

PART 2

Management and Corporate Governance

7. Securities and shareholders information

7.1 Number of registered and paid-up capital. At present, the company has a registered capital of 170,000,000 baht (one hundred and seventy million baht) considering of issued and paid-up capital in full amount of 170,000,000 baht (one hundred and seventy million baht) divided into 340,000,000 ordinary shares with a par value of 0.50 baht (Fifty Satang).

7.2 Shareholders. The list of the top 10 major shareholders listed in the share registration book as of 12 January 2020 can be summarized as follows:

List of Shareholders	Number of shares	percent
1. Mr. Veerapol Leelaprachakul	51,015,300	15.00
2. Mrs. La-or Leelaprachakul	38,818,800	11.42
3. Mr. Tchakorn Leelaprachakul	20,649,220	6.07
4. Mr. Arkrapol Leelaprachakul	20,649,220	6.07
5. Ms. Narida Leelaprachakul	20,649,220	6.07
6. Mr. Ekbordin Leelaprachakul	20,649,050	6.07
7. Mr. Krid Leelaprachakul	20,649,050	6.07
8. Master Narispong Leelaprachakul	20,649,050	6.07
9. Mrs. Tuanghong Leelaprachakul	9,717,200	2.86
10. Mr. Wittaya Narathatsajan	6,600,000	1.94
The top 10 major shareholders	230,046,110	67.64
Other shareholders	109,953,890	32.36
Total	340,000,000	100.00

Source: List of major shareholders as of 12 January 2020 by Thailand Securities Depository Company Limited

7.3 Dividend payment policy

The Board of Directors may consider paying the annual dividend of the company and/or its subsidiaries by having to gain approval of the shareholders' at the shareholders' meeting of the Company and/or its subsidiaries, except for the interim dividend payment, which the Board of Directors has the authority to approve from time to time when the Company and/or its subsidiaries are considered to be reasonably profitable to do so. Then, the decision must be reported to the shareholders of the Company and/or its subsidiaries at the next meeting.

The Company and its subsidiaries have a policy to pay dividends from the separate financial statements at a rate of not less than 50.00 percent of net profit after tax, and after the legal reserve and other reserves (if any). The Board of Directors is authorized to consider paying dividends, taking into account of various factors that will maximize the shareholders' benefits, such as, reserving

enough funds to repay loans, investment plan for business expansion, or to support the cash flow of the Company in the event that there is an impact from changes and fluctuation in the market conditions.

History of dividend payment to net profit for the year 2018 - 2020

List		2018	2019 (Revised version)	2020
Net Profit (Loss)	MB	31.24	(14.43)	(10.99)
Dividend paid	MB	15.30 ¹	15.30 ²	-
Dividend Payment Ratio ³	%	48.98	(106.03)	-

Note1. Dividend payments in 2018 are 2-time interim dividend payments.

- The 1st payment was paid from the retained earnings of 8.50 million baht which was approved by the Board of Directors Meeting No. 3/2018 on 18th of May 2018.
- The 2nd payment was paid from the retained earnings and the net profit for the period from 1st of January 2018 to 30th of June 2018, amounting to 6.80 million baht which was approved by the Board of Directors Meeting No. 4/2018 on 14th of August 2018.

2. Dividend payments in 2019 was an interim dividend payment from the retained earnings totaling 15.30 million baht which was approved by the Board of Directors Meeting No. 5/2019 on 10th of July 2019

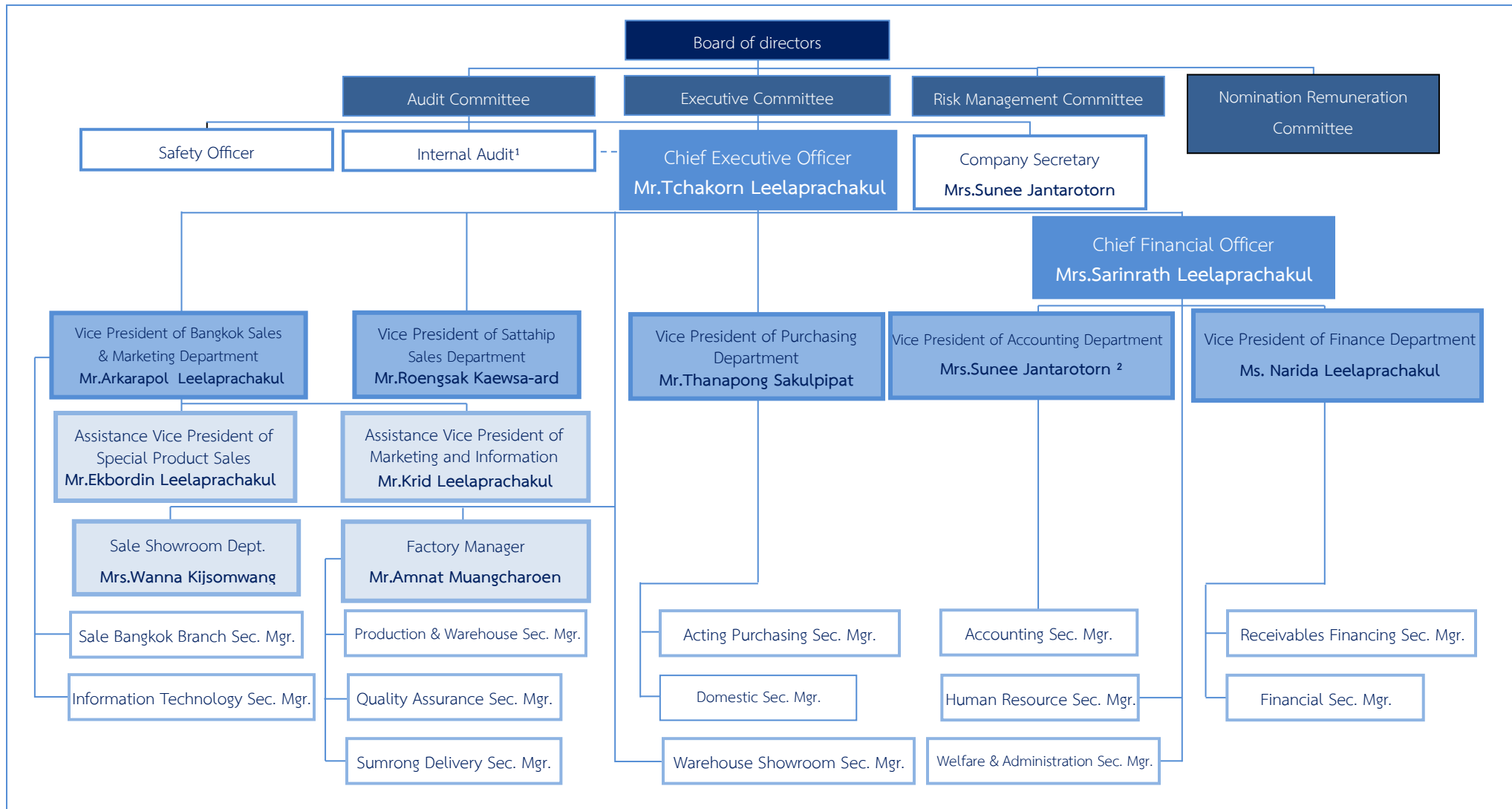
3. Dividend payment ratio = dividend payment / net profit

The Board of Directors Meeting No. 1/2020, held on 27 February 2020, has approved the suspension of the 2019 net profit allocation as dividends. Due to the current economic conditions Causing the Company's performance in 2019 to have a loss

8. Management Structure

8.1 Organization Structure

As of 31st December 2020, the company has the following organization structure



Note 1. The Company hires outsiders, Dharmniti Internal Audit Company Limited, to inspect internal control systems.

2. Mrs. Sunee Jantarotorn serves as the company secretary.

8.2 Management Structure

The management structure of the Company consists of the Board of Directors and 4 sub-committees, including the Audit Committee, the Executive Committee, the Risk Management Committee, and the Nomination and Remuneration Committee. For the structure of the Board of Directors, there are at least 3 independent directors and not less than one-third of the total number of directors of the Company. All independent directors and members of the Audit Committee are, in all respects, qualified in accordance with the rules specified in the notification of Capital Market Supervisory Board no. 28/2008 regarding the application for permission and permission to offer newly issued shares (and with additional amendments).

The Board of Directors

As of 31st December 2019, the Board of Directors consists of 8 directors as the following:

List	Position	Date of appointment as a director
1. Mr. Pitipat Thitasirinant	- Chairman of the Board of Directors - Chairman of the Audit Committee - Chairman of the Nomination and Remuneration Committee - Independent Director	29 Apr 19 to Present (Agenda 2)
2. Mr. Tchakorn Leelaprachakul	- Director - Nomination and Remuneration Committee - Risk Management Committee	25 Apr 18 to Present (Agenda 2)
3. Mr. Arkarapol Leelaprachakul	- Director	27 Apr 20 to present (Agenda 1)
4. Mr. Ekbordin Leelaprachakul	- Director	27 Apr 20 to present (Agenda 1)
5. Miss Duenpun Leelavivat	- Director - Risk Management Committee	29 Apr 19 to Present (Agenda 2)
6. Mrs. Pornpun Hirunlap	- Director - Nomination and Remuneration Committee - Independent Director	29 Apr 19 to Present (Agenda 2)
7. Mr. Kulawachara Bhurichayawarodom	- Director - Chairman of the Risk Management Committee - Audit Committee - Independent Director	25 Apr 18 to Present (Agenda 3)
8. Mrs. Smorn Terdthampiboon	- Director - Audit Committee - Independent Director	27 Feb 20 to Present

Mrs. Sunee Jantaroton is acting as the Company Secretary.

To note, all directors have passed and have been certified the Director Accredited Program (DAP) from the Thai Institute of Directors (IOD).

Note: 1. The Extraordinary General Meeting of Shareholders no. 6/2015 on 24th December 2015 resolved to appoint 3 additional directors, namely Mr. Pitipat Thitasirinant, Mr. Kulawachara Bhurichayawarodom and Mr. Athapon Tangkaravakoon as directors / audit committee / independent director, and Mr. Pitipat Thitasirinant acting as the Chairman of the Audit Committee. The registration date of the change of director with the Department of Business Development is effective from 14 January 2016 onward.

