

7. Information on Securities and Shareholders

7.1 Registered Capital and Paid up Capital

As at December 31, 2020, the Company had a registered capital of Baht 154,687,500 with paid-up capital of Baht 154,327,514.50 divided into 617,310,058 ordinary shares with an average market price of Baht 0.92 per share

7.2 Shareholders

1. List of the first 10 major shareholders and shareholders according to the book closing date as of January 13, 2021 as follows:

Sequence	List of Shareholders	Before capital increase*		After capital increase	
		Number of shares	Proportion (percent)	Number of shares	Proportion (percent)
1.	Mr. Chartchai Panichewa Group *	118,125,000	19.14%	118,125,000	17.31%
2.	Mr. Piya Techakul Group *	100,469,894	16.28%	100,469,894	14.72%
3.	Mr. Viwat Kromadit *	42,750,000	6.93%	42,750,000	6.27%
4.	Mr. Witoon Kromadit	29,390,199	4.76%	29,390,199	4.31%
5.	Mr. Pongchai Jongpaisamsilp	16,159,500	2.62%	16,159,500	2.37%
6.	Mrs. Nathrudee Sriprajittichai	15,600,000	2.53%	15,600,000	2.29%
7.	Mr. Bundit Tungkaseranee	15,372,000	2.49%	15,372,000	2.25%
8.	Ms. Vipavee Kromadit	13,032,903	2.11%	13,032,903	1.91%
9.	Mrs. Jaroonlak Panichewa	12,656,250	2.05%	12,656,250	1.85%
10.	Thai NTDR Co., Ltd.	9,866,251	1.60%	9,866,251	1.45%
	Toyota Tsusho Thai Holdings Co., Ltd.	-	-	65,000,000	9.53%
	Other Shareholders	243,888,061	39.49%	243,888,061	35.74%
Total		617,310,058	100.00%	682,310,058	100.00%

Remarks :

* The totality of securities is in accordance with the definition of persons pursuant to Section 258.

- Mr. Chartchai Panichewa's group consists of family and children including Mrs. Somhathai Panichewa, Mr. Pathit Panichewa, Mr. Saris Panichewa and Ms. Arpavit Panichewa, excluding their mother, Mrs. Jaroonlak Panichewa.
- Mr. Piya Techakul's group consists of family and children, including Mrs. Saisut Techakul, and does not include the underage child, Thanaphum Techakul, with 2,112,064 ordinary shares.
- Mr. Viwat Kromadit does not include his siblings, Mr. Witoon Kromadit and Ms. Vipavee Kromadit.
- The Company registered the change of paid-up capital on March 10, 2021 from Baht 154,327,517 (617,310,058 shares) to 170,577,514.50 baht (682,310,058 shares). Par value 0.25 Baht.

2. Summary of the change in shareholding of directors and executives according to the book closing date as of 13 January 2021 as follows:

No.	Name	30 December 2019		13 January 2021		changes	
		Shares no.	%	Shares no.	%	Shares no.	%
Director							
1	Mr. Chartchai Panichewa	80,325,000	13.01%	80,325,000	13.01%	-	-
	Spouse and children who have not yet become sui juris	18,900,000	3.06%	18,900,000	3.06%	-	-
2	Ph.D. Viwat Kromadit	42,750,000	6.93%	42,750,000	6.93%	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
3	Mr. Piya Techakul	55,000,000	8.91%	55,050,000	8.92%	50,000	0.01%
	Spouse and children who have not yet become sui juris	45,419,894	7.36%	45,419,894	7.36%	-	-
4	Ms. Somhatai Panichewa	9,450,000	1.53%	9,450,000	1.53%	-	-
	Spouse and children who have not yet become sui juris	89,775,000	14.54%	89,775,000	14.54%	-	-
5	Ms. Suwanee Khamman	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	576,250	0.09%	576,250	0.09%	-	-
6	Mr. Kumchai Boonjirachot	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
7	Mr. Prasert Akkharaprathomphong	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
Executives							
1	Mr. Piya Techakul	55,000,000	8.91%	55,050,000	8.92%	50,000	0.01%
	Spouse and children who have not yet become sui juris	45,419,894	7.36%	45,419,894	7.36%	-	-
2	Ms. Nichanan Rattanakate	470,625	0.08%	570,625	0.09%	100,000	0.02%
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
3	Ms. Sukarnda Puttaraksar	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
4	Ms. Pannee Kuhawal	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
5	Ms. Chotiga Weerasilp	-	-	-	-	-	-

No.	Name	30 December 2019		13 January 2021		changes	
		Shares no.	%	Shares no.	%	Shares no.	%
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
6	Mr. Atimet Chatwarechot	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
7	Ms. Pattamaporn Prasartketkarn	104,650	0.02%	104,650	0.02%	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-
8	Mr. Passakorn Cheawchankit	-	-	-	-	-	-
	Spouse and children who have not yet become sui juris	-	-	-	-	-	-

Note:

- The Company does not have a project to grant rights to executives to buy securities of the company.
- Mr. Winai Poompit Change name to Mr. Atimet Chatwarechot

3. Shareholding distribution

Shareholding distribution by nationality. As at Record Date: January 13, 2021 as follows;

Shareholders	Total			Juristic person			Natural Person		
	No. of person	No. of shares	%	No. of person	No. of shares	%	No. of person	No. of shares	%
Thai nationality	2,091	617,310,058	100.00%	5	10,689,588	1.73%	2,086	606,620,470	98.27%
Foreign nationality	0	0	0.00%	0	0	0.00%	0	0	0.00%
Total	2,091	617,310,058	100.00%	5	10,689,588	1.73%	2,086	606,620,470	98.27%

Shareholding distribution by ratio of shareholders. As at Record Date: January 13, 2021 as follows;

Shareholders	Total			Juristic person			Natural Person		
	No. of person	No. of shares	%	No. of person	No. of shares	%	No. of person	No. of shares	%
Shareholders holding shares in excess of 0.5%	36	467,066,797	75.66%	1	9,866,251	1.60%	35	457,200,546	74.06%
Shareholders holding shares not exceeding 0.5% but not less than one trading unit	1,775	150,235,663	24.34%	4	823,337	0.13%	1,771	149,412,326	24.21%
Shareholders holding shares under one trading unit	280	7,598	0.00%	0	0	0.00%	280	7,598	0.00%
Total	2,091	617,310,058	100.00%	5	10,689,588	1.73%	2,086	606,620,470	98.27%

4. Major Shareholder's agreement

For matters affecting the offering of securities and the administration of the company. *In the year 2020, the company does not have any connected transactions or conducting the said business. For more information, Please see related party transactions and conflicts of interest*

7.3 Issuing other securities

The Company has convertible securities, warrants for the purchase of newly issued ordinary shares of the Company No. 1 (ATP30-W1) in the amount of 123,750,000 units, the exercise period of 2 years and the redemption date of May 23, 2019 can be converted 1 unit to 1 ordinary share, with the conversion rights of 123,310,254 units, 0.85 baht per unit, totaling 103.96 million baht.

7.4 Dividend Payment Policy

The Company has a policy to pay dividends not less than 40% of net profit according to the financial statements, deduction of corporate income tax and reserves under the law. If the dividend payment is less than the policy, it must be approved by the Board of Directors based on factors such as investment plan, necessity and other suitability. In the future and presented for approval to the Annual General Meeting of Shareholders unless the interim dividend payment is paid by the Board of Directors has the power to pay dividends. If there is a sufficient legal reserve net profit and report to the 2021 Annual General Meeting of Shareholders, Details are as follows:

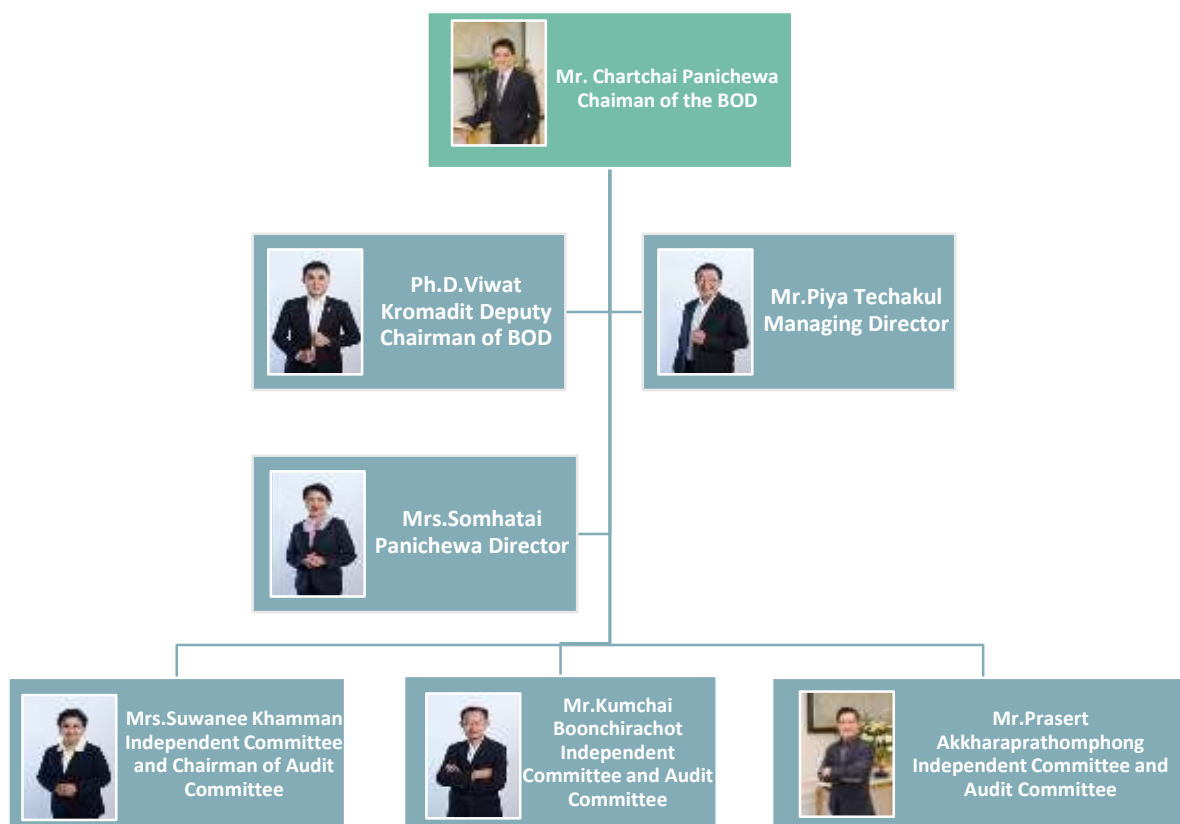
More details	YE2017	YE2018	YE2019	YE2020	YE2021
Ordinary shares (million shares)	440.00	521.46	548.23	617.32	682.32
Dividend per share (Baht)	***0.04473	0.030	0.040/0.020	0.020	0.03
Annual Dividend (Million Baht)	5.93	15.64	21.93	**12.35	20.47
Interim Dividend (Million Baht)	-	-	**12.35	-	-
Dividend Shares (Million Baht)	13.75	-	-	-	-
Net earnings per share (Baht)	0.053	0.079	0.079	0.079	0.0047
Dividend payout ratio	94.80%	62.95%	56.50%	55.59%	74.95%
Dividend Payment Date	30 Apr 2017	30 Apr 2018	30 Apr 2019/ 4 Dec 2019	30 Apr 2020	30 Apr 2021

Remark:

- *In 2017, the Company proposed the 2017 Annual General Meeting of Shareholders for the total dividend payment at the rate of Baht 0.04473 per share divided into 1) to pay a dividend of 8 newly issued ordinary shares per share dividend at the rate of Baht 0.03125 per share, 2) cash dividend payment at the rate of Baht 0.01348 per share.

8. Management Structure

8.1 Board of Directors



The company has a board of directors of 7 persons, as follows;

Name	Position	Type of Committee	Position of the sub committee	Registered
Mr. Chartchai Panichewa	Chairman of the Board of Directors	Executive Committee	Chairman of Executive Committee Nomination and Remuneration Committee	Oct. 31, 2005
Ph.D. Viwat Kromadit	Director	Executive Committee	Deputy Chairman of Executive Committee / Advisor	Oct. 31, 2005
Mr. Piya Techakul	Director	Executive Committee	Managing Director / CEO / Chief Executive Executive Committee/ Risk Management Committee	Oct. 31, 2005
Ms. Somhatai Panichewa	Director	Non-executive Committee	Independent Director	Apr. 30, 2013
Ms. Suwanee Khamman	Director	Independent Director	Independent Director Chairman of Audit Committee	Apr. 30, 2013

Name	Position	Type of Committee	Position of the sub committee	Registered
Mr. Kumchai Boonjirachot	Director	Independent Director	Independent Director Audit Committee Chairman of Nomination and Remuneration Committee	Apr. 30, 2013
Mr. Prasert Akkharaprathomphong	Director	Independent Director	Independent Director Audit Committee Nomination and Remuneration Committee Chairman of Risk Management Committee	Feb. 25, 2020

Note:

- The Board of Directors' Meeting No. 1/2020 held on 25 February 2020 approved the appointment of Mr. Prasert Akkharaprathomphong as an independent director. Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee effective 25 Feb 2020 onwards
- Dr. Supoj Theerawut has resigned as a director of the Company and all relevant positions. Effective January 1, 2020, he will serve as director of the Digital Government Development Agency (Public Organization), which has conditions that prevent him from performing his duties as a director.
- Mrs. Sukranda Puttaraksar maintains as secretary to the Board of Directors and secretary of the Audit Committee.
- Ms. Pattamaporn Prasartketkarn is secretary of the Risk Management Committee.
- The Board of Directors of four non-executives accounted for 57.14%.
- The Board of Directors consists of 3 independent directors with 42.86%
- In 2020, there are no directors or senior executives. Formerly an employee or partner of an external audit company at the Company. Use the Service
- In 2020, there were executive directors who served as directors at other listed companies outside the business group: Mr. Chartchai Panichewa and Dr. Viwat Kromadit.
- In 2020, there are non-executive directors with experience in business related to the Company, namely Mrs. Somhathai Panichewa.
- In 2020, the Company has no history of misconduct in SEC and SET regulations.
- In 2020, no non-serving directors resigned due to corporate governance issues or related to failure to monitor the board of directors.
- In 2021, the Company proposed to the Annual General Meeting of Shareholders. On April 1, 2021, to approve the appointment of a new director, Mr. Thanin Hiranpanthaporn 9.53% of the shares sold.

