of the company. Then they propose to the board of directors and / or shareholders to consider and appoint again.

Appointment of the company's directors must comply with the company's article of associations and related laws and regulations. Meeting of shareholders consider to appoint directors of the company using majority rule with the following criteria

1. Each shareholder has voting rights equal to the number of shares held
2. Each shareholder can use his/her voting rights according to 1. to choose one candidate or more than one candidate but he/she cannot assign his/her rights to any candidate unequally
3. Candidates are ranked based on his respective votes and the candidates with top votes, the number of whom equals to the vacant director positions, are appointed as directors. In case that two or more candidates are given equal votes, resulting in the total number of eligible candidates exceeding the vacant director positions, Chairman of the meeting will exercise his authority to give the final vote.
4. In case that the director position become vacant due to the causes other than normal expiration, Board of Directors must obtain at least three-out-of-four resolution to select a qualified candidate who does not possess prohibited characteristics to assume the vacant director position in the next meeting, except when the remaining term of the replaced director is less than two months. The term of the replacing director is equal to the remaining term of the replaced director.
5. The Meeting of Shareholder may vote to cause a director to leave the position before his term using at least three-out-of-four voting rights presence in the meeting, which constitute to more than half of the total voting rights of shareholders

Director qualifications

Persons eligible for director positions are knowledgeable and prepared to perform the duties and must possess the following qualifications at the least;

1. Must possess desired qualifications and must not possess prohibited characteristics as stipulated by Securities Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as well as must not possess characteristics that may lead to untrustworthiness in his/her management conduct from shareholders as determined by the SEC

2. Must possess knowledge, skills, or experiences in related business or in the field of finance and accounting, business administration, or other fields deemed appropriate by the Board of Directors. At least one non-executive director must have experience working in the business related to the business of the company.
3. Be able to devote sufficient time to cautiously and vigorously perform director duties especially when making the critical decisions for the company's benefits and be able to fully attend the meeting of the Board of Directors and the shareholder meetings, except in the time of emergency
4. Possess morals, ethics, and other characteristics possibly determined by laws or by the Board of Directors

Nomination Committee will consider candidates for independent directors based on the qualifications set by the SEC. The company defines qualifications for "**independent directors**" as follows:

1. Holds not more than 1% of shares with voting rights in the company, its parent company, subsidiaries, associated companies, or legal entities with possible conflicts. This includes shares held by related persons of such independent directors.
2. Is not currently or has not been an executive director, employee, staff, consultant with monthly compensation, or a controlling person of the company, its parent company, subsidiaries, associated companies in the same level, or legal entities with possible conflicts, except refraining from such position for no less than two years before director appointment date
3. Is not connected by blood or by legal-biding registration in the form of paternity, maternity, spouse, siblings, or descendants with executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the company or its subsidiaries
4. Does not currently have or has not had business relationship with the company, its parent company, subsidiaries, associated companies, or legal entities with possible conflicts which may prevent his/her exercising of independent judgment, and is not currently or has not been a major shareholder, non-independent director, or executive of the entities having business relationship with the company, its parent company, subsidiaries, associated companies, or legal entities with possible conflicts, except refraining from such position for no less than two years before director appointment date
5. Is not currently or has not been an auditor of the company, its parent company, subsidiaries, associated companies, or legal entities with possible conflicts, nor is a major shareholder, non-independent director, executive, or partner of the audit firm in which the auditor of the company, its parent company, subsidiaries, associated companies, or legal entities with possible conflicts is employed, except refraining from such position for no less than two years before director appointment date

6. Is not currently or has not been a professional service provider, including legal advisor or financial advisor, receiving monthly compensation in the total amount of more than two million baht per year from the company, its parent company, subsidiaries, associated companies, or legal entities with possible conflicts, and in case that the mentioned professional service provider is a legal entity (not a person), the candidate for independent director must not be a major shareholder, non-independent director, executive, or partner of such professional service provider, except refraining from such position for no less than two years before director appointment date
7. Is not appointed a representative of the director of the company, its major shareholder, or a shareholder which is a related entity of the company's major shareholder
8. Does not possess other characteristics that prevent exercising of independent judgment on the business conduct of the company

9.4 Supervision of subsidiaries and associated companies

Board of Directors gives consent to the visions, strategies, business plans, and policies of its subsidiaries. The company holds 99.90% of the shares in its subsidiaries and practice the same supervision policy as the one practiced for the company itself, having the company's management as authorized directors and executives of subsidiaries to ensure that the visions, strategies, policies, business plans and budget consented by the Board of Directors are prudently. The company holds regular meeting with executive of its subsidiaries to make sure that its financial policy and business direction are in line with the company's objective. To ensure that the company effectively monitor and supervise the business conduct of its subsidiaries based on internal control principles, the company has set the following criteria:

- The company put in place a policy to ensure that its subsidiaries have a proper and sufficient internal control system, assigning the company's internal audit unit to regularly monitor and supervise the subsidiaries' internal control process
- The company determines directions of the subsidiaries' operation and sufficiently disclose critical information between the company and its subsidiaries or between the subsidiaries and external parties, such as related party transactions, acquisition and disposal of assets, or other significant transactions, based on regulations on disclosure
- Agreement between the company and other shareholders regarding management of the subsidiaries : None

9.5 Policy and approach to supervise the use of inside information

As shown in Subject 9.1 Corporate Governance Policy

9.6 Audit fee

To conform to the Public Company Act, regulations set forth by the SEC, and the company's regulations determining that Meeting of Shareholders consider and approve the appointment of auditor and annual auditor fee and Notification of Capital Market Supervisory Board Tor Jor 11/ 2009 Notification of Capital Market Supervisory Board no. Tor. Jor. 11/2009 regarding Rules, Conditions and Procedures for Disclosure of Financial Performance and Business Operation of the Company that issue the securities Section 7(7) stipulating that a listed company issuing securities must arrange to rotate its auditor who has reviewed and expressed his/her opinion for 5 consecutive accounting years. The company can appoint the new auditor working for the same office as the previous auditor.

The Meeting of Shareholders 2020 appointed Mrs. Nattsaruk Sarojnanchin or Mr. Chaiyuth Angsuwittaya or Ms.Daranee Somkomnerd or Ms.Jarunee Naummea Certified Public Accountant No. 4563,3885,5007 and 5596, respectively, of AMT Associate Office to be an auditor of the company and its subsidiaries with total audit fee of 910,000 THB. Auditor from AMT Associate Office has satisfactorily completed his/her job with high professional standard, good auditing experiences, proper auditing fee, and independence without business relationship or interest in the company, its subsidiaries, executives, major shareholders, or related persons of such persons.

Audit fee

Unit : Bath		
Remuneration	2020	2019
Sabina Public Company	910,000	910,000
Subsidiary's Company	640,000	640,000
Other expenses (Travel, stamp , fax etc.)	will pay for actual expenses	will pay for actual expenses

In 2020, there was no other compensation paid to the auditor of the company and its subsidiaries, audit office in which the auditor worked, and related persons or business connected with the auditor and its office.

9.7 Practice of corporate governance in other areas

Board of Directors adapted and translated CG Code into practices based on its business context. Principles of CG Code that the company has not been able to put to practices include the followings:

Principles that have not yet practiced	Reasons
1. Board of Directors limits the term for independent directors at 9 years.	Board of Directors has not yet limited the term of independent directors because independent directors still perform their duties with independence and free of influence from the company's executive and major shareholders, and with no personal interests that may conflict with the company's benefit.
2. Board of Directors does not have an independent director with more than 9 years of experience as a director	Board of Directors has three independent directors who serve more than 9 years of directorship. Such independent directors are fully qualified, according to the definition of independent director, are knowledgeable and experienced in the needed fields and have suitably performed the roles of independent directors.
3. Chairman of the Board is an independent director	Board of Directors appointed non-executive director to be Chairman of the Board, considering the fact that he is knowledgeable and experienced in the business of the company. Although Chairman of the Board is not an independent director, he performs his duties independently and allows each director to freely express opinion and give suggestions which are beneficial to the organization.
4. The company should consider appointing CG Committee	Although the company has not appointed CG Committee at the moment, the Board of Directors regularly performs corporate governance duties according to the scope of duties determined in Director Charter.

10. Corporate social responsibility (CSR)

Policy overview

The company has adopted the principle of “Sustainability Development” as an important strategy in business operations. The analyzing of impacts and creating values are performed with a balance in 3 dimensions, namely, economics, society, and environment under the principles of good corporate governance (CG) in the business process. These are integrated as a link throughout the business chain, starting from resource utilization, production, warehouse management and logistics, distribution to consumers, and after-sales product management.

Vision of social responsibility

The company is a sustainable organization to promote economic, social, and environmental development based on the participation, beliefs, and mutual trust of all stakeholders.

Policy of Corporate Social Responsibility

The company commits to producing quality products that are safe for consumers, with responsibilities for the impacts arising from the operations of the organization in various fields to all groups of stakeholders. Also, the company adheres to business principles that are transparent, verifiable, ethical, respectful to human rights, stakeholders' benefits, obligations to law, and other requirements or relevant international practices to create a foundation of social responsibility continuously and sustainably.