2. The Extraordinary General Meeting of Shareholders no. 1/2017, on 31 January 2017, resolved to appoint 2 additional directors, namely Miss Duenpun Leelavivat and Mrs. Pornpun Hirunlap as directors. The appointment is effective from 1st February 2017 onwards. The registration of the change of director with the Department of Business Development was completed on 1st February 2017
3. The Extraordinary General Meeting of Shareholders no. 2/2017 on 12 June 2017 resolved to appoint 2 additional directors, namely Mr. Arkarapol Leelaprachakul and Mr. Ekbordin Leelaprachakul as directors in place of the 3 former directors, namely Mr. Weerapol Leelaprachakul, Mrs. La-or Leelaprachakul and Mrs. Wilai Leelaprachakul, effective from the date of registration of the change of director with the Department of Business Development on 28th June 2017 onwards.
4. The Board of Directors Meeting no. 1/2017 (after the Company being transformed into a public company) on 30th June 2017 resolved to appoint the Nomination and Remuneration Committee, namely Mr. Pitipat Thitasirinunt, Mrs. Pornpun Hirunlap and Mr. Tchakorn Leelaprachakul, with Mr. Pitipat Thitasirinunt is the chairman.
5. The Board of Directors Meeting no. 1/2017 (after the Company being transformed into a public company) on 30th June 2017 approved the appointment of the Risk Management Committee, namely, Mr. Kulawachara Bhurichayawarodom, Mrs. Duenphun Leelavivat and Mr. Tchakorn Leelaprachakul, and the Committee is chaired by Mr. Kulawachara Bhurichayawarodom.
6. The Board of Directors Meeting No. 1/2020 on 27th February 2020 resolved to appoint an additional director, namely Mrs. Smorn Terdthampiboon. As a director Instead of one former director, namely Mr. Athapol Tangkarawakul, effective from 27th February 2020
7. Information in details on the executives appears in the section "Executives, Committee, and Secretary of Thai Mui Corporation Public Company Limited".

Director authorized to bind the company

Mr. Tchakorn Leelaprachakul signed with Mr. Arkarapol Leelaprachakul or Mr. Ekbordin Leelaprachakul, to form the joint signature and affixed with the company's seal.

Board of Directors Meeting

Meeting attendance of the Board of Directors for the year 2018 - 2020, details as follows:

Participants	Number of meetings / all meetings		
	2018	2019	2020
1. Mr. Tchakorn Leelaprachakul	5/5	7/7	5/5
2. Mr. Arkarapol Leelaprachakul	5/5	7/7	5/5
3. Mr. Ekbordin Leelaprachakul	5/5	7/7	4/5
4. Mr. Pitipat Thitasirinunt	5/5	6/7	5/5
5. Mr. Kulawachara Bhurichayawarodom	5/5	4/7	5/5
6. Mrs. Smorn Terdthampiboon ¹	3/5	4/7	4/4
7. Miss Duenpun Leelavivat	4/5	7/7	5/5
8. Mrs. Pornpun Hirunlap	3/5	3/7	0/5

Note 1. Mrs. Smorn Terdthampiboon He was appointed as a director from the Board of Directors Meeting No. 1/2020 on February 27, 2020, so the total number of meetings is not equal to the other directors.

Authority, duties, and responsibilities of the Board of Directors

The Board of Directors has the following duties and responsibilities.

1. With honesty and care, the duties and responsibilities of the Board of Directors lie in the management and the operations of the company so that they comply with laws, objectives, regulations of the Company, along with the resolution of the shareholders' meeting, for the Company's benefits.
2. The Board of Directors shall arrange a Board meeting at least once every 3 months.

3. The Board of Directors shall arrange to have, in the auditor's audited version, a balance sheet and profit and loss statement of the Company at the end of the accounting period of the Company and presented to the shareholders' meeting for consideration and approval.
4. The Board of Directors shall set goals, guidelines, policies, business plans, the Company's budget. Also, they shall monitor and supervise, manage the operation to be in accordance with the policies, plans and budgets to make the operation efficient and effective.
5. The Board of Directors shall review, appraise, evaluate, and approve policies, directions, strategies, business plans of the Company proposed by the management.
6. The Board of Directors shall continuously monitor the operation to be in accordance with the plan and budget.
7. The Board of Directors shall lead the company to have an appropriate and efficient accounting system, provide a reliable financial reporting and auditing, and provide adequate and appropriate internal control systems and internal audit systems.
8. The Board of Directors shall consider the formulation of risk management policies to cover the entire organization and supervise to manage risk under the proper process and control systems to reduce the impact on the business of the company appropriately.
9. The Board of Directors shall consider the management structure and is fully empowered to appoint sub-committees, Chief Executive Officer, and other subcommittees as appropriate, as well as determine the scope of authority of such person.

In this regard, the delegation of authority under the scope of the specified authority shall not act as an attorney that makes the sub-committee Chief Executive Officer and various committees can consider and approve any transactions that may have conflicts, interests or conflicts of interest with the Company or subsidiaries (if any) except for approval of transactions that are in accordance with the policies and criteria approved by the Board of Directors.

10. The Board of Directors shall prepare the annual report of the Board of Directors and be responsible for the preparation and the disclosure of financial statements in order to reflect the financial status and operating results of the previous year. The Board of Directors shall also present the information to the shareholders' meeting for consideration and approval.
11. The Board of Directors may authorize one or more directors or any other person to perform any act on behalf of the Board of Directors under the control of the Board of Directors or may authorize such person to act as the Board per deem appropriate and within the period of time while the Board of Directors may cancel, revoke, change or amend such authorization when appropriate.
However, the authorization must not be empowered to allow such person to consider and approve the item in which he or the person may have a conflict or the conflicts of interest in any other manner that will be made with the company or subsidiaries (if any) as defined in the Capital Market Supervisory Board announcement and / or the Stock Exchange of Thailand and / or any other announcements of relevant agencies except for approval of items that are in accordance with the policies and criteria approved by the Board of Directors.

The Audit Committee

As of 31st December 2020, the Audit Committee consists of 3 members as follows:

Name	Position
1. Mr. Pitipat Thitasirinant	Chairman of the Audit Committee
2. Mr. Kulawachara Bhurichayawarodom	Audit Committee
3. Mrs. Smorn Terdthampiboon	Audit Committee

Note 1. Mr. Kulawachara Bhurichayawarodom is an audit committee with knowledge and experience in reviewing the reliability of financial statements.

2. Mrs. Sunee Jantarotorn is the secretary of the Audit Committee.

Report of the Audit Committee

- The Audit Committee shall report the performance to the Board of Directors in the Board of Directors meeting
- In performing the duties of the Audit Committee, if found or suspected of having the following transactions or actions Which may have a significant impact on the financial position and operating results of the Company the Audit Committee shall report to the Board of Directors of the Company. In order to proceed with rectification within the time that the Audit Committee deems appropriate
 - List of conflicts of interest
 - Corruption or irregularities or any significant defects in the internal control system
 - Violation of the law or any requirements of the Stock Exchange of Thailand and other related laws

In case the Audit Committee has reported to the Board of Directors on the significant impact regarding the financial status and operating results and have discussed together with the Board of Directors and the management that they must continue to improve at the end of the specified time, if the Audit Committee finds that there is no reason to ignore such action, any audit committee member may report such findings directly to the Securities and Exchange Commission and the Stock Exchange of Thailand

Audit Committee Meeting

Attendance of the Audit Committee meeting for the year 2018 - 2020, details as follows

Participants	Number of meetings / all meetings		
	2018	2019	2020
1. Mr. Pitipat Thitasirinant	4/4	4/4	5/5
2. Mr. Kulawachara Bhurichayawarodom	4/4	3/4	5/5
3. Mrs. Smorn Terdthampiboon ²	-	-	4/4

Note 1. The numbers show the number of times that the directors attend the meeting per the number of meetings.

2. Mrs. Smorn Terdthampiboon He was appointed as a director from the Board of Directors Meeting No. 1/2020 on 27 February 2020, so the total number of meetings is not equal to the other directors.

Authority, duties and responsibilities of the Audit Committee

- to review the company's accurate and adequate financial reports
- To review the company's appropriate and effective internal control system and internal audit system. And consider the independence of the internal audit unit as well as approving the appointment, transfer and dismissal of the head of the internal audit department or any other agency responsible for internal audit.

3. To review the company to comply with the Securities and Exchange Act, Stock market requirements and laws related to the business of the company.
4. To consider, select and propose the appointment of an independent person to act as the Company's auditor and to offer compensation for such person including attending meetings with auditors with no management team attending the meeting at least 1 time per year
5. To consider the connected transactions or transactions that may have conflicts of interest to comply with the laws and regulations of the Stock Exchange of Thailand in order to ensure that such transactions are reasonable and for the best benefit of the Company
6. To consider the connected transactions or transactions that may have conflicts of interest to be in accordance with the laws and regulations of the Stock Exchange of Thailand in order to ensure that such transactions are reasonable and for the best benefit of the Company. To prepare the report of the Audit Committee disclosed in the annual report of the company which the report must be signed by the Chairman of the Audit Committee And must contain at least the following information
 - (A) Opinions on the accuracy, completeness and reliability of the Company's financial reports
 - (B) Opinions on the adequacy of the Company's internal control system
 - (C) Opinions on compliance with the Securities and Exchange Act Stock market requirements or laws related to the business of the company
 - (D) Opinions about the suitability of the auditor
 - (E) Opinions on transactions that may have conflicts of interest
 - (F) Number of Audit Committee meetings and the attendance of each member of the Audit Committee
 - (G) The overall opinion or observation that the Audit Committee received from performing duties in accordance with the Charter
 - (H) Other items that shareholders and general investors should know under the scope of duties and responsibilities assigned by the Board of Directors
7. To perform any other tasks as the Board of Directors of the Company assigned with approval from the Audit Committee

Nomination and Remuneration Committee

As of 31st December 2020, the Nomination and Remuneration Committee consists of 3 directors as follows:

Name	Position
1. Mr. Pitipat Thitasirinant	Chairman of the Nomination and Remuneration Committee
2. Mr. Tchakorn Leelaprachakul	Nomination and Remuneration Committee
3. Mrs. Pornpun Hirunlap	Nomination and Remuneration Committee

Nomination and Remuneration Committee Meeting

Meeting attendance of the Nomination and Remuneration Committee for the year 2018 - 2020, details as follows

Participants	Number of meetings / all meetings		
	2018	2019	2020
1. Mr. Pitipat Thitasirinant	3/3	1/1	1/1
2. Mr. Tchakorn Leelaprachakul	3/3	1/1	1/1
3. Mrs. Pornpun Hirunlap	3/3	1/1	1/1

Note The numbers show the number of times that the directors attend the meeting per the number of meetings.