Authorized Director

According to the company's regulations, two thirds of directors must certify and sign. With affixing the Company's seal. In important documents Authorized signatories are Mr. Chartchai Panichewa, Mr. Viwat Kromadit and Mr. Piya Techakul

8.2 Executives

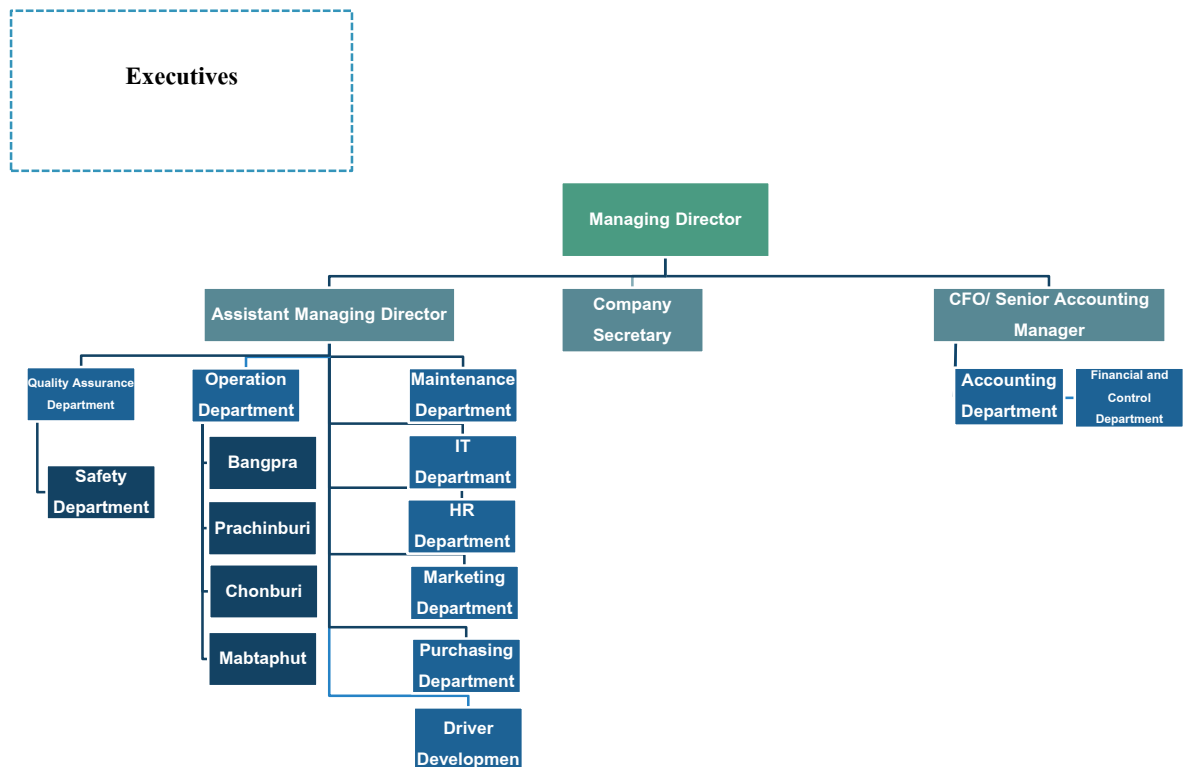
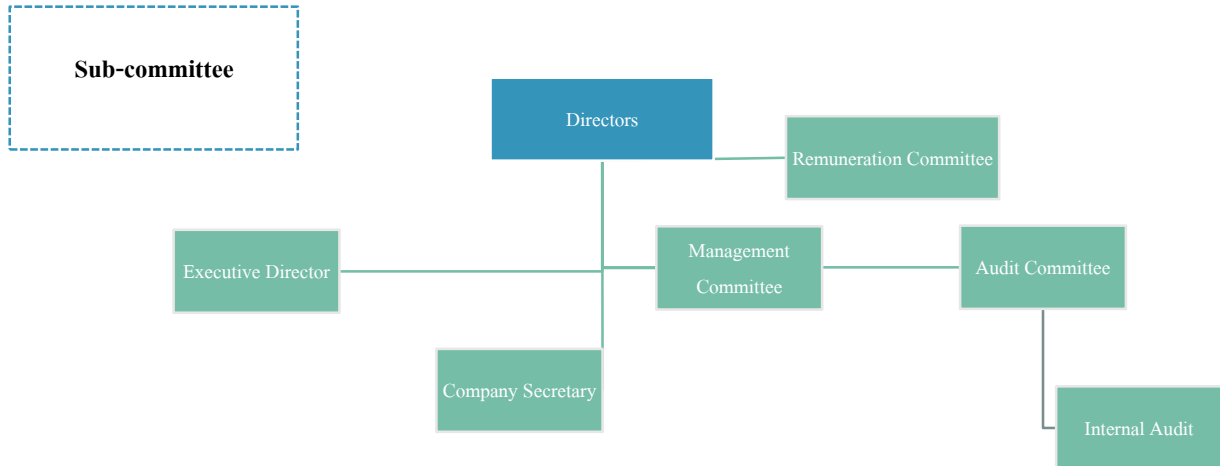
The Company's management team as of 31 December 2020 has 8 persons as follows:

Name	Position
Mr. Piya Techakul	Managing Director / CEO
Ms. Nichanan Rattanakate	Assistant Managing Director (Operation) HR and Administrator Manager (Acting)
Ms. Sukarnda Puttaraksar	Company Secreatry
Ms. Pannee Kuhawal	Senior Financial and Accounting Manager (CFO)
Ms. Chotiga Weerasilp	Financial and Control Manager
Mr. Atimet Chatwarechot	Senior Operation Manager
Ms. Pattamaporn Prasartketkarn	Quality Assurance Manager
Mr. Passakorn Cheawchankit	Maintenance Manager

Note:

- Mr. Passakorn Cheawchankit was appointed maintenance manager on 13 January 2020.
- In the year 2020, there are no directors or senior management. Used to be employees or partners of external auditing companies that the company uses.

Management Structure of the company as of February 22, 2021



(Additional information: Attachment 1 Details of Directors, Executives, Controllers and Company Secretary.)

Summary of authority of the company (parts) is as follows;

No.	Approval	Person with authorization to proceed (*)				
		BOD.	Ex.Com.	MD	AMD	MG
1.	Investment***					
	1.1 Investment in a new company / joint venture	A	P			
	1.2 Investments in shares across different companies					
	- Value not over THB. 1,000,000		A			
	- Value in excess of THB. 1,000,000	A				
	1.3 Transferring shares for re-structure of organize between group companies	A	P			
	1.4 Dissolution of a new company / other company / joint venture	A	P			
	1.5 Purchase of land / buildings					
	- Value not over THB. 1,000,000		A			
	- Value in excess of THB. 1,000,000	A	P			
	1.6 Purchase of a vehicle for business			A		
	Under the annual investment budget that has been approved by the Board of Directors.					
2.	Budget					
	Budget preparation					
	2.1 Annual or Mid-year	A				
	2.2 Additional during the year					
	- Value not over THB. 10,000,000 per item or project		A			
	- Value in excess of THB. 10,000,000 per item or project	A				
	2.3 Internal transfer of investment budgets		A			
	2.4 Cancellation of some investment budgets					
	- Value not over THB. 10,000,000 per item or project			A		
	- Value in excess of THB. 10,000,000 per item or project		A			
	2.5 Canceling all investment budgets (project)		A			
	Budgeting					
	2.6 Annual or Mid-year	A				
	2.7 Modify / add budget during the year		A			
3.	The request for the budget, investment expenditures and the budget was carried out according to the annual budget.					
	3.1 Value not over THB. 5,000,000			A		
	3.2 Value in excess THB. 5,000,000		A			

No.	Approval	Person with authorization to proceed (*)				
		BOD.	Ex.Com.	MD	AMD	MG
4.	Procurement					
	Purchase requisition (for normal business)					
	- Value not over THB. 10,000			A		A
	- Value in excess THB. 50,000			A	A	

Note:

- * The authorized persons are as follows; BOD. = Board of directors, Ex.Com. = Executive Committee, MD. = Managing Director, Asst. MD = Assistant Managing Director, MG = Manager and Senior Manager
- ** Operating power consists of P = Past, S = Sign, A = Approve
- *** Subject to the annual investment budget approved by the Board of Directors.

8.3 Company Secretary

The Board of Directors' Meeting No. 3/2559 held on August 3, 2016, resolution to appoint “Ms. Sukarnda Puttaraksar” as a company secretary. In which the qualifications of a person holding a position as a company secretary
(Additional information: Attachment 1 Details of Directors, Executives, Controllers, and Company Secretary)

8.4 Remuneration of Directors and Executives

The Nomination and Remuneration Committee is responsible for determining the remuneration policy for directors and senior management. As well as proposing principles and proposals that are suitable and in line with their responsibilities. The salary structure of the company is reasonable rate and can be compared with companies in the same industry, which presented to the Board of Directors to consider and approve then presented to the Annual General Meeting of shareholders to approve with the following principles.

The remuneration policy and criteria for the Board of Director, as follows

The payment of remuneration is paid as per the meeting attendance, by considering the operating results, business size, responsibility, knowledge, capability, and experience of directors. The performance of duties of the directors that benefit the company by comparing with other companies are in the same business. The payment is from the annual turnover of the company, not over 5% of the annual net profit after tax deduction.

The remuneration policy and criteria for the Key-person, as follows

The Nomination and Remuneration Committee is responsible for reviewing and screening top executives' remuneration, in the form of salaries, bonuses and management fees, with appropriate according to the compensation structure depend on the duties and responsibilities, the company's performance, financial status, compared with the same business segment, such 1) Survey data from trusted institutions, organizations, and agencies 2) The growth rate of Gross Domestic Product, and average inflation rate 3) Depend on the company's operating results and individual work that is consistent with the Key Performance Indicator, then propose to the Board of Directors for consideration and approval.

The remuneration policy for the Director and Managing Director, determined by The Nomination and Remuneration Committee

- The remuneration of directors based on the company's operating results, business size and responsibilities of the Board of Directors, by comparing with companies listed on the Stock Exchange of Thailand with similar Market Capitalization and other companies that are in the same industry, then propose to the Annual General Meeting of Shareholders for consideration and approval.
- Determination of the Remuneration of the Managing Director The remuneration of managing directors is considered annually in accordance with the principles and policies set by the Nomination and Remuneration Committee in the best interests of the Company. Short-term compensation levels include salaries and bonuses. Long-term returns must be consistent with past performance. And the implementation of long-term strategic objectives as well as the implementation and development of executives, as well as based on the company's business expansion and profitability growth. There are 2 forms of remuneration for the Board of Directors:

1. Monetary compensation

1.1 Remuneration meeting allowances which paid according to the number In accordance with the remuneration remuneration proposed to the Annual General Meeting of Shareholders for the year 2020 as follows;

- Meeting allowances for the Chairman of the Board of Directors Baht 15,000 per meeting
Chairman of the Audit Committee
- Meeting allowances for Deputy of the Chairman of the Board of Directors Baht 12,000 per meeting
- Meeting allowances for Director and Audit Committee Baht 10,000 per meeting

Remuneration paid as a meeting allowance per meeting according to the remuneration resolution proposed to the 2020 Annual General Meeting of Shareholders as follows:

Name	Remuneration of Directors (Baht)				
	Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Total
Mr. Chartchai Panichewa	75,000	-	-	-	75,000
Ph.D. Viwat Krommadit	60,000	-	-	-	60,000
Mr. Piya Techakul	50,000	-	-	-	50,000
Ms. Somhatai Panichewa	50,000	-	-	-	50,000
Ms. Suwanee Khamman	50,000	60,000	-	-	110,000
Mr. Kumchai Boonjirachot	50,000	40,000	-	-	90,000
Mr. Prasert Akkharapathomphong	50,000	30,000	-	-	80,000

1.2 Annual remuneration of directors calculated on the annual results of the Company at the rate is not more than 5% of the annual net profit after corporate income tax deduction, for the year 2020, bonuses are paid for individual directors in the amount of 0.62 million baht (Baht 0.62 million in 2019).

- 1.3 Executive remuneration includes salaries and other benefits such as salaries, bonuses, allowances, other benefits, and long-term benefit compensation in 2020 amounting to Baht 12.00 million (Baht 15.33 million in 2019).
2. **Others remuneration** for Director and Executive
- 2.1 Business Miscellaneous Insurance with ThaiSri Insurance Public Company Limited to the Board of Directors
- 2.2 Provident fund for all executives and employees in the organization with a contribution rate of 3% of salary.

8.5 Personal

The Company has 436 employees (as of February 22, 2021) divided into company employees and drivers. For the year 2020, the Company paid 111.76 million baht in other income and benefits. Details are as follows:

Department	YE 2018	YE 2019	YE 2020
Office Staff (employees)	67	76	74
Driver (employees)	271	298	362
Total (employees)	338	374	436
Total of compensation (THB. Million)	99.60	116.75	111.76

Employee compensation and benefit policy

Board of Directors There is a remuneration policy that aligns with the company's performance in both the short and long term. With suitability in mind. Fairness based on knowledge, competence, performance of each employee in accordance with the company's business growth and the same industry average, consisting of 1) monetary returns including salary, wages, bonuses, allowances, overtime, social security and provident fund contributions. Other benefits and long-term benefit compensation 2) Other returns include (2.1) Business Miscellaneous Insurance in Finance, Business and Legal Affairs (2.2) Provident Fund, the Company has appointed Kasikorn Asset Management Co., Ltd. as fund manager, where the Company will pay contributions at the rate of 3% of salary (2.3), life insurance and accident group (2.4) annual health checkup.

Safety and Health Policy

The Company attaches importance to the development and creation of employee safety and hygiene systems. The company takes into account laws and regulations for various operations to reduce the risk of accidents, such as measuring alcohol and substance abuse in the driver's body before operation. This includes pre-service vehicle inspection, safety training. Occupational health and work environment for new employees every time.

Statistics of accident from work in the year 2020

Gather statistics, analyze data to prepare the reports and suggestions of accidents occurring during the service year 2020, there were 22 no serious accident.

Human resource development

The Company has a continuous human resource development policy based on internal and external training to empower employees such as knowledge. Ability and skills to work professionally Supports future growth, can compete internationally. Details are as follows:

1. Inhouse Training

The company has prepared an annual employee training plan for both office staffs and drivers. The Company emphasizes the importance of drivers because they are important business personnel in terms of driving (Technical Skill) and psychological potential and service (Soft Skill) are parallel to deliver service quality to the passengers, details as follows;

Training Date	Training Course	Training hours	Number of trainee (s)
26 January 2020	Defensive Driving Technique #34	6	26
09 August 2020	Defensive Driving Technique #35	6	29
16 August 2020	Defensive Driving Technique #36	6	22
08 November 2020	Defensive Driving Technique #37	6	30

Training Date	Training Course	Training hours	Number of trainee (s)
18 July 2020	Proper use and maintenance of Hino vehicle	7	17
03 November 2020	Primary fire fighting	2	57
03 November 2020	Fire evacuation drills	1.30	61

2. External Training

The Company has appointed the Committee on Occupational safety and working environmental. For the year 2020 has the duty to consider policies and plans on occupational safety. Including safety outside the workplace to prevent and reduce accidents. “The report suggested the measures for safety in the workplace” that all the Committee on Occupational safety and working environmental must be trained Course of the Committee on Occupational Safety, Health and Environment in the Workplace.

In addition, the Company has appointed a safety supervisor level, safety executive level, in this regard, the company has passed the training course for the safety officer in the workplace at the management level. And a course for staff safety at work supervisor level from the Occupational Safety Training Institute, Top Professional and Development Company Limited (TPD.) As follows:

Training Date	Training Course	Training hours	Number of trainee (s)
25 -26 June 2020	Safety Officer Course for Supervisor Level	6	4
14 - 15 July 2020	The Committee on Occupational safety and working environmental.	6	1
23 - 24 July 2020	Safety Officer Course for Executive Level	6	1
26 - 27 August 2020	The Committee on Occupational safety and working environmental.	6	3
16 - 17 December 2020	The Committee on Occupational safety and working environmental.	6	3

8.6 Important labor disputes

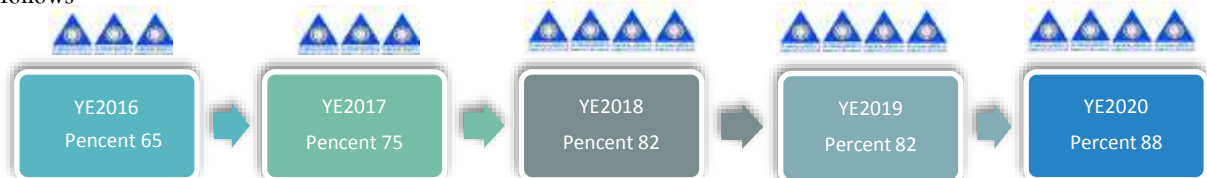
The company has had no major labor and employment law disputes for the past three years.