Operations and Reports

The company has disclosed its operations that reflect social and environmental responsibilities in the year 2020 Sustainability Development Report (details in Attachment 5).

Business operations that affect social responsibility

1. The company and its subsidiaries are not audited or in the process of being investigated by the competent authority that the operations of the company or its subsidiaries have violated the law regarding the 8 principles of good corporate governance with significance.

2. The company's business operations and its subsidiaries are not involved or accused for having negative impacts on the society and the environment, in accordance with the 8 principles of good corporate governance, especially as appearing in the public news that may affect the business operation and reputation or credibility of the company as well as its subsidiaries with significance.

Activities for the benefits of society and environment

(Details in Attachment 5, Sustainability Report)

Additional Guidelines on Prevention of Corruption Involvement

Details in item 9, Good Corporate Governance (Section 3, Role of Stakeholders, Anti-Corruption and Bribery for Business), and Attachment 5: Sustainability Report.

11. Internal control and risk management

Internal control of the company is investigated and reviewed by Internal Audit Office and process and procedures in each department of the company and its subsidiaries are reviewed based on Audit Plan agreed by Management. The company's Audit Committee reviews internal control system and internal audit system of the company and its subsidiaries to ensure appropriateness and effectiveness.

In Meeting of the Board of Directors No. 1/2021 dated February 19th, 2021, the Board of Directors, accompanied by three audit committees, evaluated adequacy of internal control system by reviewing evidence presented by the company's executives and evaluation form for adequacy of internal control prepared by Audit Committee and Management to evaluate internal control system of the company and its subsidiaries in many aspects, including enterprise and environment aspect, risk management aspect, Management's operation control aspect, information and communication aspect, and tracking and measurement aspect. From the evaluation of internal control system of the company and its subsidiaries, the Board viewed that the company and its subsidiaries have adequate and appropriate internal control system that allows transparent and efficient management and operation of the company and its subsidiaries.

In Meeting of Audit Committee dated February 23rd, 2017, the Committee appointed Mr. Sampan Puipiom as Secretary of Audit Committee and Head of Internal Audit Unit since he is experienced in the internal audit field and has extensive understanding about the nature of work of the company.

Qualifications of Head of Internal Audit Unit appears in Attachment 2.



12. Related party transactions

12.1 Details of related party transactions between the company, its subsidiaries and persons with possible conflict

In 2020, Sabina Public Company Limited and Sabina Fareast Company Limited had related party transactions which may result in conflict of interest, some of which were disclosed by auditors in the Notes to Financial Statement 2020. Details of related party transactions categorized by nature of transactions are shown as follows:

Related companies	Nature of relationship	Nature of transaction	Amount (Million baht)	Opinion of Audit Committee/ Necessity and reasonableness of the transactions
Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Purchase material, such as fabric, lace, and rubber	19.77	<p>Goods purchased from Sabina Fareast Company Limited is offered with pricing and payment conditions similar to the goods purchased from other suppliers.</p> <p><u>Necessity of the transaction:</u> Generally, the company and its subsidiaries do not have the policy to collectively purchase materials through a subsidiary. Nevertheless, in the cases where bulk purchase results in bargained reduced price, the company and its subsidiaries will do so collective purchasing.</p> <p><u>Opinion of Audit Committee:</u> The transaction is considered a normal business transaction having market price as reference price. Payment condition is the same as the conditions of unrelated companies.</p>
		Purchase finished goods	-	



Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Sell finished goods	569.25	<p>The company' sales of goods and materials to Sabina Fareast Company Limited are normal business transactions with normal pricing and payment conditions.</p> <p><u>Necessity of the transaction:</u> The company manages production capacity of each production unit collectively. Thus, in the situation where the company has excess capacity while its subsidiary reaches full capacity, the company will buy material and produce the goods (undergarment) and sell finished goods to its subsidiary.</p> <p><u>Opinion of Audit Committee:</u> The transaction is considered a normal business transaction having market price as reference price. Payment condition is the same as the conditions of unrelated companies.</p>
		Sell material	-	



Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Revenue from undergarment sewing service	59.23	<p>The company offered sewing service to Sabina Fareast Company Limited as a normal business transaction with normal pricing and payment conditions.</p> <p><u>Necessity of the transaction:</u> The company does not mainly and continually offer sewing service to subsidiary. This transaction was temporarily offered because the company wanted to best utilize its excess capacity at the time.</p> <p><u>Opinion of Audit Committee:</u> The transaction is considered a normal hiring transaction having market price as reference price. Payment condition is the same as the conditions of unrelated companies.</p>
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Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Cost of Undergarment cutting	13.68	<p>The cost of undergarment cutting that the company compensated Sabina Fareast Company Limited for its cutting service has the same pricing and payment conditions as in the normal course of business.</p> <p><u>Necessity of the transaction:</u> The company manages production capacity of each production unit collectively. Thus, the company allocates undergarment cutting jobs to each and every production unit.</p> <p><u>Opinion of Audit Committee:</u> The transaction is considered a normal hiring transaction having market price as reference price. Payment condition is the same as the conditions of unrelated companies.</p>
Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Rental fee	0.23	<p>On Feb 15th, 2019, the company rented out the space in its Yasothorn factory to Sabina Fareast Company Limited, using rental fee in the nearby area as reference rate.</p> <p><u>Opinion of Audit Committee:</u> The transaction is considered a normal rental transaction having market rate as reference.</p>



Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Rental fee for office space and warehouse	1.71	On Jun 1 st , 2019, the company rented out its office space and warehouse space to Sabina Fareast Company Limited, using rental fee in the nearby area as reference rate. <u>Opinion of Audit Committee:</u> The transaction is considered a normal rental transaction having market rate as reference.
Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Dividend	244.80	The company received dividends from Sabina Fareast Company Limited.
Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Account receivables	332.74	Payment condition is similar to normal, non-related account receivables of Sabina Public Company Limited
		Account payables	4.34	Payment condition is similar to normal, non-related account payables of Sabina Public Company Limited <u>Opinion of Audit Committee:</u> The transaction is considered a normal business transaction with market reference. Payment condition is the same as the conditions set for unrelated companies.



Related companies	Nature of relationship	Nature of transaction	Amount (Million baht)	Opinion of Audit Committee/ Necessity and reasonableness of the transactions
Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Interest income	4.18	Interest income arose from the company's lending to Sabina Fareast Company Limited with interest rate of 3.00-5.00 % per annum, which is higher than fixed deposit rate offered by commercial banks.
Sabina Fareast Company Limited	Subsidiary, in which Sabina Public Company Limited holds 99.90% of its shares	Borrowing	125	The company had excess liquidity so it lent to Sabina Fareast Company Limited to repay the loans with other financial institutions.

12.2 Measures or approval processes for related party transactions (RPTs)

Board of Directors gave unanimous resolution that any transactions between the company and persons with possible conflicts must be brought to consideration and subject to approval by the Meeting of Board of Directors. The Meeting must be joined by Audit Committee to ensure that the transactions are treated fairly and reasonably with appropriate pricing policy that prioritizes the company's benefits. Directors with possible conflict of interest are prohibited from voting in such transactions.

12.3 Policy on or tendency of future related party transactions

Meeting of Board of Directors of Sabina Public Company Limited No. 11/2008 dated June 10th, 2008 resolved to determine the approval criteria for future related party transactions (RPTs) by categorizing into two RPT types, i.e. normal and frequent trading transactions and infrequent transactions, and to form the policy for future financial support. Details of the RPT approval are as follows:

1. Normal and frequent trading transactions

Normal trading transactions, such as purchase of material, are the transactions expected to frequently take place in the future as they are involved in normal business operations. The company determined criteria and guidelines in handling these transactions by ensuring that the terms and conditions for RPTs are compatible with non-RPT transactions, applying market (fair) prices and reasonable and verifiable conditions. In practice, Audit Committee is responsible for approving the RPT criteria and guidelines as well as for checking and reviewing RPTs periodically.

2. Special and infrequent transactions

Audit Committee is responsible for judging on reasonableness of the transactions and appropriateness of the pricing for special and infrequent transactions, such as sale and purchase of shares. If Audit Committee is not experienced in evaluating such transactions, the company will arrange to appoint independent expert or the company's auditor to investigate such transactions. Opinions of the expert or the auditor will be used to support approval decision to be made by the Board of Directors or the Meeting of Shareholders, as the case may be according to relevant regulations.

3. Policy on Financial Support

Policy on financial support in the future includes the granting of personal guarantee by major shareholder and/or the company's directors against bank loans of the company or its subsidiaries without guarantee fee and financial support from the company to its subsidiaries.

Future related party transactions must comply with the rules, regulations, and announcement made by Securities Exchange Commission and Stock Exchange of Thailand. Internal Audit Unit will randomly check related party transactions and present to Audit Committee in its regular meeting. Besides, the company will disclose related party transactions in audited Notes to Financial Statement in Form 56-1 and Form 56-2, consistent with generally accepted accounting standard.