Authority, duties and responsibilities of the Nomination and Remuneration Committee

1. Suggest the structure, size and composition of the Board of Directors and various sub-committees as well as prescribe the rules and policies and guidelines for the nomination of candidates for directors and various sub-committees.
2. Recruit candidates with appropriate qualifications and in accordance with the law and the Company's policy and consider the selected candidates to be appointed as directors, sub-committee, and Chief Executive Officer to be presented to the Board of Directors meeting and / or the shareholders' meeting in the event of a vacancy.
3. Consider the remuneration policies, both monetary and non-monetary, for the Board, sub-committee, and Chief Executive Officer to be appropriate by taking into account the operating results of the Company and the compensation of other companies in the same industry to be presented to the Board of Directors and / or the shareholders' meeting of the Company for further approval.
4. Give opinions in case of the Company offers newly issued securities for sale of to directors, executives or employees of the Company.
5. Perform other tasks as assigned by the Board of Directors.

Risk Management Committee

As of 31st December 2020, the Risk Management Committee consists of 3 members as follows:

Name	Position
1. Mr. Kulawachara Bhurichayawarodom	Chairman of the Risk Management Committee
2. Mr. Tchakorn Leelaprachakul	Risk Management Committee
3. Miss Duenpun Leelavivat	Risk Management Committee

Risk Management Committee Meeting

For the attendance of the Risk Management Committee meeting for the year 2018 - 2020, details as follows.

Participants	Number of meetings / all meetings		
	2018	2019	2020
1. Mr. Kulawachara Bhurichayawarodom	-	-	-
2. Mr. Tchakorn Leelaprachakul	-	-	-
3. Miss Duenpun Leelavivat	-	-	-

Note In 2017 - 2019, the Company had not yet held a meeting of the Risk Management Committee.

Authority, duties and responsibilities of the Risk Management Committee

1. Establish risk management policies, the level of acceptable risk (Risk Appetite), and the highest risk level that the organization will accept (Risk Tolerance) and present the risk management policies to the Board of Directors for approval. The policies must cover various types of risks both external and internal ones.
2. Formulate strategies and action plans for risk management in accordance with the risk management policy. Also, assess possible threat, monitor the amount of risk, and manage major risks of the Company to be at the acceptable level previously determined by the organization.
3. Control, monitor, examine, evaluate risks. Manage and supervise so that the Company complies with the risk management policy, set by the Company and the rules set by the supervisor.

4. Review the risk management report and proceed to ensure that the organization has appropriate risk management, adequate policy, and risk management systems that are effective and complying with the risk management guidelines.
5. Consider improvement and comment on various policies, plans and risk management processes, then propose to the Board of Directors for approval.
6. Report the risk status of the Company, completed with guidelines for improvement, and the results of operations to the Board of Directors every quarter.
7. Perform other duties as assigned by the Board of Directors from time to time.

Executive Committee

As of 31st December 2020, the Executive Committee consists of 3 members as follows:

Name	Position
1. Mr. Tchakorn Leelaprachakul	Chief Executive Officer
2. Mrs. Sarinath Leelaprachakul	Executive Director
3. Mrs. Sunee Jantarotorn	Executive Director

In addition, from January 2017 - August 2017, the Company hired 2 consultants, namely Mrs. La-or Leelaprachakul as a business consultant and Mrs. Wilai Pinkiangkrai as a financial and accounting consultant. However, since September 2017 onwards, the Company has terminated the employment of both consultants. From July 2017 - December 2020, the Company appointed Mr. Weerapol Leelaprachakul to be the Strategic Business and Marketing Consultant to provide advice on strategy formulation, expansion of potential markets, help build good relationships with regular and existing customers, and help coordinate with the manufacturers. In this regard, the consultant has also given advice on the quality of production of the manufacturer, and etc. During the time of employment, the said advisor did not participate in the management or attend meetings in various committees of the Company in any way. For this transaction, it is declared in the section of Related Party Transactions.

Executive Committee Meeting

The details on meeting attendance of the Executive Committee for the year 2018 - 2020 are as follows.

Participants	Number of meetings / all meetings		
	2018	2019	2020
1. Mr. Tachakorn Leelaprachakul	14/14	2/2	-
2. Mrs. Sarinrat Leelaprachakul	14/14	2/2	-
3. Mrs. Sunee Chantaroton	14/14	2/2	-

Note The numbers show the number of times that the directors attend the meeting per the number of meetings.

Authority, duties and responsibilities of the Executive Committee

1. Consider the management's proposal and present the goals, policies and business plans, and the Company's annual budget to the Board of Directors for approval.
2. Control, supervise, and monitor the Company's performance to be in keeping with the policies, goals, business plans, business strategies, the budget, and various executive powers as earlier approved by the Board of Directors.
3. Consider and approve the normal business transactions of the Company, with the credit line for each transaction to be in keeping with the pre-approved signature authority table earlier approved by the Board of Directors.

4. Consider and approve investment; determine the investment budget according to the signature authority table approved by the Board of Directors.
 5. Consider new business operations or the termination of any business of the Company to be presented to the Board of Directors meeting.
 6. Present the organization structure that is suitable for the operation of the Company to the Board of Directors for approval.
 7. Consider and approve the budget for salary increase or annual salary adjustment and annual payouts (bonuses) for the Company's and its subsidiaries' all employees but the CEO.
 8. Authorize one person or several persons to perform any action, under the control of the Executive Committee or authorize such person to have the level of authority and within the time as the Executive Committee deems appropriate. The Executive Committee may cancel, revoke, change or amend the authorized person or that authorization as appropriate.
 9. From time to time, perform other duties as assigned by the Board of Directors.
- Nevertheless, the authorized delegation of the Executive Committee shall not act as an attorney or approve the transaction that he or the person may have conflicts of interest (according to the definition of the Capital Market Supervisory Board and / or the Stock Exchange of Thailand and / or the relevant agencies to determine) or may have any conflict of interest with the Company or its subsidiaries and / or related companies. The Executive Committee does not have the authority to approve such actions. The matter must be proposed to the Board of Directors and / or the shareholders' meeting for prior approval. Except for approval of transactions that are in accordance with normal business and normal trading conditions which are in accordance with the notifications of the Capital Market Supervisory Board and / or the Stock Exchange of Thailand and / or related agencies.

Management

As of 31st December 2020, the Company has 11 executives as follows:

Name	Position
1. Mr. Tchakorn Leelaprachakul	Chief Executive Officer
2. Mrs. Sarinrath Leelaprachakul	Chief Financial Officer
3. Mr. Arkarapol Leelaprachakul	Vice President of Bangkok Sales and Marketing Department
4. Ms. Narida Leelaprachakul	Vice President of Finance Department
5. Mr. Roengsak Kaewsart	Vice President of Sattahip Sales Department
6. Mrs. Sunee Jantarotorn	Vice President of Accounting Department
7. Mr. Thanapong Sakulpipat	Vice President of Purchasing Department
8. Mr. Ekbordin Leelaprachakul	Assistance Vice President of Special Product Sales
9. Mr. Krid Leelaprachakul	Assistance Vice President of Marketing and Information
10. Mrs. Wanna KijSomwang	Sale Showroom Department
11. Mr. Amnat Muangcharoen	Factory manager

Note: Mrs. Sunee Jantarotorn is assigned to prepare the account for the Company.

Mr. Tchakorn Leelaprachakul as Chief Executive Officer and Mrs. Sarinrath Leelaprachakul as Chief Financial Officer are having a relationship as a husband and wife. This may cause risks on transparency in business operations. However, in approving the entering into various transactions of the Company, the authority and the limited scope of approval of the Chief Executive Officer and the Chief Financial Officer has been defined in various matters as

appropriate. For the transaction with highest monetary amount or value, every item must be considered and approved by the Executive Committee and / or the Board of Directors. In addition, the Chief Financial Officer has not been granted the authority to approve the purchase of goods, services, raw materials for production to sell or service to customers in any way. Likewise, the Chief Financial Officer is not designated as a person authorized to sign with the bank. Therefore, the Audit Committee is of the opinion that the Company has already provided an adequate internal control system or measures to prevent such risks.

Authority, duties and responsibilities of the Chief Executive Officer

1. Control the operation and / or daily management of the Company.
2. Prepare policies, business plans, business strategies, and the annual budget of the Company to propose to the Executive Committee and the Board of Directors of the Company for further approval.
3. Supervise the operation of the Company to be in accordance with policies, plans and budgets earlier approved by the Board of Directors including checking, monitoring and evaluating the performance of the Company to fulfill the specified policies. Dutifully report management performance such as operation progress to the Executive Committee, the Audit Committee and the Board of Directors.
4. Consider and approve the operations that are normal business transactions of the Company, as identified by the investment budget approved by the Board of Directors. The credit line for each transaction is as specified in the signature authority table approved by the Board of Directors. Yet, the amount should not exceed the annual budget approved by the Board of Directors.
5. Consider and approve spending in the normal business operations of the Company. According to the budget pre-approved by the Board of Directors and according to the authority approved by the Board of Directors
6. Approve manpower rates, employment, staffing, determination of wages, compensation and bonuses and appointment, transfer of employees; Consider duties and responsibilities of each unit and position, for every position under the department director.
7. Issue orders, regulations, announcements and memorandums for effective operations as identified in the Company's policy, including maintaining discipline within the organization.
8. Coordinate with the Head of the Internal Audit and the Internal Audit Committee to ensure that the business operations and risk management of the Company are in accordance with the objectives, policies, regulations, and good governance of the Company.
9. For the benefit and efficiency of good and transparent management, appoint committees or working groups; authorize one person or several persons to perform any action under the control of the Chief Executive Officer or may authorize such person to have the authority and within the period of time as the Chief Executive Officer deems appropriate. The Chief Executive Officer may cancel, revoke, change or amend the authorized person or that authorization as appropriate.
10. Perform other duties as assigned by the Executive Committee or the Board of Directors.

Nevertheless, the authorized delegation of the Executive Committee shall not have the power of attorney or approve the transaction that he or the person may have conflicts of interest (according to the definition of the Capital Market Supervisory Board and / or the Stock Exchange of Thailand and / or the relevant agencies to determine) or may have any conflict of interest with the Company or its subsidiaries and / or related companies. The Executive Committee does not have the authority to approve such actions. The matter must be proposed to the Board of Directors and / or the shareholders'

meeting for (depending on the case) prior approval. Except for approval of transactions that are in accordance with normal business and normal trading conditions which are in accordance with the notifications of the Capital Market Supervisory Board and / or the Stock Exchange of Thailand and / or related agencies.

Company Secretary

The Board of Directors Meeting (after the Company was converted to a public company) no. 1/2017 on June 30, 2017 approved the appointment of Mrs. Sunee Jantarotorn as the Company Secretary. According to the provisions of Section 89/15 of the Public Company Act BE 2535. The Secretary shall work with responsibility, carefulness, honesty, and law compliance in keeping with the objectives, regulations of the Company, resolutions of the Board of Directors Meeting and the shareholders' meeting. The roles, duties and responsibilities are the following.