9. Corporate Governances

9.1 Corporate Governances

The Company's Board of Directors is confident that the Corporate Governance Policy will be an instrument to follow Code of Practice that it has an efficient management system that to be fair to all parties by following the SEC and SET regulations Adhering to business operations by adhering to the principles of good corporate governance and business ethics continuously. Establishing policies, rules, and practices within the organization for directors, executives, and employees to conduct their business with integrity. Social responsibility And all stakeholders equally and fair Focus on creating long-term business value To achieve sustainable growth And strive to develop, upgrade corporate governance by follow CG Code and ASEAN CG Scorecard and monitor and oversee the operations of the Board of Directors and executives to be in accordance with the policy and principles of corporate governance of the company. In order to ensure that they are used in work efficiently, the company has published various policies on the website of the company.

The company has received "good" level of CGR evaluation results for the year 2020, the details of each year are as follows



The Board of Directors realized that adherence to good governance, ethics and morality in business operations can develop and improve the business to be more efficient with details as follows;

Section 1: The Rights of Shareholders

The Company gives equal importance to the rights of all shareholders. The rights of such shareholders cover basic rights such as trading in securities held. To share of the profit of the enterprise obtaining adequate information of the enterprise. There is a policy to facilitate and encourage shareholders, including institutional investors attending the meeting to vote in the Shareholders' Meeting to appoint or demote directors, an auditor or others matters that have an impact on the company such as the allocation of dividends, setting or amending regulations, reforms in the memorandum of association and capital reduction or capital increase, etc., in addition, the company actions to be taken in various matters to promote and facilitate the exercise of shareholders' rights as follows:

- 1) The company prepared to send an invitation letter to the shareholders' meeting and supporting documents such as date, time, place, agenda and related details at least seven days in advance of the meeting date if there is a special resolution at least fourteen day which accurate and completed, moreover it will be published on the company's website at least thirty days before the Shareholders' Meeting dates.
- 2) In the event that shareholders cannot attend the meeting in person, the company will allow shareholders the opportunity to appoint independent directors or any other person attend the meeting instead by using any type of proxy that the company attached with the meeting invitation letter.

- 3) The shareholders got opportunities to express their opinions, suggestions, and questions in advance and in meetings. The Company will allocate appropriate time to allow shareholders to ask questions, express opinions and suggestions by fully and freely. The company will provide sufficient information on the matter to the shareholders.
- 4) All directors will attend the meeting unless there is a necessity, so that shareholders can ask questions related to them.
- 5) After the meeting, the company will prepare the meeting minutes to disclose accurate and complete information for shareholders to be able to verify.

In the year 2020, the company has no events or practices as a hindrance or create obstacles for shareholders to inquire or communicate with the company, nor any other action which violates or deprives the rights of shareholders or repurchases the shares and the company also clearly discloses its shareholding structure, includes the top ten major shareholders and controlling persons to ensure that the company has a transparent, verifiable operating structure, no cross-shareholding or pyramid shareholding structure.

Section 2: The Equitable Treatment of Shareholders

The company's guideline for dealing with all shareholders and has equal voting rights equal to one share per one vote. Both the management shareholders, non-executive shareholders, major shareholders, and minor shareholders are fairly and equally. The Board of Directors and the Management will protect and use those assets properly by setting guidelines for the shareholders to be treated and protect their basic rights equally. Organizing the shareholders' meeting, the company give a change the shareholders to nominate persons to be appointed as directors in advance at a reasonable date and time. In addition, shareholders who are unable to attend the meeting can exercise their voting rights by giving proxy to independent directors or others to attend and vote on their behalf. The meeting will be in accordance with the Company's Articles of Association and in accordance with the existing agenda, the company will prepare documents for consideration for each agenda clearly and sufficiently. In addition, the agenda would not be added without advance notice without necessity. Especially important agenda that shareholders need time to study information before making a decision.

Moreover, the company has established preventive measures in the event that directors, executives, employees and workers use inside information for improper benefits for themselves or others. The guidelines were established in writing and informed for everyone in the organization to adhere to the policy and monitoring method for the use of inside information for their personal benefit. The Company has assigned the Board of Directors to take care of and determine in the event that a director and / or management uses inside information for personal gain, the top management will be assigned to consider the offense under the prescribed punishment measures. Moreover, the company informed all the Board of Directors and sub-committee to report their company's securities holdings for themselves, spouse and underage children in securities holding to the SEC in accordance with Section 59 of the law and the penalties under the Securities and Exchange Act B.E. 2535.

For the year 2020, the directors and executives of the company have no any disputes, in regards to securities trading by using inside information.

Company Visits

The company does not arrange a company visit after the shareholders' meeting. Due to the limitation of time and convenience. Nevertheless, the company provided an opportunity to spend time before the meeting inquiring more information, as well as setting the opportunity to meet with executives as appropriate to the time. In addition, the company also uses the channel to do investor relations activities. "Listed companies meet Thai investors" (Opportunity Day) of the Stock Exchange of Thailand to clarify information about the company's business operations to investors and the media participating after the financial statement announcement.

(Please see the details in Stakeholder Roles)

Section 3: The Role of Stakeholders in Corporate Governance

The company realized the importance to the supervision of all groups of stakeholders, such as clients, employees, business partners, shareholders or investors, creditors, and the community in which the company is located. Stakeholders are treated with the company in accordance with their legal rights and related regulations. The company will avoid anything that violates the rights of interested parties according to the law or the agreements that the company has considered the process of promoting the participation of stakeholders according to the roles and duties in enhancing the performance of the company. In order to run the company's business well including creating sustainable stability for the business and create fair benefits for all parties. In addition, the company provides channels for stakeholders to communicate, make recommendations, or provide information to the board of directors through independent directors or the audit committee of the company.

The company has considered the process to support cooperation between the company and the interested parties in creating financial wealth and sustainability of the business as follows:

- 1) To realize that an importance of all employees at all levels of the company The Company treats all employees equally, fairly and provides compensation that is appropriate to the knowledge and ability of each employee. Along with focusing on the development of potential and knowledge continuously, including to take care of the work environment, such work safety and quality of life as employees.
- 2) The purchase of products and services from customers will be according to trade conditions. Which will perform according to the contract jointly made strictly, in order to build a relationship that will bring long-term benefits to both parties.
- 3) Compliance with the loan conditions according to the agreement.
- 4) Attention and responsibility to customers both product quality, and providing good and standardized services, confidentiality and to be fair and equal pricing under the pricing policy.
- 5) Compliance with rules and regulations good competition, including avoiding dishonest methods to destroy competitors
- 6) To realize that an importance and responsibility to nearby communities and society Environmental Including supporting public interest activities for the community, as well as develop the environment of communities and societies by considering as appropriate.

The Board of Directors to ensure that each stakeholder is protected and treated with equality and fairness. As has prepared a business ethics to guide the business which was published on the Company's website, so that stakeholders and related persons know with the following guidelines.

Related Person	Details
Shareholders	The Company recognizes and values the rights of shareholders as the owner of the Company, taking care to treat all shareholders equally and fairly. Providing appropriate communication channels and disclosing accurate information Transparent and timely, aiming to maximize value added and return to shareholders in the long run. Taking into account the benefits of stakeholders The right to make various comments regarding the company's business operations as the owner of the Company through independent directors, which are responsible for the care of all shareholders, to be presented to the Board of Directors for consideration.
Employees	The Company recognizes the importance of employees as a valuable resource by providing equal care for employees. Remuneration at reasonable rates is fair based on individual assessment results and is consistent with the company's operations comparable to the same industry market (<i>information on defining and disclosing employee remuneration policies consistent with the company's short-term and long-term performance can be found in the section "Remuneration and Employee Welfare Policy"</i>). In addition, the Board of Directors encourages the education and training of employees in environmental matters. It is defined as a policy and discloses the actions as known (<i>for information, see "Human Resource Development"</i>). We aim to develop employees to have knowledge, ability and competitiveness to advance their work, have the same quality of life as leading companies, and create happiness in work, pride and engagement with the organization.
Clients	The company is committed to providing customers with the highest service. Both quality service and fair price Providing accurate, adequate and up-to-date information Strict compliance with the conditions agreed with the Customer and maintaining a lasting relationship. The company also provides customers with complaints about the quality of safety and services, as well as the agencies responsible for providing advice/suggestions and providing services to the Company.
Business Partners	<u>Business partner selection policy:</u> The Company selects partners who have a business practice with virtue. Doing a nearby business or related to the Company, Famous and experienced, having technical expertise, and having a strong financial position <u>Policy for dealing with business partners:</u> The Company will treat trade partners equally, according to the contract between each other. Moreover, the policy of not taking advantage between parties, it is based on honesty, sincerity and fairness. Including the procurement process and terms of contracts or agreements between them and avoiding accepting gifts, grants, or attended in any party that was held, which is intended to facilitate operations and for personal gain.
Business Competitors	The Company adheres to the framework of good faith competition by adhering to conduct business with fairness within the legal framework regarding the principles of competition practices. Do not violate confidentiality or know trading secrets of trading partners through fraudulent means. Strictly comply with the guidelines set out in the Code of Conduct. <i>In 2020, the Company has no disputes regarding competition.</i>
Creditors	The Company strictly maintains its commitments and fulfils the terms of the contract and its duties to creditors equitably and fairly, transparently, auditably, including business creditors and financial institution creditors, including principal repayments, interest and fees. And do not use dishonest means, conceal information or facts that will damage creditors. The location is perfect. In recent years, the Company has had no grounds to default on its debts.
Society and General Public	The Company conducts its business with integrity to all stakeholders and adheres to the business ideology by aiming to support activities to improve the quality of life and enhance the benefits of the society as a whole and the

Related Person	Details
	environment. This includes cooperating with agencies or communities to participate in flood and disaster mitigation as appropriate.
Environment	The Company encourages all employees to recognize the importance of using resources efficiently and promotes the development of growth along with improving the quality of life of people in society. Clean, safe, hygienic environment and environmental policy Finding ways and ways to reduce resource and energy consumption_ As well as reducing the amount of waste to prevent control of activities that may affect society. <i>For the year 2020, the Company has no disputes regarding the environment.</i>
Intellectual Property and Copyright	The company has a policy of non-infringement of intellectual property and copyright. With guidelines for dealing with such matters the use of computers and information technology is in accordance with the “Network Usage Regulations. And the Computer Crimes Act BE 2550 (2007). Ensuring accuracy, for example, the use of computer programs must be verified and properly licensed programs. Act in compliance with intellectual property and copyright laws, such as trademark laws. Patent law copyright law, other relevant laws and promote the training and knowledge of employees, any work or information that is the right of a third party that has been obtained or that will be used for the company must be reviewed to ensure that it does not infringe the intellectual property of others.

More information can be found. In the Sustainable Development Report in accordance with the Global Reporting Initiative (GRI) framework.

Section 4 Disclosure and Transparency

Board of Directors realized an importance to disclosure of information that must be communicated to all stakeholders via the Stock Exchange of Thailand information system, both accurately, equally complete, adequate and timely. The Investor Relations Department is responsible for providing information and answering questions from shareholders and investors. Important information consists of both financial and non-financial information, including operational results and news. The important aspects of the company that may affect the price of securities and the decision of the shareholders and general investors of the company, the company has important practices in accordance with the rules and regulations of the SEC and SET as follows:

1) Company's communication and disclosure channel

The company pays attention to the disclosure of important information. The Board of Directors and the management have examined and followed up to strictly adhere to the principles and criteria, through the following channels:

1.1 Disclosure through SET Community Portal and ATP30's Website

The company discloses information in accordance with the rules and regulations of the SET. And notify important news to the shareholders, investors, and relevant persons through the SET's information reporting system which the company secretary and investor relations will prepare the information that must be disclosed information report or the assigned person and published on the company website (Both Thai and English). In addition, other important information has been disseminated which is always such as important company's documents, organizational structure, business policy, and guideline on various aspects

of the company, information for shareholders, financial statements, explanation and analysis of operating results and financial status as (MD&A) and press release

Financial disclosure prepared and passed the examination process of the company's auditor which is considered and suggested by the audit committee, then approval by the Board of Directors before releasing to the shareholders and submit to SET and SEC., which is disclosed to shareholders or investors can be used as information for investment decisions the financial statements have been prepared in accordance with financial reporting standards. Appropriate accounting policies and consistent practices use discretion carefully. Reasonable reporting of financial statements preparation, including sufficient important information disclosure in the notes to financial statements.

The Company disclosed quarterly and annual financial statements reviewed and audited by the independent auditor by expressing unconditional opinions in both Thai and English. The set's system (www.setlink.or.th) to the SET and the SEC on time. The company also posted the news on its website. For the year 2020, the Company has never been ordered to revise its financial statements or correct actions a resulting from disclosure of non-compliant information.

1.2 Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2)

The Board of Directors shall provide annual registration form (Form 56-1) and Annual Report (Form 56-2) by disclosing accurate, complete and clear information. To reflect useful information of shareholders and stakeholders regarding business operations. For the year 2020, the Company has completely met the requirements of the SEC and SET.

1.3 Investor Relation

The Company has established an “Company's Investor Relations Department” to represent the Company disclosure documents, such news to the media, Company press conference, and communicating public relations information and others Company's activities to build good relationship between the company with shareholders, investors, securities analysts, and those who are interested in general to receive company news. Including the convenience of contacting the company for business visits and meeting management or reply to various questions. Investors can contact the Company's Investor Relations Department by email: chotiga@atp30group.com or by phone 038-468-789 / 091-774-4432 or via the Company's website.

1.4 Company secretary

The Board of Directors requires the Company Secretary to oversee the meeting of the Board of Directors. The assigned sub-committees and shareholders' meetings are responsible for accurately and transparently documenting the disclosure of information in accordance with the requirements of the SET and the SEC. It has been audited by authorized directors or authorized information reporters, including supervision for the Company. The Board of Directors and executives are compliant with the relevant requirements as liaisons with the SET and the SEC.

2) Report of the duties of the Board of Directors and Sub-Committees

The Board of Directors realized to be aware of the preparation of financial reports to accurate, complete, and compliant financial reporting standards, appropriate accounting policies. The disclosure of such information has been audited by an external auditor of the company which is independent and giving opinion on the financial statements of the company, giving opinion and suggestions by the Audit Committee, then the Board of Directors approved before distributing to shareholders. To be reliable, the Board of Directors prepared a report of the Board of Directors' responsibility for financial reports disclosed in the Annual Report, along with the report of the certified auditor for the benefit of shareholders and general investors and the Sub-Committee will report the performance, in order to present to the shareholders in the Annual Report 2020.

3) Related transactions and conflicts of interest

The Board of Directors is considered an important policy to prevent the Board of Directors, executives and employees from taking advantage of being directors, executives or employees of the Company. Seeking personal benefits which has been specified in the corporate governance policy manual Business ethics and guidelines for reporting conflicts of interest there are rules for directors, executives and employees of the company. The directors, executives, or employees who have interests in that transaction must not participate in the approval process. Stipulate disclosure of transactions that may have conflicts of interest and significant related transactions by showing details of persons that may have conflicts of interest, relationships, types of transactions, conditions, price policy and transaction values Necessity reason With due regard to the highest benefits of shareholders By expressing the opinion of the audit committee and / or the board of directors Disclose the related transaction as shown in the annual registration statement (Form 56-1) and the annual report (Form 56-2) of the company (The Company is in the process of studying the preparation of an integrated sustainability report to provide stakeholders with greater benefits.) Preparation of the report is as follows:

1. Related Transactions and Conflict of Interest Report

In the event that there is any connected transaction between the company and the related person, who may have a conflict of interest in the future which is a commercial agreement in the same manner as a normal person in the same situation with trade bargaining power without influence in having the status of director, executive or related person and having normal trading conditions or market price. Under reasonable conditions can be examined and does not cause a transfer of benefits the Company management can operate normally under the principle that the Board of Directors has approved and prepared a summary report to report to the Audit Committee on a quarterly basis.

In the case that there is a connected transaction, not a normal business transaction, the company will provide an opinion by the Audit Committee, regarding the necessity and appropriateness of that item. In the event that the Audit Committee is not skilled in considering the related transactions, the company will consider an independent appraiser or an independent specialist or the auditor shall give an opinion on the transaction to Audit Committee. In order for the Audit Committee to make decisions and giving opinions

to the Board of Directors or shareholders, depends on case, to approve the transaction before entering into the transaction. In this regard, the Company will disclose the connected transaction in the notes to the Financial Statements which have been audited by the auditor of the company, and if the ordinary shares of the company are listed on m.a.i., the company will disclose the connected transaction as follows mentioned in the Annual Registration Statement (Form 56-1) and the company's Annual Report (Form 56-2) in accordance with the rules and regulations of the SEC. In consideration of approving the said connected transaction must comply with the laws governing securities and exchange and the regulations, notifications or requirements of SET. Those who may have a conflict of interest in the transaction will not have the right to vote in the transaction. Please find more information via company website.

In the year 2020, the company did not have any actions that violated or did not comply with the rules of connected transactions as specified by SEC and SET.

2. Preparation of securities holding reports and changes in securities holding of companies

The company is committed to treating all shareholders with transparency and fairness in accordance with good corporate governance principles. To achieve the will The Board of Directors has clearly established securities trading policies for directors, executives and employees, the details as follows;

Securities Trading of Directors and Executives

1. Prohibition of Insider Trading

All directors, executives, auditors and employees must comply with the prohibition of insider trading, which is stipulated in the Securities Act, Section 241 "In the purchase or sale of securities which are listed in the Securities Exchange or traded in an over-the-counter center, no person, whether directly or indirectly, shall purchase or sell, offer to purchase or sell or invite any other person to purchase, sell or offer to purchase or sell which are listed in the Securities Exchange or traded in an over-the-counter center in such a way as to take advantage of other person by using information material to changes in the prices of securities which has not yet been disclosed to the public and to which information he has access by virtue of his office or position, and whether or not such act is done for his own or another person's benefit, or to disclosed such information so that he will receive consideration from the person who engages in the aforesaid acts."

2. Blackout Period

- 2.1 The Company designated person to purchase or sell securities within thirty days prior before disclosure "Quarterly and annual financial statements" and other periods specified by the Company are prohibited.
- 2.2 In particular situations, the designated person may sell the securities of the Company's securities during the prohibition period, for example, in severe financial hardship or having to comply with legal requirements or fall under a court order, which must provide a memorandum stating the reasons for submission

- Chairman of the Board of Director (In case of selling as a Director or Company Secretary)
- Chairman of the Audit Committee (In case of selling as Chairman of the Board)
- Chief Executive (In the case of selling as another person designated by the Company), a copy of such record shall also be sent to the Company Secretary.
- The Company Secretary will announce the Securities Trading prohibition period to the person designated by the company in advance.

3. Report of Securities Holding

- 3.1 First Report : Director, Executive, Auditor, Interim Executive, Planner, Plan Executive, Interim Plan Executive Director Including spouses, minor children and juristic persons, it holds more than 30% of the total voting rights under Section 59 of the SEC's Systemic Securities Act. Within 30 days from the date of appointment as director, executive, auditor, interim executive, planner, plan executive, interim plan executive
- 3.2 Reporting on changes: Directors, Executives (first four), Auditor, Interim Executive, Planner, Plan Executive, Interim Plan Executive Director It is obliged to prepare a report on changes in securities holdings and futures contracts under Section 59 of the Securities Act through the SEC system. It is delivered within 3 business days (T+3) from the date of purchase, sale, transfer and transfer, including securities, shares/preferred shares, convertible debentures, debentures with phantom derivatives, and warrants to purchase securities.
- 3.3 The Company has established a policy for directors and senior executives to notify the Board of Directors or those assigned by the Board of Directors regarding the trading of their own shares at least 1 day in advance of trading and notify the Board of Directors.

Exceptions Report on changes in securities holdings and futures contracts pursuant to Section 59 of the Securities Act as follows:

- Rights Offering
- Exercise of rights under convertible securities
- The offering of shares or the exercise of rights to purchase warrants or convertible debentures (newly issued warrants) to the directors or employees of the company ("ESOP") or Employee Joint Investment Program ("EJIP")
- By inheritance

- Transferring or accepting the transfer of securities from pledging as derivatives trading

4. Trading of securities that do not constitute trading in accordance with this Policy

This Policy does not apply in the event of securities acquisition or acquisition of securities for dominance. (Tender Offer)

5. Penalties for violations

The Securities and Exchange Act, Section 275, states that “Any Director, Management, Person who holds Management position, or Auditor who contravenes or fails to comply with Section 59, or contravenes or fails to comply with the rules or procedures issued in accordance with Section 59 shall be liable to fine not exceeding five hundred thousand Baht and further fine not exceeding ten thousand baht every day during which the contravention continues”

In 2020, there was no significant change in the securities holding of Directors and Executives, which disclosed the report on securities holding of Directors and Executives expressing the number of shares held as of December 30, 2019 and January 13, 2021 that has changed during the year.

(More information can be found in Securities and shareholders information)

6. Preparation of reports on conflicts of interest for directors, executives, and related parties

The Board of Directors designate the directors, executives, relevant persons by operating in accordance with Section 89 of the Securities and Exchange Act, must prepare and submit a report on interest to report to the company the interests of oneself or of related persons (Including any change) of Directors and Executives, which is stake in the management of the Company's affairs and summarize the report on interest that has changed to the Board of Directors meeting for monitoring the Directors and Executives to perform their duties with honesty, with the following reporting criteria and methods

- Report when taking office as director or executive for the first time.
- Report every time there is a change of stakeholder or every six months
- In case of that the Directors vacate the office and continue to be a new Director does not necessary to submit a new report form if there is no change of stakeholder information.
- Require that all directors, executives and employees to report of conflicts of interest annually, within December or if available during the year, report on a case by case (additional).

7. Whistleblowing or complaints or in case of being violated

The company has established a channel for reporting clues or complaints or in the case of rights violation including suggestions for various opinions via the following methods

- 7.1 Electronic Mail: Channels of the Board of Directors and the Audit Committee at [www. Info@atp30.com](mailto:www.Info@atp30.com) or registration letter.

7.2 Registration Letter channel: Audit Committee: ATP 30 Public Company Limited
700/199 Moo.1, Bankhao Panthong Chonburi 2016 Telephone No. 038-468-788.

In the event that stakeholders want to contact the Board of Directors for clues report or complaints or if the rights are violated, report a scam, violations of the law or the Code of Conduct relating to senior management, including making recommendations and opinions, E-mail can be sent directly to the Board of Directors and if there is any doubt about the good corporate governance and anti-corruption policy, further inquiries by e-mail: sukarnda@atp30group.com or phone number 063-9030049 and HR Department phone number 082-716-0588.

Compliant Process: the process as follows;

1. Employees or stakeholders provide whistleblowing, complaints or suggesting opinions through the specified channels, which information is considered confidential the Company has measures to protect whistleblowers, complaints or in the event of right violations, with clear contact information.
2. Internal Audit Department: Receive complaints and proceed with the consideration of complaints according to "Complaint Management Guide", divided into three categories as follows;
 - Corruption
 - Violating non-compliance with the laws / regulations / company regulations
 - About violations of the Company's ethics/ethics, policies, guidelines for preventing and preventing corruption.
3. Action Steps: Check the basic facts find more reliable information on the complaint. In the event that an actual offense is found, it shall be considered according to the level of the level of the fault in each category as; Employee ranking - by the Human Resources / Legal Department. Executives level by a Director or Audit Committee, Director Level by the Board of Directors or to appoint a fact-checking committee as appropriate according to the hierarchy.
4. Monitoring and evaluation: The Director will consider and finding a solution then will notify the complaint within seven working days. After the conclusion the Internal Audit Department acknowledgement. The Company has followed up on the report on whistleblowing or complaints through the specified channels.

In the year 2020, the company did not find any events. And an indication of corruption

4) Investor Relations

The Company discloses information in accordance with the requirements of the SEC and SET by providing investor relations with cautious responsibility. To communicate accurate and complete information in time for shareholders. Retail investors, institutional investors, securities analysts, and/or related government agencies are equal and fair, including clarifying rumors. Factually incorrect news to investors through various channels Executive Meetings & Business Visits Answering questions by phone or e-mail, media distribution, press release, and disclosure of information by event, by

accounting period. Presentation performance Quarterly management discussion and analysis through the Company's website at www.atp30.com Investor Relations to ensure that other stakeholders are equally aware of the information.

The Company also focuses on disseminating information through investor relations activities, with senior executives involved in providing information such as analysts. Media & Media Investors, shareholders and investors meet to gain a better understanding of the company's management. Strengthen good relationships as well as encourage ongoing exchanges of opinions. Major events in 2020 include:

Events	Number of times
Opportunity Days activities by SET	2 Times
Mai Forum 2020 event to present company information to investors and interested parties Organized by MAI In 2020, the mai did not hold such an event due to the Covic-19 situation.	None
Summary of company snapshots on a quarterly basis according to mai company snapshot project by SET.	4 Times
Press Release On Business Movements Performance and news footage of the company's activities through the media.	Regularly
The Company holds its annual general meeting of shareholders to welcome shareholders in inquiries on issues related to past and future business.	1 Times

In addition, the company provides information such operating performance, financial statements and other related information presented in various formats, including the information report that the company reported to the SET through the company website both Thai and English or all groups of stakeholders to be informed. For the Investor Relation Department, the Company assigned Ms. Chotiga Weerasilp, Finance and Control Manager is responsible for communicating with investors, shareholders, analysts and related parties, can be reached at the phone number 038-468-789 mobile phone number 091-774-4432 Fax number 038-468-788 or email: chotiga@atp30group.com or post to Financial and Accounting Department, 700/199 Moo 1 Bankao, Panthong, Chonburi 20160. The Board of Directors has established a code of ethics for investor relations in order to be used as a guideline for supervision of "treating shareholders equitably. And disclosure of information and transparency "which has been specified on the company website www.atp30.com

Article 5: Board Responsibilities

Board of Directors provide a corporate governance policy by established policies and goals, business plans and budgets. For efficiency and effectiveness as follows;

(More information on the Board of Directors)

9.2 Sub Committee

- The board structure** The Company realizes the importance of determining the composition of the Board of Directors by determining the diversity in the structure of the Board of Directors (Board Diversity) with confidence

that the determination Board Diversity is an important factor in building a balance of thought, quality of work, the efficiency in decision-making of the Board of Directors which is beneficial to the Company's is also included. The Company is in the process of considering the establishment of a CG Committee.

1 Board of Directors

1.1 The structure of the Board of Directors consists of the following components

- The board of directors of the company must consist of not less than 7 directors and not less than half of the total number of directors must be a resident of the Kingdom of Thailand.
- Consists of executive directors Non-Executive Director and Independent Director There are at least 1 in 3 independent directors and not less than 3 members. The qualifications of the independent directors are as specified by the Stock Exchange of Thailand.
- The Board of Directors selects one director from non-executive as the chairman.
- The Board of Directors selects one person to act as the secretary to the Board of Directors. The secretary of the board of directors may or may not be a director.

1.2 Scope of Authority of the Board of Directors

- Responsibility Careful Honesty and carefully safeguard the profit of the company and to comply with the law, objectives. Regarding to the regulations of the company as well as the shareholders' resolutions.
- Determination and approval of important issues related to the company's operations such as vision, mission, strategy, financial goals, risks, plans and budgets etc. There is a review and approval of the company's vision / mission / strategy. Last year and monitor and ensure that the company's strategy is implemented.
- Responsible to shareholders by consistently, operating by safeguarding the benefits of shareholders, disclosing important information to investors accurately, completely, with standards and transparency.
- Must have knowledge, capability and experience that will benefit the business operation. And pay attention on the company business.
- Evaluate performance and consider remuneration for directors and the Senior management as proposed by the Nomination and Remuneration Committee to propose to the shareholders for approval.
- Responsible for the results of operations and duties of the management team, with the intention and careful.
- To promote the preparation of business ethics in writing for all directors, executives, and employees to understand the ethical standards that compiling to the Company business operations, fostering action, and strictly follow the adherence to the code of conduct which is disclosed on the Company's website.
- Supervise the management to be proper and effective risk management system.

- To consider and decide on important matters such as business policies and plans, investment projects, management authority, acquisition or disposal of assets. And any other items prescribed by law.
- Determine the authority and approval level in the transaction and various actions relating to the work of the company to the faculty or persons as appropriate and in accordance with the relevant laws and review at least once a year.
- Provide a reliable accounting system, financial reporting and auditing, as well as oversee the process for evaluating the appropriateness of internal control.
- To approve the appointment of auditors and consider the annual audit fee then to propose to the shareholders for approval of the appointment.
- Report the responsibilities of the Board of Directors in the preparation of financial reports, which are presented in conjunction with the auditor's report in the annual report and cover important matters. According to the policy of good practices for directors of listed companies of the Stock Exchange of Thailand
- Supervise the operations of various sub-committees, according to the charter.
- Committee must evaluate the performance by themselves and evaluate the overall performance.

Tenure

- The Board of Directors has a term of office for three years, the retiring directors under this article may be re-elected, in addition to the termination of office and the commissioner will vacate office when
 - A. Pass away
 - B. Resigned
 - C. Lacking qualifications or being under any of the prohibitions under the law on public companies
 - D. The meeting resolved to issue
 - E. The court has issued an order
- Any director resigns, he or she can submit his resignation letter to the registrar.
- The directors of the company will be directors of other companies Must receive opinions from the Board of Directors
- The Board of Directors should consider to set the Board of Directors Meetings more than six times per year.

2 Audit Committees**2.1 The structure of the Audit committee** consists of the following components

- The Audit Committee consists of at least 3 independent directors

- The Audit Committee has the appropriate skills and expertise in accordance with the assigned mission at least one Audit committee member must have knowledge, understanding or experience in accounting or finance.
- The Board of Directors shall be selected and appointed one audit committee to be the chairman.
- The manager of the Internal Audit unit is holding the secretary of the Audit Committee as per official.

2.2 Qualifications of the Audit Committee The Audit Committee members should be the same qualifications as the Independent Directors, with three members of Independent Directors as follows;

No.	Name	Position
1	Ms. Suwanee Khamman	Chairman of Audit Committee and Independent Director
2	Mr. Kumchai Boonjirachot	Audit Committee / Independent Director
3	Mr. Prasert Akkharapathompong	Audit Committee / Independent Director

Note:

- No. 1 Mrs. Suwanee Khamman is an Audit Committee with sufficient knowledge, experience, and able to be responsible for reviewing the reliability of financial statements, and Ms. Sukarnda Puttaraksar as a secretary of the Audit Committee.
- The resolution of the Board of Directors' Meeting no. 1/2020 was held on February 25,2020, has be approval and appointment Mr. Prasert Akkarapathompong as an Audit Committee and an Independent Director, which effective on February 25,2020.

2.3 Scope of Authority of the Audit Committee

- To review financial reports to ensure accuracy and reliability. Including adequate disclosure of information by coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports.
- To review that the Company has the appropriate and effective internal control and internal audit systems maintains the independence of the internal audit system, approves the appointment, transfer, terminate the employment of the Chief of the Internal Audit Unit Or any other department responsible for internal audit and may recommend to review or inspect any items that are considered necessary and important, as well as making suggestions regarding improvements to the internal control system. Important and necessary to the Board of Directors By reviewing with the external auditor and the manager of the internal system inspection department.
- To review the Company's compliance with the Laws related to the Securities and Stock Exchange, the Requirements of the Stock Exchange of Thailand and the business of the Company.
- To consider to propose, appoint and terminate the employment of external auditors, which is independent to act as an auditor. Including to consider proposing the remuneration of the

Company's auditors to the Board of Directors as well as to attend a meeting with the auditor without the management at least once a year.