The Company Secretary must perform duties with responsibility, carefulness and honesty according to the Securities and Exchange Act (no. 4) BE 2551 which has especially defined roles, duties and responsibilities for the Company Secretary as follows:

- 1) Prepare and maintain the following documents:
 - (A) Registration of directors,
 - (B) Notice of the Board of Directors Meeting, meeting minutes, and the annual report of the Company
 - (C) Notice of shareholders meeting and meeting minutes.
- 2) Maintain the Stakeholder Report or Related Party Transaction Report, reported by the director or executive.
- 3) Submit a copy of Stakeholder Report or Related Party Transaction Report according to the Section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date that the Company received the report. The Company must provide a document storage system with any evidence related to information displayed to be the correct, complete and valid. Supervise and archive the document to keep within a period of not less than 10 years from the date that such documents or information are prepared.
- 4) Perform other activities as specified by the Capital Market Supervisory Board.

Recruitment and Appointment of Directors and Senior Management

1) Director

The Nomination and Remuneration Committee will consider the nomination of the Board of Directors by qualifications and propose to the Board of Directors 'meeting and / or the shareholders' meeting in which the election of the Company's directors shall be made and approved. The criteria for the selection are the following:

1. Each shareholder has votes equal to 1 share per 1 vote.
2. In the election of directors, the voting method may be used to elect one or several directors at a time depending on what the shareholders' meeting sees suitable. However, each shareholder cannot divide their votes in the election of directors.
3. The person receiving the highest score in descending order will be elected as a director equal to the number of directors that should be or should be elected at that time. In the event that there are more than one person elected with equal votes for the particular order, in excess of the number of directors to be elected or elected at that time, the director shall be chosen by casting lot.

4. In accordance with the company's regulations, the Board of Directors is responsible for the term of office of directors. For example, at every annual general meeting of shareholders, one-third (1/3) of the number of directors shall retire from office at that time. If the number of directors cannot be divided into exactly three parts, the number should be the number closest to one third (1/3) of the directors. Those who vacate office may be chosen to return to the position again.
5. In addition to vacating office at the end of the term, Directors vacate office when he or she
 - (A) dies;
 - (B) resigns;
 - (C) lacks the qualifications and develops prohibiting characteristics under the law on public companies or securities and exchange laws;
 - (D) is expired before the end of term by the resolution issued by the shareholders' meeting, with a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having a total of not less than half of the shares held by the shareholders attending the meeting and having voting rights; or
 - (E) is ordered by the court.
6. Any director who will resign from the position shall submit a resignation letter to the Company. The resignation will be effective from the date the resignation letter reaches the Company.
7. The director who resigns under the first paragraph of number 6 may also notify his resignation to the registrar.
8. In the event that the position of the director is vacant due to reasons other than the expiration of the term, the Committee may choose the person with the qualifications and with no prohibited characteristics under the law on public limited companies or securities and exchange laws to become a director in the next board meeting unless the term of that director is less than two (2) months. The person who is appointed as the replacement director will be in the position for the remaining term of the expiring director. The resolution of the committee under the first paragraph shall consist of votes of not less than three-fourths (3/4) of the remaining directors.

2) Independent Director

The Nomination and Remuneration Committee will consider the qualifications and nomination, according to the Securities and Exchange Act, notifications of the Securities and Exchange and Commission Capital Market Board, other announcements, regulations and related regulations, of independent directors and present to the Board of Directors for approval. The number of independent directors must be at least one-third of the total number of directors and not less than 3 persons.

Qualifications of Independent Directors are as follows:

1. Holding shares not more than 1 percent of the total voting rights of the Company including that of parent company, subsidiary company, associated company, major shareholder or the person having control power of the company, as well as counting that of the related person of that independent director.
2. Not being or used to be a Director who is involved in the management of work, employees, consultants who receive regular salary or controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary, related to that of major shareholder or of the controlling person of the company unless he has been terminated for not less than 2 years prior to the date of

being appointed as an independent director. However, this restriction is not applied to a consultant of government agencies which are major shareholders or the controlling person of the Company.

3. Not having a blood relationship with or by legal registration in the form of father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling person or the person who will be nominated as a director, executives or authorized persons of the Company or its subsidiary.
4. Not having a business relationship with the Company, parent company, subsidiary company, associate company or being major shareholder or the controlling person of the Company in a manner that may interfere with his independent judgment. Not being or having been a significant shareholder, the controlling person, or having had business relationship with the Company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the Company unless he/she has been terminated for not less than 2 years before the date of appointment as an independent director.
5. Not having any business relationship including making commercial transactions both normal business operations such as renting or renting real estate, assets or services and giving or receiving financial assistance by accepting or lending loans, guaranteeing assets as collateral for liabilities or other similar circumstances resulting in the Company or the counterparty has a debt obligation of more than 3% of the net tangible assets of the Company or from 20 million baht or more. However, the calculation of such debt burden shall be in accordance with the method of calculating the value of related party transactions in accordance with the Notification of the Capital Market Supervisory Board Re: Rules on Related Party Transactions mutatis mutandis. However, the calculation of debt burden takes into account the amount of debt incurred during 1 year before the date of such business relationship.
6. Not being or having been an auditor of the Company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the company and not being a significant shareholder controlling person or partner of the audit office which has the auditor of the company, the parent company, subsidiary company, associate company, major shareholder or the controlling person of the Company under the jurisdiction of the Company, unless he has been terminated for not less than 2 years before the date of appointment as an independent director.
7. Not being or having been a professional service provider as a legal advisor or financial advisor with the service fees in excess of 2 million baht per year from the Company, its parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company. Not being a significant shareholder, controlling person or a partner of that professional service provider unless he/she has been terminated for not less than 2 years before the date of appointment as an independent director.
8. Not being a director appointed as a representative of the Company's directors, major shareholder, or shareholders who are related to major shareholders.
9. Not operating a business that has the same conditions and is a significant competition with the business of the Company or its subsidiary. Neither being a significant partner in limited partnership nor being a director who is involved in the management of employees, is an employee, a consultant who receive regular salary or is holding more than 1% of the total voting rights of other companies which operate

a business that has the same conditions and is a significant competition with the business of the Company or its subsidiary.

10. There is no other condition that makes it impossible to give independent opinions about the operations of the Company.

3) Audit Committee

The Nomination and Remuneration Committee will consider qualifications and the nomination of the Audit Committee and propose to the Board of Directors for approval. The details of the Audit Committee are as the following:

1. The Audit Committee consists of at least 3 independent directors.
2. The Audit Committee has the skills and expertise suitable to the assigned mission. At least 1 audit committee member must have knowledge, understanding or experience in accounting or finance.
3. The Board of Directors of the Company selects and appoints one Audit Committee member to be the Chairman of the Audit Committee.

Qualifications of Members of the Audit Committee are as follows:

1. Be appointed by the Board of Directors of the Company;
2. Have qualifications as specified in the public law, Securities and Exchange Act and SET regulations;
3. At least 1 member of the Audit Committee must be knowledgeable in accounting and finance.
4. Audit Committee members must be independent directors and possess the qualifications as independent directors as follows:
 - 1) Holding shares not more than 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the company, including the shareholding of the related person of that independent director;
 - 2) Not being a director who is involved in the management of work, is an employee, a consultant who receives regular salary or is the controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder, or of the controlling person of the Company unless he/she has been terminated for not less than 2 years before being appointed to be an independent director. However, this restriction is not applied to a consultant of government agencies which are major shareholders or the controlling person of the Company.
 - 3) Not having a blood relationship with or by legal registration in the form of father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling person or the person who will be nominated as a director, executives or authorized persons of the Company or its subsidiary.
 - 4) Not having or having a business relationship with the Company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the Company in a manner that may interfere with his independent judgment. Not being or having been a significant shareholder or the controlling person who has business relationship with the company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the Company unless he/she has been terminated from the aforementioned position for at least 2 years before being appointed as an independent director.

- 5) Not being an auditor of the Company, parent company, subsidiary company, associate company, major shareholder or the controlling person of the Company and not being a significant shareholder, controlling person or partner of the audit office where there is no auditor of the Company, the parent company, subsidiary company, associate company, major shareholder or the controlling person working unless he/she has been terminated for not less than 2 years before being appointed as an independent director.
- 6) Not being or having been a professional service provider as a legal advisor or financial advisor with the service fees in excess of 2 million baht per year from the Company, its parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company. Not being a significant shareholder, controlling person or a partner of that professional service provider unless he/she has been terminated for not less than 2 years before the date of appointment as an independent director.
- 7) Not being a director appointed as a representative of the Company's directors, major shareholder, or shareholders who are related to major shareholders.
- 8) Not operating a business that has the same conditions and is a significant competition with the business of the Company or its subsidiary. Neither being a significant partner in limited partnership nor being a director who is involved in the management of employees, is an employee, a consultant who receive regular salary or is holding more than 1% of the total voting rights of other companies which operate a business that has the same conditions and is a significant competition with the business of the Company or its subsidiary.
- 9) Not having any other characteristics that prevent him or her from giving independent opinions regarding the Company's operations. Being able to independently perform duties and express opinions or report the performance in accordance with the duties assigned without being under the control of the management, major shareholders of the Company including those involved or close relatives of such candidate,
5. Being a person who is generally acknowledged and accepted.
6. Be able to devote sufficient time to perform the duties of the Audit Committee.

The term of the Audit Committee is as follows:

1. The Audit Committee shall hold office for a term of 3 years.
2. In addition to the retirement of the above term, the Audit Committee vacates office upon
 - (A) death,
 - (B) resignation,
 - (C) lack of qualifications for being an audit committee according to this charter or the rules of the Stock Exchange of Thailand, and
 - (D) termination of the director position of the Company
3. Any member of the Audit Committee who would like to resign from the position shall submit a resignation letter to the Chairman of the Board of Directors, in writing at least 1 month in advance, together with the reasons and for the Board of Directors to approve. Then, the Company shall notify the Stock Exchange of Thailand of the resignation coupled with the copy of resignation. In the case that the entire Audit Committee vacates the office at the same time, it is required for that committee to maintain in the position until the new Audit Committee takes office.

4. In the event that the position of the Audit Committee is vacated for other reasons than the expiration of the term, the Board of Directors shall appoint a qualified person to be a member of the Audit Committee within 90 days for the audit committee to have the number as specified by the Board of Directors. The person who is appointed as an audit committee member is in the position only for the remaining term of the member whom he/she replaces.