- To review the company's internal audit plan In accordance with generally accepted methods and standards
- To consider the connected transactions or items that may conflicts of interest in accordance with the law and requirements of the Stock Exchange, as well as the disclosure of company information as such matters to be accurate and complete. In order to ensure that such transactions are reasonable and the most beneficial to the Company
- To review to ensure that the company has an appropriate and effective risk management system.
- To Report of the Audit Committee's performance to the Board of Directors at least 4 times a year
- To prepare Report and disclose of the Audit Committee reveal in the annual report of the Company signed by the Chairman of the Audit Committee Must contain at least the following information
 - Comments on the accuracy, completeness, and credibility of the company's financial reports
 - Comments sufficiency of the company's Internal Audit
 - Comments Company's Compliance Procedure in accordance with the Securities and Exchange Act, rules, regulations and other laws relevant of the Company's business.
 - Comments regarding the suitability of the auditor
 - Comments connected transection or those having possible conflict of interest
 - To summarize frequency of each Audit Committee meeting attendance.
 - An overall opinion or observation that the Audit Committee received from performing its duties in accordance with the Charter.
 - Other transactions that shareholders and general investors should know Within the scope of duties and responsibilities assigned by the Board of Directors
- To advice on the appointment, removal and evaluation of the work of the internal audit department.
- In performing duties of The Audit Committee has the authority to invite the management team or employees of related companies to give opinions attend meetings or submit documents deemed relevant or necessary.
- To have power hire consultants or outsource according to the company regulations to advice in case of necessity.
- Audit Committee evaluate the performance by self-assessment. And report the evaluation results problems and obstacles in the operation that may cause the operation to not achieve the objectives to the Board of Directors by yearly.
- Review and revise the Audit Committee Charter.
- Perform other tasks as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.
- The audit committee meets 4 times a year.

3 Nomination and Remuneration Committee

3.1 The Nomination and Remuneration Committee's structure has the following components

- Nominating Committee Appointed by the board of directors and consists of at least 3 directors and executives. More than half of the total number of directors must Independent Director or 67 percent.
- Independent Director is the Chairman of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee consists there are 3 people as follows

No.	Name	Position
1	Mr. Kumchai Boonjirachot	Chairman of Nomination and Remuneration Committee / Independent Director
2	Mr. Prasert Akkarapathomphong	Nomination and Remuneration Committee / Independent Director
3	Mr. Chartchai Panichewa	Nomination and Remuneration Committee

Note:

- Mrs. Sukanda Puttaraksar is the secretary of the Nomination and Remuneration Committee

3.2 Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

Perform duties as assigned by the Board of Directors and report or present relevant information and documents to the Board of Directors to support the operation there are also meetings held at least twice a year by the Nomination and Remuneration Committee.

Nomination

- Setting guidelines and policies in nominating Board of Directors and other Committee members.
- Considering what would be the appropriate number, structure and composition of members and outlining necessary directors' qualifications and proposing these ideas for approval by the Board of Directors
- Consider the recruitment selecting and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, appointed director
- Executing other tasks related to nominations as assigned by the Board of Directors.
- Evaluating the performance of the top management and reporting to the Board of Directors for consider approve

Remuneration

- Preparing rules and policies in determining the Board of Directors and other committees' remuneration and proposing it to the Board of Directors Shareholders Meeting
- Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance and comparisons against similar businesses and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.

- Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (Form 56-1) and annual report (56-2).
- Perform other duties in connection with the compensation as assigned by the Board of Directors. By management and various departments Must report or present relevant information and documents to the Nominating Committee to support the work to achieve the assigned duties.

4. Risk Management Committees

4.1 The risk management committee structure has the following components

- The risk management committee will be appointed by the board of directors.
- Consisting of People who have business understanding and have direct experience in business. At least 3 members and must be at least 1 independent director
- The Chairman of the Risk Management Committee must not be the same person as the Chairman of the Board of Directors.
- The Risk Management Committee is able to devote sufficient time to work as a risk management committee to achieve its objectives.
- The secretary of the Risk Management Committee is appointed by the Risk Management Committee, who the head of business support or persons deemed appropriate.

The Risk Management Committee consists of 4 people as follows

No.	Name	Position
1	Mr. Prasert Akkaraprathomphong	Chairman of Risk Management Committee
2	Mr. Piya Techakul	Risk Management Committee
3	Ms. Nichanan Rattanate	Risk Management Committee
4	Ms. Pattamaporn Prasartketkarn	Risk Management Committee

Note:

- No. 4 Acts as Secretary to the Risk Management Committee
- No. 2-4 is the company's chief executive.

4.2 Duties and Responsibilities of the Risk Management Committee

- Define and review policies Framework for enterprise risk management
- Supervise and support organizational risk management operations in line with business strategies and goals, including changing situations.
- Consider the report and disclose the risk management of the organization. And commenting on the risks that may occur Including guidelines for determining control or mitigation measures And the development of an enterprise risk management system for continuous efficiency
- Report the risk management of the organization to the board for acknowledgment And in the case of important factors or events Which may have a significant impact on the company Must report to the Board of Directors for acknowledgment and consideration as soon as possible

- Risk management committee meeting at least 1 time per year
- Executing other activities that pertain to managing risks as assigned by the Board of Directors.

Tenure

The Risk Management Committee has a 3-year term of office, may be appointed to take a position.

5 Executive Committees**5.1 The structure of the Executive Committee** consists of the following components

- Appointed by the Board of Directors
- Consists of not less than 3 executive directors and employees at the executive level together to form a board of directors

5.2 Scope of duties and responsibilities of the Executive Committee

- To control the management of the company in accordance with the policies set by the Board of Directors and report the performance to the Board of Directors. In conducting the meeting of the Executive Committee, there must be at least half the attendance committee one of the members of the Executive Committee, while the resolution of the Executive Committee must receive a majority of votes from the meeting and such votes are counted. At least half of the votes of the Executive Committee of Total.
- Consider the annual budget and the steps to spend the budget, to propose to the Board of Directors and supervise spending according to the budget approved by the Board of Directors.
- Consider improving the business plan of the company to be appropriate. For the benefit of the company.
- Consider and approve investment and determine investment budget According to the authority in the authority manual.
- Considering various contracts binding the company according to the authority in the authority manual.
- Responsible for having important information of the company sufficient to support the decision of the Board of Directors, shareholders, including making reliable financial reports. Conform to good standards and transparency.
- Consider the profit and loss of the company and propose the annual dividend payment to the Board of Directors.
- Consider new business operations or dissolution of business to propose to the Board of Directors
- Supervise to have Procedures for workers to report incidents or unusual actions or violating the law to the Executive Committee promptly and in the event that such events have significant impacts Must report to the Board of Directors for consideration and amendment within a reasonable time
- Take any action to support the above actions. According to the opinion of the Board of Directors or as authorized by the Board of Directors.

- Proposal to the Executive Committee meeting in any matter which has been voted and / or approved by the Executive Committee meeting must report to the Board of Directors for acknowledgment at the next Board meeting.

In this regard, the Executive Committee is unable to approve transactions in which the person or person that may have conflict of interest, or may have a conflict of interest in other ways with the company.

6 Executives Management Teams

6.1 The structure of the Executive consists of the following components

- There are eight executives consisting of a Managing Director and seven executives as appropriate.
- Managing Director Select and appoint from the Nomination and Compensation Committee According to the appropriate qualifications.

6.2 Scope of duties of the Managing Director

- Control operations planning strategies for the daily operations and management of the company.
- Decision important matters of the company Define the mission, objectives, guidelines, policy of the company. Including management in various fields.
- Is the authority in commanding, contacting, directing as well as sign the legal contract, order document, any notification as specified in the operational authority manual.
- Authority Hire / appoint / transfer people as appropriate, including determining scope of duties and appropriate remuneration and having the power to take off To be released as appropriate for different levels of employees as specified in the operational authority manual
- Authorized to stipulate trade conditions for the benefit of the company
- Consider investing in a new business or dissolution of the business for submission to the Executive Committee and / or company directors.
- To perform any tasks as assigned by the Executive Board and / or the Board of Directors.

In this regard, the delegation of authority and duties of the managing director mentioned above does not include the authority and / or sub-delegation of authority to approve any items that he or his delegate or persons that may have conflicts (as per defined in the notification of the Capital Market Supervisory Board). Interests or interests of any other nature conflict with the company, which is to approve the said transaction must be proposed to the meeting of the Board of Directors and / or the meeting of shareholders (As the case may be) to consider the said transaction According to company regulations or related laws.

6.3 Scope of authorities and duties of the Chairman of the Board

1. Responsible as the leader of the Board of Directors, to monitor, to supervise, to manage and to perform the duties as the Board of Directors to achieve the objectives as planned. The company policies and business goals are defined effectively for the company.
2. Being as the chairman of the board meeting and the shareholders meeting of the company, including to control the meeting to be in accordance with the regulations and agenda.
3. Good relations with all committees, the board and the management.

The separation of duties between the Board of Directors and Management

The company defines a management structure and clearly separates the authority and responsibility between the Board of Directors and Managing Director, including the determination of the person who is the Chairman of the Board of Directors is not the same person as the Managing Director, has no authorized to sign to bind the company does not participate in management, does not have any relationships with management to prevent to have unlimited authorization, and able to review and balance the administration, and does not interfere with the management's performance. Except for participation in considering and resolving issues that significantly affect the Company's business plan.

Managing Director must be purposed and appointed by the Board of Directors Which may be a non-executive external person, in order to get the most qualified person to take the leading position of the organization towards stable and sustainable growth

Board of Directors has authorized and responded to set the Company's policy and overall goal, supervise and monitor the performance of the senior management level with the Managing Director. While the Managing Director is responsible for management under the authority assigned by the Board of Directors, and carry out assignments to achieve the goals the Board of Directors has monitored the quarterly results. In which management reports performance compared to annual plans and targets, along with explanations explaining the reason in case of not meeting the target and the solution.

The Audit Committee with knowledge and experience in reviewing financial statements of the company and work experience as follows;

Ms. Suwanee Khamman	Information
position	Chairman of Audit Committee
Education	Bachelor of Commerce and Accounting Chulalongkorn University Master of Medicine, Community Development Department Queensland University, Australia
Work Experience	2018 - Present Advisory Committee/ Rajamangala University of Technology Isan 2017 - Present Secretary of Minister of Ministry of Science and Technology / Ministry of Science and Technology 2014 - Present Director / Economic and Social Development Council /Office of the National 2013 - Present Director Independent Director and Chairman of Audit Committee/ ATP 30 Public Company Limited

9.3 Nomination and Appointment of Directors Chief Executives

1. Independent Directors

Board of Directors or Shareholders' Meeting (if any) to appoint independent directors to participate as independent directors in the Board of Directors By appointing independent directors not less than 1 in 3 of the total number of directors and must have at least 3 independent directors

The criteria for selecting independent directors are based on the criteria for selecting directors. By qualifications of independent directors Considering the qualifications and prohibitions of directors under the Public Companies Act And the

law on securities and stock exchange, including announcements, regulations and / or regulations of the Securities and Exchange Commission, according to the definition of independent directors as follows

Qualification of Independent Directors

The Company has defined independent directors in accordance with the requirements of the Office. SEC and Capital Market Supervisory Board Announcement No. 4/2009 Dated February 20, 2009 on the qualifications of independent directors, namely:

1. Holding less than 1% of the total number of shares with voting rights of the Company. Major shareholder or a person with control over the Company, including the shareholding of related persons of that independent director.
2. Not being or having ever been a Director who takes part in Management area, employees, or consultants with regular salary or the controlling person of the Company , Major Shareholder or of the controlling person of the applicant unless he has been discharged from the aforementioned characteristics for at least two years prior to the date of submission of the application for permission to the office, such prohibited characteristics exclude cases where the independent directors used to be government officials or an advisor of the government agency, which is Major shareholders or the Company controlling person.
3. Not be a person with blood ties or a legal registration in the manner of parentage, spouse, sibling and child, including the child's spouse of other directors, management, major shareholders, controlling person or a person who will be nominated as a director Management or controlling person of the Company.
4. Have no or used to no business relationship with the Company, the major shareholder or controlling person. The Company's regulators in a manner that may obstruct their independent judgment, including not being or having been a significant shareholder or control of a business relationship with the Company, the major shareholder or controlling person of the Company, unless it has been removed from such a nature for at least two years.
5. Not be or have been an auditor of the Company. Major shareholders or controlling persons of the Company and implied shareholders. Controlling persons or partners of the Audit Office. The auditor of the Company, major shareholder or controlling person of the affiliated company is not less than two years before the date of application for permission to the office.

Business relations under paragraph one, including commercial transactions that are normally made to operate a rental or lease of property. Transactions related to assets or services or financial assistance, such as receiving loans, guarantees or providing assets as collateral for liabilities. As a result, the licensee or his or her partner has a debt obligation to pay to the other party, from three percent of the net tangible assets of the licensee or at least twenty million baht. Whichever is lower, The calculation of such debt obligations is in accordance with the method of calculating the value of connected transactions in accordance with the Notification of the Capital Market Supervisory Board on the Criteria for Connected Transactions. However, in determining the debt burden, the debt obligations incurred during the year before the date of the business relationship with the same person must be included.

6. It is not or has ever been a professional service provider, including providing services as legal advisors or financial advisors, which receives services in excess of two million baht per year from the Company, major shareholders or controlling persons of the Company, and is not an implied shareholder. Unless it has been retired from such characteristics at least two years before the date of application for permission to the office. Not be a director appointed to represent directors of the Company. Major shareholders or shareholders who are related to major shareholders
7. Not being a director who has been appointed to represent the Company's Directors, Major Shareholders or shareholders who are related to the Major Shareholders.
8. Do not operate in the same nature business and in significant competition with the business of the Company or take position as an Executive Director, employee, advisor who receives regular salary, or holding more than 1% of the total number of voting shares of other company, which operating in the same nature business and in significant competition with the business of the Company.
9. No other characteristics which prevent to express independent opinions on the operations of the applicant. After being appointed as an Independent Director who having the characteristics according to paragraphs (1) to (10), may assign by the Director to make a decision in the business operation of the Major Shareholders or controlling person of the Company by a decision in the form of a collective decision.

In addition, the Independent Director will have educational qualifications, specialization, work experience, and other suitability together to propose to the shareholders' meeting for further appointment as directors of the Company. In case of there is any Independent Director vacating office before the end of term, The Board of Directors may appoint an Independent Directors who has the qualifications specified above to replace the position. The substitute Independent Directors may hold office for the remaining term of the Independent Directors whose replaces.

The Commission has identified the tenure of Independent Directors in Corporate Governance policy of the Company by term of a maximum of nine years, without exception, *in the year 2020 no independent directors on the Board as a Director exceeding 9 years. And no independent directors hold directorship in other listed companies more than 5 companies.*

(Additional information can be found in Attachment 1, details of Directors, Management, Controllers and Company Secretary)

2. Nomination of Directors and Top Management

Board of directors Establish a transparent process for the selection and selection of directors and high-ranking executives of the company, with the Nomination and Remuneration Committee determining the qualifications and criteria for nominating directors to be presented to shareholders. And senior executives take over the leadership positions of the organization Presented to the Board of Directors There are procedures in accordance with the rules and procedures for the selection of directors. Which must have qualifications and not possess any characteristics prohibited by law there are various qualifications from the making of the Board Matrix of the whole Board for consideration. Including knowledge relevant to the business operations of the company for the best interest of the organization.

Nomination of Managing Director

"Managing Director" is appointed from the consideration and approval of the appointment from the Board of Directors. By the Nominating Committee Recruiting qualified persons for the position

Qualifications of Managing Director

General features

- Thai nationality
- Able to work full time
- Not being an insane or mentally ill man
- Not bankrupt or never been a bankrupt, dishonest.
- Never having been sentenced to imprisonment Regardless of whether the actual sentence is imprisoned or not, except for the penalty for an offense committed through negligence or a petty offense. Or the punishment or the suspension period of punishment
- Never been fired, laid off, or dismissed from work Because of dishonesty

Position Specific Qualifications

- Graduated not lower than a bachelor's degree with knowledge, expertise and experience in organizational management.
- Able to manage management in transportation business and related businesses with the vision
- Good morals and ethics in management and good corporate governance, personality, leadership and good human relations.
- Good communication and coordination both inside and outside the organization
- Good knowledge and expertise in managing an organization to meet the needs and good services

Appointment of the company's director Election of the Board of Directors of the company shall be conducted by the shareholders' meeting, in accordance with the following rules:

- One shareholder has votes equal to one share per one vote.
- In voting for election of directors, the majority vote shall be used If having the same number of votes the chairman of the meeting shall have a casting vote.

9.4 Supervision of operations of subsidiaries and associated companies

- No subsidiary and associated companies-

9.5 Supervision on the use of inside information

The company attaches importance to the strict control of the use of internal information. Is committed to treating all shareholders with transparency and equality in accordance with good corporate governance principles in accordance with the Securities and Exchange Act (No. 5) B.E.2017 About the trading of securities using internal data and notification of the SEC regarding preparation of reports on changes in securities and derivatives holding of directors, executives, auditors, plan makers and plan administrators of listed companies. Therefore, there is a review of the policy on supervision

of the use of insider information and securities trading Also covers related persons or persons accessing internal information Which prohibits the use of undisclosed information to the public for personal or other benefits, both directly and indirectly the Company has defined the guidelines as follows;

- 1) Specifying that the directors and executives of the company Have the duty to prepare a report on the changes of their securities holding Including spouses and children who have not yet become sui juris within 3 business days from the date of purchase, sale, transfer Or transferring securities In accordance with Section 59 of the Securities and Exchange Act, with the Office of the Securities and Exchange Commission According to the procedures specified by the office
- 2) Directors, management and staff members of the company who are aware of the company's inside information must maintain confidentiality and prohibit the disclosure of such information or seek benefits by trading securities for oneself or for the benefit of any other person, directly or indirectly and whether or not it is received or not
- 3) Directors, executives, and employees or persons related to inside information are prohibited to trade the company's securities during a thirty days period. (Blackout Period) before quarterly and annual financial statements or internal information will be disclosed to the public and during the 24 hours period after the financial statements or the Company's internal information are disclosed to the public and the information has been reported to the Stock Exchange And other time periods that the company will be announce to appropriate time.
- 4) Directors, executives and employees of the company or persons related to inside information are prohibited, and the resigned staff disclose inside information or company secrets and confidential information of business partners of the company that he has been aware of from his duty to use for third parties or others, such shareholders, directors, executives, and staff and employees. Although the disclosure of such information will not cause damage to the company and its partners. Unless it is information that must be disclosed as required by law
- 5) Information security in information systems by the company controlling and / or preventing the access to the company's information from third parties and assigning rights to information for employees at various levels. According to the authority and responsibility.

The company secretary there is communication within the organization, alerting all directors, executives, and employees to acknowledge the deadline for trading. (Blackout Period)

The company has clearly set the disciplinary penalty in the work regulations of the company. By considering the disciplinary action as appropriate to the case. Including verbal warnings, warnings in probation books to the point of leaving or lay off, may also criminal and civil liability under the Securities and Exchange Act. as a director and executive and the auditor determines the penalty of Section 275 of the Securities and Exchange Act B.E. 2559 (including amendments), both imprisonment and fine. May also include criminal and civil liability.

9.6 Auditor's remuneration

The Company pays the auditor of EY Office Co., Ltd. for the 2021 service fee according to the resolutions of the Board of Directors' Meeting No. 2/2021. The 2021 Annual General Meeting of Shareholders must be presented as follows:

1) Audit fee

Items	YE 2018	YE 2019	YE 2020	YE 2021
Auditing Financial Statement	750,000	750,000	750,000	750,000
Annual Report Review	510,000	510,000	510,000	510,000
Total	1,260,000	1,260,000	1,260,000	1,260,000

Note: The inspection fee Annual financial statements including the annual report

2) Non-audit fee

In the year 2020, the company did not pay other service fees

9.7 Compliance with Good Corporate Governance Principles and other matters

Director and Sub Committee Meeting

1. The Board of Directors Meeting

- 1) Board of Directors Must hold a meeting to acknowledge the company's performance at least every 3 months. In a meeting of directors, independent directors must express their opinions and exercise discretion and should attend every meeting. In addition to having force majeure, which must notify the secretary of the board of directors in advance. The report of the number of board meetings attendance must be disclosed in the annual report. The secretary of the committee must send the meeting invitation letter in advance to all directors of the meeting date, time, place and location at least 7 days in advance and the collector of meeting documents to deliver to the board also, and such documents must provide sufficient information for decision making, which uses the independent discretion of the Board. The secretary of the committee must record the issues to prepare meeting minutes, which must contain complete content and completed within 15 days from the completion of the meeting to propose the Chairman of the Board to sign and must provide a good storage and keep secret system.
- 2) Any directors has interests in any matter, have no right to vote on that matter.
- 3) Voting at the Board of Directors Meeting shall take the majority vote, in case of equal votes, the Chairman of the meeting has one more vote to decide. However, the opinions of the other directors who does not vote for approval shall be specified in the minutes of the meeting.

For support the performance of duties of the Board of Directors, criteria and format of information to be presented to the Board of Directors is complete, enough and suitable to support the Board of Directors Meetings and efficiency under the relevant laws and regulations at the time of the Committee's resolution. *At a meeting, there must be no less than 2/3rd of the Directors attended in the meeting. In 2020, all directors have attended every meeting or 100% of the number of directors' meetings, in line with the policy of promoting each director. More than 75% of the board meetings attended.*

The Board has set a schedule for the Board meetings in advance throughout the year. For the directors to be able to arrange the time appropriately for the year 2020 with the meeting details as follows;

Name	Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
Mr. Chartchai Panichewa	*#6/6	-	-	-	*#1/1
Ph.D. Viwat Krommadit	**#6/6	-	-	-	**#1/1
Mr. Piya Techakul	#6/6	-	-	-	#1/1
Ms. Somhatai Panichewa	#6/6	-	-	-	-
Ms. Suwanee Khamman	#6/6	*#4/4	-	-	-
Mr. Kumchai Boonjirachot	#6/6	#4/4	-	-	-
Ms. Prasert Akkharapathomphong	#6/6	#4/4	-	-	-
Ms. Nichanan Rattanakte	-	-	-	-	-
Ms. Pratamaporn Prasartketkarn	-	-	-	-	-
Meetings in 2020	6 Times	4 Times	-	-	1 Times

Note:

- *Chairman of the Board ** Vice Chairman and # of Directors
- *** Ms. Pattamaporn Prasartketkarn acts as a director and Secretary of the Risk Management Committee
- In the year 2020, there were no non-executive directors meeting among themselves.

Non-Executive Directors Meeting

Board of Directors Gave importance to good corporate governance by requiring non-executive directors to hold a meeting appropriately without executive directors attending the meeting to give an opportunity to discuss various problems relating to the management or corporate governance of the company. Including discussing various issues Related to corporate governance Consultation and opinions or suggestions for various development improvements and inform the Chief Executive Officer of the matter and take action.

Evaluation of the performance of the Director

Self-Assessment of their performance by the Directors

Board of Directors organize a Board Self-Assessment for both faculties and individuals annually, used as a framework for reviewing the performance of the duties of the Board of Directors as well as review compile comments on various issues related to the operations of the Company, and the performance of duties of the Board of Directors during the past year. This will be sent to the Company Secretary to summarize and present the assessment results to the Board of Directors' meeting. To be able to adjust and improve work efficiency by dividing the assessment topic into 2 parts;

1. Board of Directors' Self-Assessment (by Faculty)
 - 1.1 Structure and qualifications of the Board of Directors
 - 1.2 Roles, duties and responsibilities of the Board of Directors
 - 1.3 Board of Directors' meetings
 - 1.4 Performance of duties of Directors
 - 1.5 Relationship with the management
 - 1.6 Board self-development
2. Board of Directors self-assessment (individual)
 - 2.1 Board structure and qualifications
 - 2.2 Roles, duties and responsibilities of Directors
 - 2.3 Board meetings

Criteria for grading of each level are as follows;

- | | | |
|----|-----------|----------------------|
| 1. | Excellent | percent score 90-100 |
| 2. | Very good | percent score 80-89 |
| 3. | Good | percent score 70-79 |
| 4. | Fair | percent score 69 |

Subcommittee Performance Assessment

Board of determine the self-assessment of the performance of all sub-committee, namely the Audit Committee, Risk Management Committee, the Nomination and Remuneration Committee shall report to the Board of Directors annually, to review the performance of duties of the sub-committees, including reviewing Compile comments on various issues related to the performance of duties of the sub-committees during the past year to be able to edit and enhance the work efficiency by the self-evaluation form of the committee. Prepared in accordance with the scope of duties and responsibilities under the charter of each sub-committee. In which the audit committee's assessment form an assessment of the Best Practice Guidelines for Audit Committee prepared by the Stock Exchange of Thailand. Thai Institute of Directors Association (IOD) determines the following assessment criteria.

1. Structure and qualifications of the Board of Directors
2. Board of Directors' meetings
3. Roles, duties and responsibilities of the Board of Directors
 - 3.1 Audit Committee
 - 3.2 Risk Management Committee
 - 3.3 Nomination and Remuneration Committee

Evaluation of the Managing Director and Senior Executives

Board of directors Require the evaluation of the performance of the Chief Executive Officer And senior management By assigning the Nomination and Compensation Committee to assess the performance by determining criteria

used in the assessment, which determine key performance indicators from the beginning of the year, which are divided into assessments from key performance indicators at 80 percent and 20 percent performance assessments that are consistent with the organization's goals, by taking into account individual responsibilities and the results of operations of the company criteria that have been considered Scrutinize the Nomination and Remuneration Committee and propose to the Board of Directors To consider and approve the remuneration. The Chairman of the Board informed the evaluation results and opinions of the directors in order to improve the efficiency of the operation even further

Development of Directors and Executives

The company encourages and supports training and education which is part of the principles of good corporate governance of the Company. For the Board Committees, the aim is to strengthen and develop continuously. The courses that the board members should attend are at least a seminar of Thai Institute of Directors (IOD) such as Directors Certification Program (DCP), Directors Accreditation Program (DAP), Audit Committee Program (ACP), Executive Development Program (EDP) The development of management plans for individual (Individual Development Plan: IDP) is based on the results obtained from the evaluation.

Orientation for new directors

The Board of Directors recognizes the importance of organizing an orientation for new directors. The company will arrange an orientation for new directors who are appointed to the board of directors. To allow new directors to be informed and understand the history Business structure Nature of business, financial position and operating results of the company As well as the scope of responsibilities of the Board of Directors And various sub-committees By allowing the company secretary to present documents and information that are useful to the performance of the new director, such as a director's manual for listed companies Good Corporate Governance Handbook Company regulations Investment structure Shareholder structure Performance Relevant laws and regulations And training courses for directors Including providing information Related, such as annual reports Annual registration statement (Form 56-1) etc. in order to enhance knowledge and understanding of business and operations in various areas. Of the company for the first time

Succession Plan

The Board of Directors is aware of the importance of managing the company with efficiency and effectiveness. As well as continuing business operations will bring about sustainable growth and progress of the organization with the company therefore began creating a succession plan. By defining procedures and processes for succession of high- level executive positions to ensure that executives with knowledge and ability to inherit the organization in the future.

I case of the position of Managing Director level becomes vacant or those in the position cannot perform their duties, the Company will have a system for executives at the nearby level or at the secondary level, acting in the position until the recruiting and selection of persons with qualifications in accordance with the criteria specified by the Company, the qualification of the nominated must be a visionary, knowledge and experience are suitable for corporate culture, and

reviewed for suitability by the Nomination and Remuneration Committee, then propose to the Board of Directors for consideration and approval of the appointment of suitable person to replace the position in the future.

Positions in other listed Companies

The Board of Directors recognizes the importance of the performance of duties of directors. Managing Director So the directors can devote their time to overseeing the business to the fullest Therefore adjusted the policy of the position of directors The Board of Directors has set a policy for directorship in other listed companies of each director to hold the position of no more than 5 companies in order to increase efficiency in performing duties as a director of the Company and to maximize the benefit of the organization for growth. Future business.

The Board of Directors has established policies and procedures for holding the position of director in other companies of the Managing Director, senior management of the Company, both director positions and the number of companies, which must be approved by the Board of Directors.

Important policies and monitoring for implementation

The company has an internal audit department. Responsible for examining important financial operations and activities by coordinating with the audit committee and the auditor In order to control the work to be lawful Regulations and procedures as specified by the company.

Policy on Internal Control and Internal Auditing

The company requires an internal audit systematically from 2013 - 2017 by using the services of the external audit office. And the company established the Internal Audit Department in 2018 to oversee various operations. And report directly to the Audit Committee, which is responsible for providing advice and audits, assessing internal controls, and risk management systems to ensure that the internal control and risk management systems and the corporate governance processes of the company have been established adequately. Effective in accordance with the objectives.

Information disclosure policy

The company requires that the board of directors Responsible for disclosing information both financial statement and other information completely and sufficiently, reliably and in time for the shareholders of the company to receive information equally. The information of the company must be prepared carefully, clearly, concisely, easily and disclosed on a regular basis, both positive and negative. Be careful not to confuse the facts. Including establishing a public relations department that provides useful information for shareholders, investors, and those involved with the company.

Accounting and financial policies

The company realized that the importance of accounting and financial reporting, which must be accurate, truthful, timely, reasonable In order to propose to the executives, shareholders, government agencies and other related parties, therefore the personnel at all levels must follow the procedures Relating to financial accounting systems and internal

controls Including the accounting and financial requirements of the company and strictly accepted generally accepted accounting principles, as follows ;

1) Accuracy of transaction recording

All business transactions recording and data of the company must be accurate and complete. And can be inspected without limitations or exceptions for recording programs, In accordance with accepted accounting standards, and according to relevant laws with complete and appropriate supporting documents for business transactions.

2) Accounting and financial transactions

All types of accounting and financial transactions of the company must be clear and accurate. There is sufficient important information. Including important disclosure of appropriate information, with generally accepted standards and according to the company's accounting and financial regulations. All employees must be aware of the accuracy of the company's financial and accounting transactions. It is a joint responsibility of the Board of Directors, executives and employees responsible for business transactions at various stages

3) Legal Compliance Policy

All levels of employee must comply with regulations and requirements in accordance with relevant laws both domestically and / or internationally and before performing any operations. That may have legal requirements must be careful when reviewing carefully inspected by the responsible person, that they have complied with the relevant laws

Information Technology Policy

The company has a policy for employees and relevant workers to use information technology systems. Consisting of data communication network circuits Software systems used in computer data processing operations Along with peripherals, data files and company information efficiently Not against the law or related act Therefore stipulates the following practices

- 1) Able to use information technology systems to use in all areas of the work while developing the company's personnel to have modern knowledge and capabilities.
- 2) Employees must bring information technology systems to promote the company's business. Must not be done for personal gain or violating ethics or good morals.
- 3) Information recorded through and disseminated through information technology systems is the responsibility of the owner of that information. That has to be taken care of to not be illegal Or violating third parties
- 4) Use only legal and standardized software.
- 5) Implementing information technology systems Must be approved and comply with the rules set forth.
- 6) The data owner must protect the information technology system. And their own important business data from external access or theft and sabotage to ensure that the company's business will continue to operate.