4) Executive Directors

The Nomination and Remuneration Committee will consider qualifications and the nomination of executive directors and present to the Board of Directors for approval. The Executive Committee is responsible for considering various matters before presenting to the Board of Directors, managing the business in accordance with the policies, plans and goals set, and monitoring the implementation of various policies and guidelines for the management of the Company to be effective.

5) Risk Management Committee

The Nomination and Remuneration Committee will consider qualifications and the nomination of the Risk Management Committee and present to the Board of Directors for approval. The Risk Management Committee is responsible for determining the policy, the overall risk management structure, and guidelines for corporate risk management, including for regularly reporting risk management results to the Board of Directors.

6) High level executives

The Nomination and Remuneration Committee will consider the qualifications and the recruitment of Chief Executive Officer to ensure that the candidate is appropriate, knowledgeable, competent and has skills and experience that are beneficial to the operation of the Company. Then, the nomination is proposed to the Board of Directors for approval. For other senior-level executives, the qualifications will be considered by the Chief Executive Officer.

Supervision of the Use of Internal Information

The Company has a policy for the acceptable use of internal information and monitors the use of such information by directors, executives and employees (including unmarried spouses) who are aware of the Company's information, with the following details.

1. Educate directors, executives, particularly those in accounting or finance positions, department managers or higher or equivalent, regarding the duty to prepare and submit reports of their securities holdings, their spouses', and their underage children's to the Securities and Exchange Commission under Section 59 and penalties under Section 275 of the Securities and Exchange Act BE 2535.
2. Request the directors and executives, particularly those in accounting or finance positions, department managers or higher or equivalent, to prepare and submit reports of their securities holdings, their spouses', and their underage children's (Form 59-1) to be passed to the Secretary of the Company prior to submitting to the Office of the Securities and Exchange Commission every time within 30 days from the date of being appointed as an executive director. Request the executive director to report of changes in securities holdings (Form 59-2) within 3 working days from the date of purchase, sale, transfer or acceptance of such securities transfers.
3. Request the directors and executives, particularly those in accounting or finance positions, department managers or higher or equivalent and related workers who learn of important inside information which may affect the price change of securities, to suspend trading of the Company's securities in the period before the public publishing and disclosure of the financial statements or the financial status of the

Company. The Company will inform in writing the directors and executives as well as those holding executive positions in the accounting or finance field who are department managers or higher or equivalent to stop trading the Company's securities for at least 30 days in advance before the public disclosure of the information and to wait at least 24 hours after the disclosure to the public. They are also prohibited to disclose any important information to other people.

4. Determine disciplinary action if there is a violation of the use of internal information for personal gain, starting from written warnings, a cut on salary, temporary suspension of work without receiving wages, or to leave the job. The punishment is determined by the intent of the action and the seriousness of the offense.

Commission Payment to Third Parties

In order to promote the sale and expansion of the Company's product sales, the company therefore allows the incentives for and the payment of referral fees to third parties who can recommend customers to the Company in return. However, in order to achieve transparency in business operations, the Company has control over the payment of referral fees to third parties through the preparation of a history of payment of job referral, a record of the recipient's history, the recommended work, and a contract for a job advisory service to the Company. The important details of the policy regarding commission payment for job recommendations are as follows.

1. The commission fees and payment is to be approved by the Chief Executive Officer Executive, the Executive Committee, and the Board of Directors, considering primarily the amount of sales.
 - a. In the case that the sales amount is not more than 5.00 million baht, the recommendation fee will not be more than 10.00% from the sales amount and must be considered and approved by the Chief Executive Officer.
 - b. In the case that the sales amount is not more than 10.00 million baht, the payment of recommendation fees will be from 10.00% or more but not more than 20.00% from the sales and it must be approved by the Executive Committee.
 - c. In the event that the sales amount is more than 10.00 million baht or the payment of the recommendation fee is more than from 20.00 percent or more from the value of the sales, the commission payment must be considered by the Board of Directors.
2. The commission payment will be paid to the referrer when the Company has already received the payment.
3. The Company will pay the recommendation fee in baht. If trading in foreign currency, the calculation of commission is to use the exchange rate of the government on the day the Company receives payment from customers.
4. The Board of Directors, Chief Executive Officer, Advisors and Company employees are not eligible to receive any referral or commission fees.
5. In the event that the Chief Executive Officer consider other fees for referral or advice service other than those specified in this policy, the payment is to be presented to the Board of Directors for approval on a case-by-case basis.

Remuneration for Directors and Executives

The Company has clearly and transparently determined the remuneration for directors in keeping with their roles and responsibilities for the Company. The suitability of the remuneration takes into account the maximum benefit to the Company and shareholders. The details are as follows:

1. Monetary Compensation

Board of Directors

The Board of Directors Meeting no. 1/2020 on 27th February 2020 has determined the remuneration of the directors with the following details.

Director position	Directors' remuneration (Baht)			
	2019		2020	
	Meeting fee per time	Monthly compensation	Meeting fee per time	Monthly compensation
Chairman ¹	15,000	-	15,000	-
Director	10,000	-	10,000	-
Independent Director	10,000	-	10,000	-
<u>Sub-Committee</u>				
Chairman of the Audit Committee	15,000	-	15,000	-
Audit Committee	10,000	-	10,000	-
Executive Director ²	-	-	-	-
Chairman of the Nomination and Remuneration Committee ³	15,000	-	15,000	-
Nomination and Remuneration Committee ³	10,000	-	10,000	-
Chairman of the Risk Management Committee ³	15,000	-	15,000	-
Risk Management Committee ³	10,000	-	10,000	-

Note 1. The Extraordinary General Meeting of Shareholders no. 2/2017 approved the appointment of the new Chairman, namely Mr. Pitipat Thitasirinant, who is also the Chairman of the Audit Committee in place of the former chairman who resigned from the position, namely Mr. Weerapol Leelaprachakul. The meeting approved the new rate of remuneration and considered approving the remuneration of the Board of Directors by paying in the form of meeting fees as follows:

- Chairman, 15,000 baht per time
- Director and Independent Director 10,000 baht per time

However, the executive director will not receive remuneration as a director, both in the form of monthly salary and meeting allowance.

2. Executive directors are executives who receive all salaries and therefore do not set meeting allowances.

In 2019 - 2020, the Company paid remuneration in cash to the directors, with the details in the below table.

List of directors	Directors' remuneration			
	Year 2019 (Baht)		Year 2020 (Baht)	
	Director	Audit Committee	Director	Audit Committee
1. Mr. Tchakorn Leelaprachakul	-	-	-	-
2. Mr. Arkarapol Leelaprachakul	-	-	-	-
3. Mr. Ekbordin Leelaprachakul	-	-	-	-
4. Miss Duenpun Leelavivat	80,000	-	60,000	-
5. Mrs. Pompun Hirunlap	40,000	-	10,000	-

List of directors	Directors' remuneration			
	Year 2019 (Baht)		Year 2020 (Baht)	
	Director	Audit Committee	Director	Audit Committee
6. Mr. Pitipat Thitasirinant ¹	120,000	60,000	120,000	60,000
7. Mr. Kulawachara Bhurichayawarodom	50,000	30,000	70,000	40,000
8. Mrs. Smorn Terdthampiboon ¹	-	-	60,000	30,000
Total	330,000	120,000	320,000	130,000

Note: 1. Mrs. Smorn Terdthampiboon He was appointed as a director from the Board of Directors Meeting No. 1/2020 on 27 February 2020, so the total number of meetings is not equal to the other directors.

Management

In the year 2018 - 2020, the Company paid monetary compensation to executives with the following details.

Executive remuneration	2018		2019		2020	
	Number (Individual)	Remuneration (Baht)	Number (Individual)	Remuneration (Baht)	Number (Individual)	Remuneration (Baht)
Salary and bonus ³	10 ¹	11.64	11 ²	13.09	11	12.88
Other ⁴	10 ¹	4.97	11 ²	5.31	11	6.71
Total		11.97		18.40		19.59

- Note:** 1. On 1st March 2018, the Company approved the appointment of Mr. Krid Leelaprachakul as Marketing Manager. Hence, there are 10 executives, including Mr. Tchakorn Leelaprachakul, Mrs. Sarinrath Leelaprachakul, Mrs. Sunee Jantarotorn, Mr. Arkarapol Leelaprachakul, Mr. Ekbordin Leelaprachakul, Mr. Thanapong Sakulpipat, Mr. Amnat Muangcharoen, Mrs. Wanna Kijsonwang, Mr. Roengsak Kaewsart-art, and Mr. Krid Leelaprachakul
2. On 25th February 2019, the company approved the appointment of Ms. Narida Leelaprachakul as Vice President of Finance Department. Resulting in the company There are 11 executives, namely Mr. Tchakorn Leelaprachakul, Mrs. Sarinrath Leelaprachakul, Mr. Arkarapol Leelaprachakul, Ms. Narida Leelaprachakul, Mrs. Sunee Jantarotorn, Mr. Thanapong Sakulpipat, Mr. Roengsak Kaewsart-art, Mr. Ekbordin Leelaprachakul, Mr. Krid Leelaprachakul, Mr. Amnat Muangcharoen and Mrs. Wanna Kijsonwang.
3. The Company pays the monetary compensation to the executives in the bonus section twice a year, divided into the 1st time during the Chinese New Year and the 2nd time before the Songkran festival every year.
4. Other remunerations, for example, include vehicle fees, medical expenses, position money.

The Company has hired Mr. Weerapol Leelaprachakul as a business and marketing strategic advisor since July 2017, with an agreement between 6th September 2017 to provide advice on determining the investment strategy to expand the market and to build good relationships with regular customers and existing customers of the Company. The Company pays remuneration to the consultants on a monthly basis, at the rate of 150,000 baht per month with other benefits such as medical expenses which can be withdrawn according to the actual cost but not more than 6 times of the monthly advisory fee or not more than 900,000 baht per year. For the renewal of the consultancy contract of Mr. Weerapol, the Company will get the foremost importance to the benefits the Company and will get the Audit Committee to consider and comment on such transactions, ensuring if such transaction is in line with the policies and procedures of related party transactions between the Company and individuals or juristic persons that may have conflicts of interest. Then, the renewal is to be proposed to the Board of Directors meeting for further approval.

2. Number of personnel

As of 31st December 2020, the Company had a total of 169 employees (excluding 11 executives) divided into 153 regular employees and 16 daily employees.