- 7) Person responsible for overall information system, ad assigned by the company have the duty to specify measures to control and protect the information technology system to be stable and safe as well as having to follow up for all personnel to strictly abide by the regulations.

Monitoring and Implementation

The company has determined that it is the duty and responsibility of all directors, executives and employees. To be acknowledged Understand and act in strict accordance with the policies and practices. Executives at all levels in the organization must be responsible for this is an important issue for employees under their command line to know. And strictly comply with the company's code of ethics. If any directors, executives and staff violate the principles of corporate governance will receive disciplinary punishment and if there is an act believed to be illegal Government rules and regulations The Company will send the matter to the government officials to proceed.

If employees find any illegal acts and / or the principles of corporate governance as defined, please report to the Chairman of the Board of Directors, Chairman of the Audit Committee, Managing Director or Executive Committee. The company will conduct an investigation without revealing the name of the whistleblower, in order to protect the impact that may occur to the complainant.

10. Corporate Social Responsibility

Policy and Overview of Corporate Social Responsibility

Social Responsibility

10.1 Overview Policy

Board of Directors is committed to Good Corporate Governance and the development of capacity for corporate social responsibility practices in accordance with the organization's development approach towards long-term sustainability in the future by balancing the economy, society and environment, and the Company has a corporate social responsibility business policy according to the principles of the Stock Exchange of Thailand, 8 principles as follows:

1) Operations and preparation of reports

- The process of preparing the Company report is in the study period for selection and preparation of the report.
- Operate according to the policies disclosed by the Company and operate in accordance with the principles from risk assessment, which set of guidelines communicating with employees and workers as well as to check the operation.

2) Fair business operation

- The Company conducts business with honesty and transparency, and take into account social responsibility, laws, and ethics by doing well to the person, community and environmental.
- Any illegal act or giving any wrongful benefit to government officials or any other person are prohibited, that may affect the reputation of the Company.
- Strict compliance with Traffic rules to reduce accidents, air pollution, noise pollution and cleanliness, etc.
- Fair treatment through the customers, not solicit or receive any other unfair benefit from customers.
- Fair treatment through the competitors under the rules of non-commercial search for information of dishonest.

3) Anti- Corruption

Board of Directors realized an importance to conducting business with honesty, fairness and transparency, and set up an anti-corruption policy and review such policies regularly in accordance with the environment and corruption risks. To be able to define measures to prevent and respond to risks at an acceptable level.

Policy

Directors, executives and employees are strictly prohibited from directly or indirectly supporting corruption, including establishing a structure responsible for risk management systems. Internal control and internal audits to prevent and suppress corruption or corruption within the organization and establish anti-corruption policies. By expressing intent (in progress) join the Private Sector Collective Action Coalition against Corruption program as well as review the best practices and requirements to comply with business changes. Communication of such policies with all employees. Stakeholders and third parties are informed through various channels, outlining measures and guidelines. As follows:

Anti-Corruption Measures

- Risk Management by Directors, Executives and Employees must understand business processes And assess the potential risk Including setting measures to reduce risks to an acceptable level
- To set policies related regulations are also defines appropriate internal control measures for the main activities that may cause corruption, such as political assistance, charity, donation, funding giving and receiving gifts, entertainment and other expenses with transparency.

Measures the detection of corruption: to detect and report actions in a timely manner, as follows:

- Whistleblowing and complaint mechanisms of the Company by establish reliable and independent channels for complaints or whistleblowing, including protection measures for whistleblowers.
- Fraud Reporting: The Company requires the Internal Audit Department to report to the Audit Committee and the Board of Directors on a quarterly basis.

(See more information in the violations or complaints case is omitted or merge)

Response Measures in the Case of Corruption: Actions to prevent involvement with corruption are as follows:

- The Board of Directors reviews the policy and practice to prevent and against corruption annually.
- Regularly assessing corruption risks, establish measures to reduce risks if the existing internal control is insufficient. Including preparing a handbook for managing fraud and corruption risks
- Communicating about the anti-corruption policy both within the organization from training programs Acknowledge and strictly observe, in addition, external communication in seeking cooperation from trade partners in order to prevent and combat corruption.
- The Company has provided a channel for received concerns and complaints through various channels. There is an appropriate mechanism for the protection of whistleblowers or complaints, and if found any violations or acts of corruption. The Internal Audit Department is required to perform the complaint handling process and prepare a quarterly complaint summary to the Audit Committee and Director.

4) Respect for Human Rights and Fair Treatment of Labor

The company supports and respects for the principles of human rights. The foundation of human resource development, which is associated with the business of adding value and is a major factor in creating added value to the organization as well defined as practices in business ethics of the Company's employees. Must abide by laws, regulations, company regulations and monitoring to prevent the Company from getting involved in violate businesses, respect human rights and treat workers unfairly. By recognizing the principles of practice that benefit society as a whole according to the principles of human rights of the United Nations.

The Company focus for the Board of Directors, management and employees must treat each other with the respect each other, respect for human rights and human dignity, freedom, equality, without discrimination of age, sex, race, nationality, religion c of the faith. The idea is political or disability. Does not support forced labor, against child labor provide a work system that focuses on the safety and hygiene at work appropriately. To reduce the harm that will occur both accident and disease fair employment, appropriate compensation and benefits encourage employees to have opportunities to serve society. Establishing a proper complaint process, the Management and

employees of the Company must not take any action, That is a violation or threat of human rights, whether physical, speech to others on the basis of human rights.

For the year 2020, according to the COVID 19 epidemic situation, which was started from March to June and the new wave of December, this causes the company to strictly control corporate expenses, therefore no employee activities.

5) Responsibility towards Contomers

- The Company will treat customers by fairly in terms of products and services, avoid discrimination, and keep their information of customers is normally reserved. Except, according to legal duty.
- The Company will comply with the terms and conditions by fairly in case of the terms or conditions are not fulfilled, notify customers is needed to find solution together. Moreover, do not neglect or ignore for corruptive actions are involving the company. It is a duty to inform the supervisor or responsible person and cooperate in investigating.

6) Responsibilities for environment

The company emphasis on environmental management by educating and training to recognize that large bus services use fuel and emissions, in addition may waste from the maintenance process, such as old engine oil. In order to reduce the environmental impact that may occur from the operation by managed the environmental quality as follows.

- Reduction of air pollution caused by the combustion of the bus engine. The new engine provider and maintained according to the correct manual.
- Choose the standard fuel, unleaded affect to atmosphere.
- Removal of potential waste from bus maintenance and maintenance process. Nowadays, managed by experts such as lubricants, appoint outsourcers properly disposed of to minimize the potential environmental impacts.

7) Co-operated to develop community or society

To practice or control compliance with applicable laws and regulations and socially responsible. Include support, and volunteer activities that benefit the community and society. Both in neighboring communities and other communities.

8) Innovation and disseminating innovation; which is obtained from operations that are socially responsible Environment and Stakeholders

The Company supports innovation both at the process level in the organization and between organizations in order to do things in new ways such as changing ideas, providing services, adding organizational value, the goal of innovation. Environment and top stakeholders

10.2 Business operations that affect social responsibility

In the past, the company has not been audited or is under review of business operations from the authority having the authority to violate the law regarding 8 principles and does not have any accusations or bad news from society.

10.3 Social and Environment Activities (After Process)

For the year 2020, the Company was not supported any activities due to the reduction of participation in groups to prevent transmission of the COVID 19 epidemic situation.

Monitoring and Evaluation of Corruption

The company has has fully complied with the anti-bribery and corruption policy (Zero-Tolerance Policy) in accordance with all laws related to anti-bribery and corruption in Thailand. The Company will not directly or indirectly participate in bribery and corruption by assessing the risks involved in activities or the risk of fraud and corruption, and follow up on such activities in order to be confident that it does not affect the business operation, the Company will regularly monitor the internal control system, moreover, the risk assessment is reviewed at least once a year.

11 Internal Control and Risk Management

Internal control system

The Board of Directors emphasizes on internal control and risk management system, which is an important mechanism to ensure that management achieves its goals and is effective in accordance with the requirements in accordance with the office's guidelines. The Committee of Sponsoring Organizations of the Treadway Commission (COSO) was revised in 2013 (COSO 2013). By determining the duties, responsibilities and operational powers of the operators and executives to ensure that the operation is efficient and efficient, the resources can be used in a valuable manner. Assets are not leaked, lost, corrupted or misconduct by separating the duties of the operator, controller or approver in order to have a mechanism for checking and balancing each other. Both financial and non-financial reporting is reliable and timely, of sufficient quality for both internal and external use, and legal practices are carried out. Regulations, including policies and guidelines set by the organization.

11.1 Summary of opinions of the Board of Directors on the Company's internal control system

At the Board of Directors' Meeting No. 2/2021 held on February 25, 2021, the three independent directors attended the meeting assessed the company's internal control system using an assessment of the adequacy of the internal control system reported to the Audit Committee. Summary of opinion that based on the assessment of the Company's internal control system in 5 different areas: 1) control environment, 2) risk assessment, 3) control activities, 4) information and communication system information, 5) monitoring activities *In accordance with the SEC's requirements, the Board of Directors agrees with the Board of Directors to verify that the Company has adequate and appropriate internal control systems for the company's business operations.* And has complied with generally accepted accounting standards and SET regulations, including the presence of internal control systems for transactions with major shareholders. Director appropriately and adequately related to such persons. In the past, approval of such related transactions will be subject to consideration of the company's best interests. The company also sets policies to increase caution in future transactions. The Board of Directors has focused on directing the organization to be a listed company with a true good corporate governance process.

11.2 Supervisor of the internal audit and supervisor of the company's operations as follows:

The Company's Internal Audit supervisor.

The Audit Committee Meeting no. 1/2018 held on February 19, 2018, is appointed Ms. Oonin Incharoensuk to be the Internal Auditor Supervisor of the Company, effective from March 2018 due to having business experience and good understanding of the Company's internal control system and having a Professional Internal Auditor Certification (CPIAT) of The Institute of Internal Auditors of Thailand (2018) therefore considers that it is appropriate to perform such duties and reports audit results to the Audit Committee on a quarterly basis. The Company's internal audit must be approved by the Audit Committee.

(More information in Details of education history Experience and training of internal audit supervisors can be found in Attachment 3. Details of internal audit supervisor and compliance supervisor)

The Company's supervisory unit

The Company has not yet established a supervisory unit for the Company's operations (Compliance), but has assigned the Company Secretary for supervision and reporting to the Board of Directors. The Company Secretary is responsible for supervising the Company, the Board of Directors, executives and employees to perform their duties in accordance with the announcements, regulations and /or other laws and regulations, related to both the Securities and Exchange Commission, the Stock Exchange of Thailand, and related agencies.

Internal Audit Operation Plan for the year 2020 which the Audit Committee reviewed and considered that the annual internal audit operation plan is appropriate and beneficial to the Company, details are as follows:

	Subject to be examined	Time period
Quarter 1	- Road Traffic Safety Management (ISO390001) - Income cycle system Responsible person Mr. Apiwat and Ms. Oonin	Jan- Mar
2nd quarter	- Environmental and Occupational Health management - Human Resource Development (HRD) Responsible person Mr. Apiwat and Ms. Oonin	Apr. - Jun
3rd quarter	- Environmental and Occupational Health management (For more information) - Human Resource Development (HRD) (For more information) Responsible person Mr. Apiwat and Ms. Oonin	Jul - Sep
Quarter 4	- Affiliated Vehicle Control - Expense cycle system Responsible person Ms. Oonin	Oct - Dec

Opinions of the Audit Committee and the Board of Directors

Audit Committee Meeting No. 2/2020 held on May 12, 2020 for Q1 on Road Traffic Safety Management (ISO39001) and Revenue Cycle System

The Audit Committee commented that it was aware of the results of the internal control system audit.

- 1) The review of the work process should only be done according to the operational objectives, such as safety, take into account the required issues and design the system effectively.
- 2) How to operate a system that is more important than defining KPIs by security officials should be designed, compiled and analyzed systemically to solve problems clearly.
- 3) Planning and evaluation are interconnected and must cover work, can control all defects.

Audit Committee Meeting No. 3/2020 held on August 11, 2020 for the second quarter on Environmental and Occupational Health Management and Human Resource Management (HRD)

The Audit Committee commented that it did not accept the reporting of the control system audit on the matter, requesting that further investigation be conducted as recommended and presented to the next meeting.

Audit Committee Meeting No. 4/2020 held on November 10, 2021 for the third quarter on Environmental and Occupational Health Management and Human Resource Management (HRD)

The Audit Committee commented that the meeting acknowledged the results of the report on the results of the internal control system audit. Additionally, the Company will bring in the laws of the Ministry of Security Management Administration. Occupational Health and Work Environment B.E. 2549 (2006) has been found to be in accordance with the framework of management, except not clear enough, such as environmental matters. It is recommended to raise the importance of the operation in each subject accordingly. Case studies should be lifted to prevent and determine work safety precautions.

Audit Committee Meeting No. 1/2021 held on 25 February 2021 for the fourth quarter on joint vehicle control and expenditure cycle system

The Audit Committee commented that the meeting acknowledged the results of the report on the results of the internal control system audit.

11.3 Internal control system adequacy assessment form year 2020

Control Environment

1. The organization demonstrates its commitment to the value of integrity and ethics.

	Questions	Yes	No
1.1	Board of directors and management set principles of integrity and operations code of conduct, inclusiveness;		
1.1.1	Daily operations and making decisions	X	
1.1.2	Practice with business partners, customers and third parties	X	
1.2	There are written regulations to ensure that executives and employees operates with integrity and ethics, inclusiveness;		
1.2.1	There is appropriate code of conduct requirements for management and employees.	X	
1.2.2	There are provisions forbidding management and employees from acting in a manner that may create a conflict of interest with the entity and the prohibition of corruption causing damage to the organization ²⁸	X	
1.2.3	There are proper penalties for violation of the above provisions.	X	
1.2.4	The above requirements and penalties are communicated to all executives and employees, for example, to present to new employee orientation, to sign to acknowledge the requirements and penalties on an annual basis by employees, the code of conduct is also published to employees and third parties.	X	
1.3	There is a procedure to monitor and assess that code of conduct		
1.3.1	Monitoring and evaluation by the internal audit department or the compliance unit	X	
1.3.2	Self-assessment by management and employees	X	
1.3.3	External independent expert assessment		No external assessment

	Questions	Yes	No
1.4	There is a timely management when there is non-compliance in regulations on integrity and code of conduct.		
1.4.1	There is a process to be detected in a timely manner.	X	
1.4.2	There is a process that makes it possible to appropriately punish or deal with violations and within due time	X	
1.4.3	Actions that are contrary to the principles of honesty and ethical treatment are properly addressed and within proper time	X	

²⁸ The company should define the internal control in accordance with anti-corruption measures to suit the risks of the company.

2. The board of directors is independent from the management and has the duty to oversee and develop internal Control

	Questions	Yes	No
2.1	Roles and duties of the Board of Directors are set separately from that of the Management. The Board of Directors' authorities are clearly defined.	X	
2.2	The Board of Directors oversees that there is clear and measurable business target to use as guidelines for the executives and employees' operations.	X	
2.3	The Board of Directors oversees that there is clear and measurable business target to use as guidelines for the executives and employees' operations.	X	
2.4	The Board of Directors are knowledgeable about the company's business and has the expertise that would be beneficial to the Company or able to seek advice from experts in the field.	X	
2.5	The Board of Directors comprises suitable number of knowledgeable and reliable independent directors who can perform his/her duty independently. For example, the independent directors do not have any business relation with the Company or any other relationship that could influence their independent judgement.	X	
2.6	The Board of Directors oversees the development and practice of the organization's internal control including the creation of control environment, risk assessment, control activities, information and communication, and the follow up.	X	

3. The Management, under the Board of Directors' oversight, sets suitable reporting function as well as defining the commanding authorities and responsibilities so that the organization would achieve its goals.