Table showing details of the number of employees in each line from 2018 – 2020

Division	staff Number as of 31 st December 2018		staff Number as of 31 st December 2019		staff Number as of 31 st December 2020	
	Full-time (Monthly)	Daily	Full-time (Monthly)	Daily	Full-time (Monthly)	Daily
1. Accounting Department	7	-	10	-	10	-
2. Receivable Finance Department	9	-	9	-	7	-
3. Finance Department	5	-	4	-	4	-
4. Bangkok Sales Department	7	-	7	-	7	-
5. Information Department	2	-	2	-	2	-
6. Store sales department	12	-	11	-	11	-
7. Sattahip Sales Department	42	6	44	6	46	3
8. 8. Purchasing Department	5	-	5	-	5	-
9. Human Resources Department	4	-	3	-	3	-
10. Department of Welfare and Administration	12	3	11	3	12	2
11. Store front department	5	2	5	2	5	-
12. Production and warehouse department	18	18	16	17	20	10
13. Quality Control Department	11	-	10	-	10	-
14. Samrong Shipping Department	12	2	11	2	10	1
15. Marketing Department	-	-	1	-	-	-
16. Special sales department	-	-	1	-	-	-
17. Security	-	-	1	-	1	-
Total	151	31	151	30	153	16

Employee Compensation

The Company has paid compensation to employees (Excluding 11 executives) in various ways, including salary, bonus, provident fund contribution, and contributions to the social security fund, as the following details.

Table showing remuneration for employee compensation for 2018 - 2020

Employee compensation (Baht)	2018	2019	2020
Salary and bonus	40.29	39.16	40.57
Other	10.44	14.30	17.15
Total	50.73	53.46	57.72

Remark: Other remunerations are, for instance, social security fund contribution, overtime pay, allowance, position money and diligent premiums.

3. Provident Fund

The Company has established a provident fund under the management of TISCO Asset Management Company Limited as a fund management company, according to the Provident Fund Act BE 2530 (including amendments) on 1st March 2016.

4. Significant changes in the number of employees over the past 3 years

-none-

5. Significant labor disputes over the past 3 years

-none-

6. Personnel development policy of the Company

The Company has a policy to enhance knowledge and develop the potential of employees' performance by organizing training within the Company and sending staff to train outside the Company with various agencies to promote skills, knowledge, and ability of employees.

Auditor's Remuneration

The Company paid compensation for the auditing of financial statements for the year 2018 – 2019 to DIA International Company Limited and financial statements for the year 2020 to EY Office Company Limited, details as follows:

Audit fee	2018	2019	2020
Compensation (Baht)	1,350,000 ¹	1,440,000 ²	2,200,000 ³

- Note:
1. The Annual General Meeting of Shareholders for the year 2018, held on 25th April 2018 resolved to approve the appointment of the auditors of DIA International Company Limited and the audit fee of 1,350,000 baht.
 3. The Annual General Meeting of Shareholders for the year 2019, held on 29th April 2019, resolved to approve the appointment of the auditors of DIA International Company Limited and the audit fee of 1,440,000 baht.
 4. The Annual General Meeting of Shareholders for the year 2020, held on 27th April 2020 resolved to approve the appointment of the auditors of EY Office Company Limited and the audit fee of 2,200,000 baht.

9. Corporate Governance Policy

The Company's emphasis on good corporate governance practice is in accordance with the principles set by the Stock Exchange of Thailand ("The Stock Exchange"). This indicates the Company's performance that is in line with the international standards with strengthened transparency and effective management, which will in turn build confidence for shareholders, investors, and all stakeholders alike. It is believed that this will lead to the stable progress and it is viewed as an effective tool to increase and promote the value of the Company's sustainable growth. The Company has set the rules and regulations in compliance with the Principles of Good Corporate Governance for Listed Companies, 2012, providing the guidelines that cover 5 principles of corporate governance, including:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Roles of Stakeholders
4. Information Disclosure and Transparency
5. Responsibilities of the Board of Directors

Section 1: Rights of shareholders

The Company has a policy to treat all shareholders equally and with impartiality. In accordance with the rules and regulations of the relevant authorities, the shareholders' meeting process is conducted openly, transparently, and fairly. Every shareholder is entitled to equal rights set out below.

1. The Company shall send meeting invitations together with supporting information for the meeting in regard to various agendas with specified objectives and reasons, together with the opinions of the Board of Directors for every and each agenda in order to allow shareholders to study the information in advance before the date of the shareholders' meeting. With respect to the time period prescribed by laws, notifications and other related regulations, the Company allows the shareholders to appoint an independent director or any other person to attend the meeting on their behalf, using the proxy form enclosed with the invitation letter, in the event that they are unable to attend the meeting in person.
2. The Company shall facilitate the equitable treatment of all shareholders in attending the meeting both in terms of the appropriate time and location.

3. In the shareholders' meeting, the meeting will consider and cast vote in keeping with the specified agenda without changing any important information or adding an agenda in an unexpected manner during the meeting. The Company shall also provide opportunities for shareholders to have equal rights in monitoring and inquiring, expressing opinions and suggestions on the operations of the Company. The Directors and related executives must attend the shareholders' meeting to answer any questions that may arise in the meeting.
4. The Company shall increase the channels for communication of the news for the shareholders via the company's website. By bringing various news and details on the Company's website, particularly the invitation to the shareholders' meeting, the Company shall publish in advance the necessary information before the meeting date so that the shareholders can conveniently and completely download the meeting agenda and review all the relevant information.
5. All directors shall in unison attend the meeting to answer the questions from the shareholders.
6. The Company shall record the minutes of the meeting, including the questions, the suggestions, and the resolutions of the meeting and the number of votes that agree, disagree or abstain on each agenda in writing for the shareholders and related parties to check. There must also be the dissemination of the minutes of the meeting on the Company's website after the meeting has been completed and submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting.
7. The Company shall increase the convenience for shareholders to receive dividends by directly transferring the money to their relative bank accounts (if there is a dividend payment) in order to facilitate the receipt of dividend payment on time, preventing any problems that may arise from the damage, delay, or loss of checks sent.

Section 2: Equitable Treatment of Shareholders

The Company has a guideline for a fair and equal treatment of all shareholders including foreign shareholders, be they executives or not, be they major shareholders or minority shareholders, by setting and defining good practices as follows.

1. The Board of Directors gives all shareholders equal rights to monitor the operation of the Company in every shareholder meeting. The shareholders are able to ask fully and free to express their opinions and suggestions.

2. The Company shall facilitate the minority shareholders to be able to nominate directors or adding agenda to the meeting in advance of the shareholders' meeting. The Company must set clear rules in advance on methods allowing the minority shareholders to do so.
3. The Company shall provide convenience for shareholders who are unable to attend the meeting in person by allowing shareholders to appoint a person or any independent directors of the company to attend the meeting and vote on their behalf. The Company will propose at least 1 independent director in the notice or the invitation of the shareholders' meeting.
4. The meeting will be conducted in keeping with the Company's regulations and in the order of the meeting agenda for which the Company must provide sufficient and clear documents for consideration of each agenda, without adding further agenda not previously notified in advance, unless compulsory, especially for the critical agenda that shareholders may need time to study the information before making a decision.
5. The Company shall treat all shareholders equally whether they are major shareholders or minority shareholders, whether they are Thai or of foreign nationalities.
6. The Company shall make use of ballots for decision making on important items of the meeting's agenda such as selling or acquisition transactions, related party transactions to increase the transparency and trustworthiness.

Section 3: Roles of Stakeholders

The Company recognizes the importance of overseeing the internal stakeholders including shareholders and employees and external stakeholders including customers, partners, creditors, competitors, other agencies, and related communities. The stakeholders will be taken care of by the Company. According to the rights that are in accordance with relevant laws or the agreement with the Company, the Company will not violate the rights of those stakeholders. The Company has established policies and guidelines for various groups of stakeholders as stated below.

1. Policy guidelines for treatment of shareholders

The Company, along with its directors, has to conduct business with honesty, prudence, care and a broad vision, not seeking benefits for themselves and their kinfolk and not exploiting the confidential information of the organization that has not yet been disclosed to the public. The Company may not take any action which may instigate any conflicts of interest.

2. Policy guidelines for treatment of employees

The Company has a clear set of policy to treat employees fairly, to manage with unbiased judgement, to support the potential enhancement of work efficiency, to provide appropriate welfare, to treat employees with honesty, and to listen to comments and suggestions with kind understandings and sound logic. The Company shall also encourage the employees to understand the business ethics which they should follow.

3. Policy guidelines for treatment of customers

The Company has a policy to treat the customers according to the business ethics that the Company has strictly specified as follows:

- Treat customers fairly in terms of providing products and services and without discrimination;
- Do not disclose any information of the customers derived from any business operations. The information regarding the customers is to be reserved and not disclosed in any event, except where obliged by laws;
- Enable the customers to make complaints about the lack of products and services;
- Disclose accurate and complete information about products and services;
- Fairly comply with various terms and conditions agreed with customers. If not able to comply due to any adequate reasons, the Company and its staff must notify the customers and must together find a solution acceptable for both parties.

4. Policy guidelines for treatment of partners and / or creditors

The Company has a policy to treat business partners fairly by not claiming or receiving any benefits that cannot be justified by the partners. In case of not being able to comply with any earlier agreed conditions, the Company and its staff shall promptly inform the partners in advance to find solutions.

5. Policy guidelines for treatments of competitors

The Company has a policy to treat competitors under the framework of fair competition and good rules, not seeking the confidential information of competitors in any dishonest manner.

6. Policy guidelines for treatment of the community, society and environment

The Company has a policy to comply with relevant laws and regulations. The Company shall operate the business with social responsibility by providing assistance and support and volunteering for activities that are beneficial to the community and society.

Section 4: Information Disclosure and Transparency

The Board of Directors has a policy to disclose only accurate, complete, and adequate financial and other information, related to the business and operating performance of the Company in a consistent and timely manner, reflecting the true financial status and entrepreneurship, as well as the future of the business of the Company.

The Board of Directors is committed to ensuring compliance with laws, regulations relating to information disclosure and transparency. The Company shall provide information on the Company's website, in both Thai and English, and through the media distribution channels Media of the Stock Exchange of Thailand, for shareholders and other related parties to learn about the company information thoroughly. The Company shall make changes in accordance with the guidelines of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. The Company shall also offer the service of investor relations officer to communicate with the investors, shareholders, institutional investors, and minority shareholders. The Company will regularly arrange a meeting to analyze the Company's performance and disseminate the corporate information, both financial and general information to shareholders, securities analyst, credit rating companies, and related government agencies via various channels, such as reporting to the SET Securities and Exchange Commission and the website of the Company. In addition, the Company also emphasizes the importance of regular disclosing information in both Thai and English so that shareholders receive regular news through the Company's website. On the website, the information on vision, mission, financial statements, press releases, annual report, the Company's structure and management, and the shareholding structure is always updated.

Moreover, the Company sees the significance of financial reports used in reflecting the actual financial status and operating results of the Company, which must be based on accurate, complete and adequate accounting information in accordance with the generally accepted accounting standards. The Company will disclose information on each director as well as the roles and duties of the Board of Directors and the Sub-Committees of the Company in the Company's annual report (Form 56-2) and the Annual Registration Statement (Form 56-1). The Company will also disclose the remuneration of directors and the top management in the Company's annual report (Form 56-2) and in the annual registration statement (Form 56-1)

Section 5: Responsibilities of the Board

1. Composition of the Board of Directors

Board of Directors must hold the following elements:

- 1.1 According to the Company's regulations, the Board of Directors must comprise of not less than 5 members and not less than half of the total number of directors must have residence in the Kingdom of Thailand. The Director of the Company must be qualified as required by law and the director may or may not be the shareholder of the company.
- 1.2 The Board of Directors must consist of executive directors, non-executive director, and independent directors, with the number of independent director accounting for at least one third of the total directors and not less than 3 persons. Qualifications of independent directors must be as prescribed by the SEC.
- 1.3 The Board of Directors is to select one director from non-executive directors as the chairman of the board.
- 1.4 The Board of Directors is to select one person to act as the Secretary of the Board of Directors. The Secretary of the Board of Directors may or may not be a director.
- 1.5 The Board of Directors is to select one person to act as the Company Secretary.
2. Meeting of the Board of Directors

The Company sets the criteria for the Board of Directors meeting as follows.

- 2.1 The Board of Directors must arrange a meeting to acknowledge the Company's performance at least every 3 months and at least 6 times per year. In the meeting, directors must express their opinions and use independent discretion. The directors should attend every meeting, except in the event of an unforeseen circumstance for which the directors must inform the secretary of the Board of Directors in advance. The Company must report the number of meeting attendance of the Board in the annual report. The Secretary to the Board of Directors must send the invitation letter to all directors specifying the date, time, place and agenda of the meeting at least 7 days in advance. The Secretary shall collect documents for the meeting from the directors and the management to deliver to the Board in advance and such documents must provide sufficient information for decision-making. The Secretary to the Board of Directors must be the record holder of the meeting in order to prepare a meeting report which requires complete content and the minutes must be completed within 15 days from the date of the completion of the meeting to submit to the Chairman of the Board of Directors for signature. The Secretary must provide a good storage system that is easy for retrieval and maintain the confidentiality of the information.

2.2 Any director who may have a conflict of interest in any matter has no right to vote on that particular matter.

2.3 Regarding the voting at the Board of Directors' Meeting, decisions should be made based on the majority of votes. In the case of equal votes, the chairman of the meeting shall have an additional vote as a casting vote. However, the opinion of other directors which did not vote to agree must be specified in the minutes of the meeting.

3. Performance evaluation of the Board of Directors

The Company has set an annual performance evaluation of the Board of Directors in order to jointly consider and summarize the results of the work and to review the past performance, problems and obstacles, and jointly find solutions to improve the work of the Board of Directors to be more effective.

4. Directors' remuneration

The Company has set the criteria for consideration and approval of remuneration for directors as follows:

4.1 The remuneration is to be comparable to the level that is accepted in the industry and to that of other listed companies in the stock market which operates in a similar business and has a comparable size.

4.2 The remuneration shall be considered according to the experience, roles, duties and responsibilities.

4.3 The remuneration shall be considered according to the expected contribution from each director.

4.4 The remuneration shall be in accordance with the principles and policies set by the Board of Directors, within the framework approved by the shareholders' meeting, for the maximum benefit of the company. At the same time, the remuneration should be attractive and able to motivate the director's participation while taking into account the best benefits of the shareholders.

5. Development of directors and executives

In order to increase the efficiency of the work of various committees, the Company encourages the Board of Directors and senior management to participate in seminars that are beneficial to the performance of duties, including regular meetings with the Board of Directors and senior executives from various organizations. This can be done through attending a course organized by an organization that oversees the training of

its employees, courses organized by government regulators or other independent organizations such as the course “Company Directors Program” by Thai Institute of Directors which The Securities and Exchange Commission requires that directors of any listed companies must attend at least one course. For example, the courses include, namely, Directors Certification Program (DCP), Directors Accreditation Program (DAP) and Audit Committee Program (ACP). This is to bring wider knowledge and new experience for the development of the Company.

10. Corporate Social Responsibilities

10.1 Overview Policy

The Company and its subsidiaries are determined to run and to grow the business under the framework of good governance, by being transparent and regularly monitored. It also strives to develop business while creating a balance in the economy, community, society and environment. By taking into account the impact of business operations on those involved with the Company in all aspects, the Company is committed to maintaining itself to be a good example in operating business with sustainability, ethics, and good governance principles. In order to harmoniously co-exist within the community, the Company believes that development is able to go hand in hand with social responsibility. Therefore, in order to comply with the above determinations and concepts, the Company has set up the policies on social and environmental responsibilities, as listed in the 7 items below:

1) Conduct business with fairness

The Company has a policy to compete in the business environment by fair marketing and consumer protection by taking into account the impact of all stakeholders of the Company. The Company is entirely against market-dumping and corruption in all forms and at all level; it encourages all of its executives and employees to always learn and develop themselves and to strictly comply with the fair competition policy and renounce any unfair or unethical competition methods.

2) Work against all forms of corruptions

The Company is aware of the negative impact of corruption. Therefore, the Company has a strict anti-corruption policy and is against corruption of all forms at all level in the organization. If there is a clear evidence of any kind of corruption by an employee or an executive, there is the highest penalty for that convicted and the Company will take an appropriate legal action. In addition, in order to prevent any corruption that may occur within the organization or between organizations, the Company has set up a clear system for operating procedures within the organization. Also, there is a review mechanism between individuals or between various departments at almost every step of operations. Besides that, the Company also hires an external audit agency to act as a head of the internal audit. To instill the personnel's awareness of the impact of corruption, the Company has set guidelines for this matter in "the Code of Business Ethics Manual". With this regard, the Company is open for the opportunity for an informant both from internal personnel or third parties to report clues or complaints in the case of possible misconduct, as indicated in the established "Whistleblowing or Complaints" policy.

3) Respect human rights

The Company gives high importance to respect, treating all stakeholders both inside and outside of the organization with impartiality and equality by holding onto the international standards and principles of respect for human rights: basic rights to life and work, the right to express opinions and expressions, economic rights, social rights, cultural rights, religious rights and political rights without discrimination on race, religion and with non-infringement of rights. By not taking advantage of all groups of stakeholders and including those who need special care, such as children, women, people with disabilities, the elderly, the Company does not support the violation of any rights and liberties of individuals both directly and indirectly.

4) Treat workers fairly

One of the Company's policies is to allow all employees to work together under a happy working environment. The Company treats all employees at all levels as family members, with no exploitation of each other, respecting and complying with laws and ethics. The Company will not tolerate any discrimination against workers, and they must be protected and must be provided with the basic rights, fair compensation, proper welfare arrangements, as well as being safe and having a good working environment. Moreover, the Company encourages personnel to always improve and develop while maintaining a good level of morality and ethics, and to always work as a team.

5) Be responsible to consumers

The Company has a policy to focus on doing business with customers with integrity, adhering to the contract terms made with customers, delivering products that meet quality standards and meets the needs of customers, and providing accurate and sufficient information to customers for their decision-making. The staff are encouraged to prioritize building good relationships with customers, focusing on creating maximum satisfaction for customers, by being responsible, caring and always paying attention to the problems and needs of the customers first.

6) Engage in community and social developments

The Company has a policy to promote engagement in helping and connecting with the nearby communities and societies. Encouraging the executives and employees to treat local communities with friendliness, to respect the rights of local people, to be responsible to the environment, to provide opportunities for local communities' engagement, to give support for the development in various fields, the Company engages and supports good living of the community and its people on issues such as promotion of education, culture, public health, economy, job creation, and income generation, where appropriate. The Company and its subsidiaries are committed to supporting activities that are beneficial to the society and to cooperating with the government and various local

agencies, and to providing corrective actions with eagerness in the event where various difficulties that may be caused by the company's operations.

7) Protect the environment

The Company has an environmental responsibility policy. With strict compliance with the environmental laws, the Company promotes efficient environmental management by allowing the executives and its employees to jointly take care of and improve the production process to produce the least impact on the environment and surrounding communities. More importantly, the Company is determined to take immediate and serious remedial actions if receiving environmental complaints. In addition, it also promotes and educates its employees on the issues of environmental problems in order to instill a conscience in taking care of the society and the environment as a whole.

10.2 Operation and report preparation

The Company has to comply with the overall policies of social responsibilities as follows.

1) Business execution to reach the set goals and policies

The Company focuses on cultivating an understanding of the organization's goals to the employees and hopes that the staff recognize the importance of social responsibility while carrying out their responsibilities. The Company has regularly communicated its social responsibility policies to their staff so that all employees can follow in the same direction and it has also encouraged employees to regularly attend trainings and participate in various activities to increase their work skills for the benefit of society and the environment.

2) Report-preparation process

The Company has taken into account the guidelines on social responsibility and policy implementation. It has annually prepared a report of compliance with the social responsibility policy and proposed to the management which also will be disclosed in the annual registration statement. The sustainability report is also to be published every year after listing in the stock exchange.

10.3 Activities for the benefits of the society, community, and environment

Conducting business together with the engagement in social and community development and environmental protection is a central part of the Company's sustainable development goals by recognizing the benefits of giving back to the society. Therefore, the Company takes part in instilling in everyone at the organization to be an active citizen of the society, and the Company has hence taken parts in activities in various occasions as follows.

On Education

Realizing the importance of education on the youth of the country, a future major work force in the country, the Company sees that education is critical to the developments of the country in various fields, whether economic, financial, social and scientific. Hence, the Company has participated in the activities relating to education as follows, donate funds to the Child Development Center 3 (Mahawong) in the activities of the National Children's Day 2020, donating money to support the activities of the National Children's Day 2020 at Wat Pathum Kongka School. And provide training to educate about production Loading wire rope test to the Engineering Institute of Thailand under Royal Patronage (CAT) at the Company's Samrong warehouse, D4 warehouse.



Provide training to educate about production. Loading the wire rope test
For the Engineering Institute of Thailand under the Royal Patronage (CAT)
At the Company's samrong warehouse, D4 warehouse

On Social and environmental issues

The company respects customs, traditions and cultures of each locality. By carrying out activities to jointly create societies, communities, and the environment Regularly. For the community to have a better quality of life Through activities that the company conducts itself and cooperates with government agencies, private sectors and communities. As well as cooperating in various activities with the community such as donate aid bags to help victims of COVID-19 For the community of Moo 4 and Moo 5, Plutaluang Sub-District, Sattahip District, Chonburi Province and distribute rice and dried food at the Chalermprakiat Gate.