	Questions	Yes	No
3.1	Top management sets an organizational structure that support the Company's goal by considering the business functions and legal requirements. There is also effective internal control. For example, there is a separation of duties in important business unit which would	X	

	Questions	Yes	No
	result in check and balance; there is an internal audit unit which reports directly to the Audit Committee; there is a clear line of report.		
3.2	Top management sets up line of report by considering duties, responsibilities and communication	X	
3.3	Roles and responsibilities are suitably defined and assigned between the Board of Directors, top executives, management and employees.	X	

4. The organization displays its commitment to motivate, develop and maintain capable personnel

	Questions	Yes	No
4.1	The company has the policy and practice for recruiting, developing and retaining knowledgeable personnel and regularly reviews such policy and practice	X	
4.2	There is performance evaluation process, incentives and rewards to personnel with good performance, management measure for the personnel who did not reach their targets and the process is communicated to all executives and employees.	X	
4.3	The company has the process to timely solve or prepare for the event that the company lack knowledgably personnel.	X	
4.4	The company has process to recruit, develop and retain all executives and employees such as providing mentoring system or training.	X	
4.5	The company provides succession plan for significant roles Please check the attachment.	X	

5. The organization appoints personnel to have duty and responsibilities on internal control in order to achieve organizational goal

	Questions	Yes	No
5.1	The Board of Directors and the Management have the procedure and communication to enforce all personnel to have responsibilities for internal control and if necessary, provide corrective measure for such procedure.	X	
5.2	The Board of Directors and the Management set indicators for performance appraisal, give suitable incentives and rewards by considering the compliance of code of conduct and the company's short-term and long-term objectives.	X	
5.3	The Board of Directors and the Management regularly evaluates the incentives and rewards by focusing on the connection between the success of the performance and the compliance of internal control.	X	
5.4	The Board of Directors and the Management make sure that there is not too much pressure on each personnel duty	X	

Risk Assessment

- 6. The organization clearly defines its objectives so that risks related to the achievement of such objectives can be identified and evaluated.**

	Questions	Yes	No
6.1	Companies can comply with generally accepted accounting standards which is appropriate to the business at that time by showing that the transaction in the financial report exists, complete, correctly show the rights or obligations of the Company, have the right value and is properly disclosed	X	
6.2	The Company defines the essence of the financial statements by considering the major factor such as the user of the financial report, the size of transaction and the business trend	X	
6.3	The Company's financial report truly reflects the Company's operational activities	X	
6.4	The Board of Directors or the Risk Management Committee approved and communicate the risk management policy to all executives and employees. Such policy is acknowledged and practiced as a part of the organizational culture.	X	

- 7. The organization identifies and analyzes all risks that may affect the achievement of the organizational objectives.**

	Questions	Yes	No
7.1	The company identifies all risks that may affect the company's operations in organizational level, business unit level, department level, and work level.	X	
7.2	The company analyze all internal and external risk factors including strategic risk, operational risk, reporting risk, rule and regulation compliance risk and technological risk.	X	
7.3	All levels of management are involved with risk management	X	
7.4	The company evaluate the risk by considering the chance of occurrence and the effect that may occur.	X	
7.5	The company has the measure and operation plan to handle risk by either accepting, reducing, avoiding or sharing risks.	X	

- 8. The organization considers the chance of fraud while assessing risks that may affect the achievement of organizational objectives.**

	Questions	Yes	No
8.1	The company evaluates the chance of fraud, covering all type of fraud including the faultily financial report, assets loss, corruption, management override of internal controls, the change of important information in report, wrongly acquisition or disposition of property, etc.	X	
8.2	The company review its operational target by considering the possibility of the target achievement as well as considering that the incentive or rewards given to employees would	X	

	Questions	Yes	No
	not instigate wrong doing. For example, the sale goal is not unreasonably high that would motivate employees to give false sale figure.		
8.3	The Audit Committee has considered and questioned the Management regarding the chance of fraud and the prevention or correction measure.	X	
8.4	The company has communicated with all employees so that they understand and comply with existing policies and guidelines.	X	

9. The organization is able to identify and evaluate changes that could affect the internal control system.

	Questions	Yes	No
9.1	The company evaluates external changes that may affect the operations, internal control, and financial report and defines adequate measures to handle such changes.	X	
9.2	The company evaluates the change in business model that may affect the operations, internal control and financial statements and define suitable measure in response to such change.		There is no policy to change the business model.
9.3	The company evaluates the change of the organization leader which may affect business operation, internal control, and financial statements and defines suitable measure in response to such change.	X	

Control Activities

10. The organization has control policy which would mitigate risks that would affect the achievement of organizational objectives to an acceptable level.

	Questions	Yes	No
10.1	The company's control measure is suitable to the risk and the organization's unique condition such as environment, the complexity of work, scope of work and other specific condition.	X	
10.2	The company has a written internal control measure. They cover various processes appropriately, for example, policies and procedures related to financial transactions, procurement and general administration, the scope of authority and the approval hierarchy of the executives at each level are clearly defined to prevent fraud, such, the credit limit and authorization power of each level of management, the procedure for approving investment projects, purchasing process and vendor selection method, recording of detailing procurement decisions, the process of withdrawing materials, equipment or using various tools, etc., has been organized for the following cases.		

	Questions	Yes	No
10.2.1	Collection of information about major shareholders, directors, management and those related to such persons, including connected persons for monitoring and reviewing related transactions or items that may have conflicts of interest Including always updating information to be up to date	X	
10.2.2	The company has a written internal control measure. They cover various processes appropriately, for example, policies and procedures related to financial transactions, procurement and general administration, the scope of authority and the approval hierarchy of the executives at each level are clearly defined to prevent fraud, such, the credit limit and authorization power of each level of management, the procedure for approving investment projects, purchasing process and vendor selection method, recording of detailing procurement decisions, the process of withdrawing materials, equipment or using various tools, etc., has been organized for the following cases.	X	
10.3	The Company determines the appropriate diversity of internal controls such as manual and automated controls or preventive and monitoring controls.	X	
10.4	The Company requires internal controls at all levels of the organization, such as at the group level, business unit, department, department, department or process.	X	
10.5	The company completely separates 3 following responsibilities from one another in order to have check and balance: (1) Approving duty (2) Recording accounting transaction and information and (3) Assets storing	X	

11. The organization uses technology to select and develop general control activities in order to support its objectives.

	Questions	Yes	No
11.1	The company should identify the connection between the use of information technology in operations and the general control of the information technology system.	X	
11.2	The company should define suitable control for technology system fundamental.	X	
11.3	The company should define suitable security control for technology system	X	
11.4	The company should define suitable control for the procurement, development and maintenance of the technology system	X	

12. The Company sets up control activities through policy which specified its expectation and practice procedure so that the policy can be put to practice

	Questions	Yes	No
12.1	The company has strict policy to monitor that the transaction of the major shareholder, director, management or related person go through approval process as defined in the company's articles of association, rules and regulations of the Stock Exchange of Thailand, the Security Exchange Commissions, etc. in order to protect the company's benefit against the use for personal gain.	X	
12.2	The company has a policy that a transaction must be approved by the person who has no personal interest in such transaction	X	
12.3	The company has the policy to approve transaction by considering the company's utmost benefit and consider the transaction on the at arms' length basis	X	
12.4	The Company has the process to monitor the performance of subsidiaries or associates including setting guidelines to the person who is appointed as a director or executives in the subsidiaries or associates. (If the company does not have subsidiaries or associates, the company does not have to answer this question)	X	
12.5	The company sets the role and responsibilities that the executives and the employees are to implement the policy in their operations.	X	
12.6	The company's policies and processes are suitably implemented by capable personnel including the process of operation correction.	X	
12.7	The company regularly reviews its policy and process of practice	X	

Information & Communication

13. The organization has related and quality information to support the goal for internal control

	Questions	Yes	No
13.1	The company specifies the related information that are required for its operation from both in and outside of the organization.	X	
13.2	The company considers the cost and benefit as well as the quantity and correctness of the information.	X	
13.3	The company provides the Board of Directors with sufficient information for their decision making such as the detail of the proposed agenda, the reasons, the effect to the company and other alternatives.	X	
13.4	The company provides the meeting notice or meeting documents that contain necessary and sufficient information for the directors' consideration before the meeting at least for the minimum requirement of the law.	X	

	Questions	Yes	No
13.5	The company provides detailed minutes of Board of Directors' meeting so that each director's performance can be reviewed. For example, record of directors' question, opinion, comment on the considered matters; the opinion of the directors who did not approve the proposed agenda and his/her reason.	X	
13.6	The company has the following actions		
13.6.1	Filing and categorizing all important document.	X	
13.6.2	In the event that the auditor or the internal auditor report about flaws in internal control, such flaws has been corrected.	X	

14. The organization communicates information within the organization including the purpose and the responsibility for necessary internal control system so that the internal control could be conducted as planned.

	Questions	Yes	No
14.1	The company has effective internal information communication process and has appropriate communication channel to support internal control.	X	
14.2	The Company regularly reports important information to the Board of Directors. And the Board of Directors has access to the resources necessary for their operations or review various items as required, such, assigning a person to a contact center, contacting between the other information received from management, including inquiries from the auditor, Internal Auditors, arranging meetings between the Board and the Management as requested, arrangement of meeting and discussion activities between the Board of Directors and the management, in addition to the board meeting, etc.	X	
14.3	The company provides special channel or secret channel so that its personnel can securely report information or clue regarding fraud or corruption (whistle-blower hotline) to the company.	X	

15. The organization has communicated with external agencies regarding the issues that may affect its internal control.

	Questions	Yes	No
15.1	The company has the process for the effective information communication to stakeholders outside the organization as well as appropriate communication channels to support internal control such as providing investors relation officers or complaint center. (infor@atp30.com)	X	
15.2	The company provides special channel or secret channel so that the stakeholders outside the organization can securely report information or clue regarding fraud or corruption (whistle-blower hotline) to the company.	X	

Monitoring Activities

- 16. The organization monitors and assesses its internal control to ensure that the internal control is thoroughly and appropriately conducted.**

	Questions	Yes	No
16.1	The Company provides a process to monitor the compliance with the code of conduct and prohibited the management and employees from conducting themselves in a manner is likely to cause conflicts of interests, such as assigning each unit to monitor the operations and report to their supervisor or assigning the internal audit unit to monitor the operation and report to the Audit Committee.	X	
16.2	The Company reviews the internal control system through self-assessment and/or independent assessment by internal auditor	X	
16.3	The frequency of monitoring and assessment is suitable for the company's change.	X	
16.4	The internal audit system is monitored and assessed by knowledgeable personnel	X	
16.5	The result of internal audit is reported directly to the Audit Committee	X	
16.6	The company encourages the internal auditor to follow the International Standards for the Professional Practice of Internal Auditing (IIA)	X	

- 17. The Organization timely evaluates and communicates the internal control system flaws to responsible persons including high-level executives and board of directors as appropriated.**

	Questions	Yes	No
17.1	The Company evaluates and communicates the deficiencies of its internal control system and timely proceed to monitor and rectify such deficiencies in the event that the operating result significantly differs from the predefined goal.	X	
17.2	The company has the following reporting policies:		
17.2.1	Management must immediately report to the board of directors in the event of fraud or suspicion of fraud, violation of laws or other unusual actions that may significantly affect the company's reputation of financial position.	X	
17.2.2	Significant deficiencies along with problem solving guideline (although the problem may have already been managed) are timely reported to the company's board of directors/audit committee for consideration	X	
17.2.3	Progress on the remedy of significant flaws is reported to the company's board of directors/audit committee	X	

12 Related Party Transactions

The company has a policy to disclose related party transactions with fairness according to the normal market price (Fair and at arms' length) in order to protect the benefits of the company by taking into actions that without conflict of interest to the company.

Related Party Transaction	
Name/Company	Dr. Viwat Kromadit
Relationship	Vice Chairman of the Board of Directors/Executive Director/Advisor/Authorized Director
Item description	Business Consultant
Transaction value	In 2020, the amount was Baht 0.6 million and 2019 amounted to Baht 0.6 million.
Terms /Pricing Policy/ Reasons for Transaction	The Board of Directors No. 6/2015 is deemed to be an expert and has experience in related business. Therefore, it is appropriate to hold the position of consultant with monthly compensation of 50,000 baht fixed.
Governance Measures	Transaction level 1.38% of administrative expenses
Name/Company	ThaiSri Insurance Plc.
Relationship	Mr. Chatchai Panichewa is chairman of the Board of Directors/Chief Executive Officer/Member of the Nomination and Remuneration Committee/Authorized Signatory
Item description	Company bus insurance premiums
Transaction value	<ul style="list-style-type: none"> - Annual premiums for the year 2020 amounted to Baht 4.3 million and Baht 6.3 million in 2019. - Prepaid premiums for the year 2020 amounted to Baht 0.3 million and Baht 3.3 million in 2019. - Premium payable for the year 2020 amounted to Baht 0.3 and 2019 amounting to Baht 2.9 million.
Terms /Pricing Policy/ Reasons for Transaction	Offers of coverage conditions and premiums exactly as required by the Company.
Governance Measures	The company compares the price of premiums. Reasonable conditions and coverage before deciding to take out insurance Currently, there are 7 leading agents earning 1)ThaiSri Insurance 2)MSIG 3)P P&S Associates (1992) 4)Mitsui Sumitomo Insurance 5)Thai Insurance 6)Bangkok Insurance and 7)Alpha Capital 1.86% of service cost

Related Party Transaction	
Name/Company	Kromdit Park Co., Ltd.
Relationship	Dr. Viwat Kromadit Vice Chairman of the Board of Directors/Executive Director/Advisor/Authorized Director
Item description	Space rentals and service charges for head office and parking lots and sheds Maintenance Service
Transaction value	<ul style="list-style-type: none"> - Rental of space and service charges for the year 2020 amounted to Baht 1.5 million and Baht 2.1 million in 2019. - Rental of space and accrued service charges for the year 2020 amounted to Baht 0.3 million and Baht 0.3 million in 2019.
Terms /Pricing Policy/ Reasons for Transaction	It is located in Amata City Chonburi Industrial Estate, which is close to establishments and customers. It has been leased for a long time. As a result, the rental rate is lower than other tenants.
Governance Measures	The company compares the rent of space and services to the neighborhood. Transaction level 0.5% of service cost
Name/Company	Shared Bus Service
Relationship	NPR Trans Tour Co., Ltd. by Ms. Nichanan Rattanakete is the business owner/assistant operations manager/executive/risk management director. Mr. Ampol Techakul is Mr. Piya Techakul's brother. Mr. Apimet Chatwarachot is Senior Operations/Executive Manager
Item description	Buses & Vans
Transaction value	Baht 4.3 million and Baht 4.9 million in 2019.
Terms /Pricing Policy/ Reasons for Transaction	Co-service vehicles with co-executives and executives It has been operating together since the start of the business. As follows: NPR Trans Tour Co., Ltd. with 2 shared buses, Mr. Ampol Techakul with 1 shared van and Mr. Atimat Cheawchankit with 1 shared van. Since the company first wanted to diversify its investment risks. Currently, there is no policy to add additional shared vehicles.
Governance Measures	The Company is paid the same service as other co-service vehicles, including contracts, conditions and service charges, transaction level of 1.03% of service cost.