Donate aid bags to help victims of COVID-19
For the community Moo 4 and Moo 5, Plutaluang Sub-
District, Sattahip District, Chonburi Province
May 15, 2020



Distribute rice, dry food At the Chaloe Phra Kiat Arch
June 5, 2020

11. Internal Control and Risk Management

Opinion of the Board of Directors on the internal control system of the Company

The company realizes the importance of a good management of the internal control system as it contributes to the efficiency, effectiveness, transparency, and verifiability of the operations of the company. This is considered to be a mechanism for check and balance. The Board of Directors has assigned the Audit Committee to review the internal operations, as well as reviewing the operation of the company in accordance with the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission, so that the company will ultimately have good internal control system and internal audit system.

At the Board of Directors' Meeting No. 1/2017, on 30 June 2017, after the company being transformed into a public company, the Board of Directors, with the 3 members of the Audit Committee attending the meeting, evaluated the adequacy of the Company's internal control system. According to the assessment form of the adequacy of the internal control system of the Office of the Securities and Exchange Commission ("SEC"), the evaluation of the internal control system of the company captures all 5 areas including:

1. Organization and environment
2. Risk management
3. Operational control
4. Information and communication systems
5. Monitoring system

The Board of Directors is of the opinion that, in the current situation, the company has an effective management and internal control system that is sufficient and suitable for the nature of the business, while at the same time being consistent with the internal control assessment form of the SEC, and the company has a strong and efficient system to control and prevent any suspicious transactions with major shareholders, directors, executives or related persons.

In addition, the company also has an Audit Committee to review the internal control system and the operating system of the company, by coordinating with the auditor, the Internal Control System Auditor, and the company executives so that the review of financial reports and information disclosure are to be surly sufficient and reliable. In order to ensure the operation of the company to be in line with the requirements, rules, regulations, announcements, and laws of the the Stock Exchange of Thailand, the report of the Audit Committee's performance will be submitted to the Board of Directors

and will be reported in the company's annual report. The report, signed by the Chairman of the Audit Committee, is a means to ensure an adequate protection of the company's assets from the misuse of power by directors or executives, the unnecessary transaction with conflicting parties or transactions with conflicts of interests.

The company has appointed the company Internal Audit Dharmniti Co., Ltd. ("Dharmniti"), which is an outsource agency to inspect and evaluate the adequacy of the Company's internal control system (Overview Audit) and continuously monitor the performance of the company work under the company's internal control system. To ensure that the company has an effective and efficient internal control system, the internal auditor will prepare the audit report of the internal control system of the company and present the internal audit report to the Audit Committee meeting. This in turn will enable the company to have improve the quality of the internal control system which will eventually lead to the creation of good corporate governance for the company in the long run. Also, this is also a mechanism which will support operations of the employees and the organization to be efficient and smooth, meanwhile in accordance with the plans and goals set by the management. The Audit Committee is of the opinion that Dharmniti is qualified to be an internal auditor of the company due to its reliability, history, and experience of auditing companies listed on the Stock Exchange of Thailand.

Internal auditor's opinion on internal control system

The Company has appointed Dharmniti to be the Internal Audit Department which can operate and perform jobs independently and freely from any control of the company. Dharmniti has assigned Ms. Korakot Wanasawat, the head of internal audit, to be the main responsible person to perform the duties of the internal auditor. This is because Ms. Korakot Wanasawat has appropriate and suitable qualifications to perform internal audit duties of the company because of her knowledge, ability and experience in internal audit work.

In this regard, the Audit Committee Meeting No. 1/2020 on February 27, 2020, the Audit Committee Meeting No. 3/2020 on May 13, 2020, the Audit Committee Meeting No. 4/2020 on 13. August 2020 and the Audit Committee Meeting No. 5/2020 on 13 November 2020, the Internal Auditor has presented the internal control monitoring report to the Audit Committee Meeting. However, the Company should have a regular monitoring process for implementation of important recommendations.

About the head of the internal audit

Head of Internal Audit

The company has appointed Dharmniti, which is an external unit to perform internal audit duties for the company since March 26, 2015. Dharmniti has assigned Ms. Korakot Wanasawat to be the head of internal audit, the main responsible person to perform the duties of the internal auditor of the company to monitor and evaluate the internal control system of the company according to the agreed audit plan and prepare reports and suggestions to improve the operations to be in accordance with the company's internal control plan and policies in order to comply with the 5 criteria of COSO as mentioned above.

Details of the supervision of the internal audit work and the Dharmniti team are as follows.

The appropriateness as the head of internal audit

The Company considers that Dharmniti, being an external and independent agency directly reporting the audit results to the Audit Committee, has sufficient qualifications to effectively perform the duties of the internal audit of the company by having Ms. Korakot Wanasawat as the head of internal audit. She has appropriate and suitable qualifications to perform internal audit duties of the company since she has more than 5 years of knowledge, competence and has regularly attended relevant trainings in internal audit work.

Guidelines for the appointment, removal and transfer of the head of internal audit

Appointment, removal and transfer of the head of internal audit of the company must be approved by the Audit Committee, to be in accordance with the authority duties and responsibilities of the Audit Committee of the Company, approved by the resolution of the Board of Directors Meeting No. 7/2016 on 15 November 2016.

12. Related Party Transactions

Relationship

The Company has conducted related party transactions with persons/parties who may have conflicts of interest, including directors, shareholders, executives and related companies whose relationship can be summarized as follows.

Person / entity with possible conflicts	Relationship
Mrs. La-or Leelaprachakul ("Mrs. La-or")	<ul style="list-style-type: none"> - Being a major shareholder of the company, having a shareholding ratio of 11.42% of the paid-up capital - Being the grandmother of Mr. Tachakorn Leelaprachakul who is a director and the Chief Executive Officer of the Company and its subsidiaries
Mr. Veerapol Leelaprachakul ("Mr. Veerapol")	<ul style="list-style-type: none"> - Being a major shareholder of the company, having a stake of 15.00% of the paid-up capital - A son of Mrs. La-or Leelaprachakul and the father of Mr. Tachakorn Leelaprachakul, who is a director and the Chief Executive Officer of the Company and its subsidiaries
Next P&L Company Limited ("Next P&L")	<ul style="list-style-type: none"> - There is 1 mutual major shareholder with the Company, namely Mrs. La-or Leelaprachakul, currently holding 11.43% of the paid-up capital - Providing consulting services, property rental, and investment management in other companies
Lee and Sun Holding Company Limited ("Lee & Son")	<ul style="list-style-type: none"> - There is 1 mutual major shareholder with the Company, namely Mrs. La-or Leelaprachakul, currently holding 11.43% of the paid-up capital - Providing consulting services and real estate rental
Thai-German Products Public Company Limited ("Thai-German Products")	<ul style="list-style-type: none"> - Mr. Rachata Leelaprachakul, a director, is a brother of Mr. Veerapol Leelaprachakul who is the major shareholder of the Company. - Manufacturing and distributing stainless steel products, including stainless steel pipes, stainless steel sheets and stainless-steel tools under the brand TGPRO - Major shareholders of Thai-German Products are Mr. Rachata Leelaprachakul and Miss Montira Leelaprachakul, holding 24.02% and 15.42% of the paid-up capital of 3,439.58 million baht respectively
Thai Vintec (2002) Company Limited ("Thai Vintec (2002)")	<ul style="list-style-type: none"> - The 3 directors, namely Mr. Veerapan Leelaprachakul, Mrs. Wimonrat Suchaidet and Mr. Supatsai Wiratkapan, whose relationships, with Mr. Veerapol Leelaprachakul, the major shareholders of the company, are a brother, a sister and a brother-in-law. - Producing and selling PE pipes, PVC pipes, pipe fittings, pipe fittings and adhesives - Major shareholders of Thai Vintec (2002), namely, Mrs. Wilaiporn Wiratkapan, Mr.

Person / entity with possible conflicts	Relationship
	Supatchai Wiratkapan, Thai Vinitec Company Limited, Mr. Veerapan Leelaprachakul and Mrs. Wimonrat Suchaidet, holding shares in Thai Vinitec (2002), accounting for 35.62 percent, 35.62 percent, 28.49 percent, 0.00 percent and 0.00 percent of the paid-up registered capital of 70.20 million baht respectively
Thai Vinitec Company Limited ("Thai Vinitec")	<ul style="list-style-type: none"> - Producing and selling PE pipes, PVC pipes, pipe fittings, pipe fittings and adhesives - The 2 directors, namely Mr. Veerapan Leelaprachakul and Mr. Lip PinKriangkrai, are a brother and a brother-in-law of Mr. Veerapol Leelaprachakul, the major shareholder of the Company - The major shareholder of Thai Vinitec is Thai Vinitec (2002) Co., Ltd. holding 86.48% of the paid-up registered capital of 23.13 million Baht.
Sue Ngai Kai Klong Co., Ltd. ("Sue Ngai Kai Klong ")	<ul style="list-style-type: none"> - Providing office management services - The director, namely Mrs. La-or Leelaracharakul, is the major shareholder of the Company - There is 1 mutual major shareholder with the Company, namely Mrs. La-or Leelaracharakul, holding 11.43% of the paid-up capital
Solis Power Energy Company Limited ("Solis Power Energy")	<ul style="list-style-type: none"> - Supplying and selling general miscellaneous products - The director, Mr. Tchakorn Leelaprachakul, is a director and the Chief Executive Officer of the Company and its subsidiaries - There are 2 mutual major shareholders with the Company, namely Mr. Tchakorn Leelaprachakul and Miss Narida Leelaprachakul, holding shares in the Company at 6.07 percent and 6.07 percent of the paid-up capital.
Mr. Tchakorn Leelaprachakul ("Mr. Tchakorn")	<ul style="list-style-type: none"> - Being a director, an Executive Director, and Chief Executive Officer - Being a shareholder of the company, having a shareholding of 6.07% of the paid-up capital
Mr. Arkarapol Leelaprachakul ("Mr. Arkarapol")	<ul style="list-style-type: none"> - Being a director and an executive - Being a shareholder of the company, having a shareholding of 6.07% of the paid-up capital
Mr. Ekborderin Leelaprachakul ("Mr. EkBordin")	<ul style="list-style-type: none"> - Being a director and an executive - Being a shareholder of the company, having a shareholding of 6.07% of the paid-up capital
Miss Narida Leelaprachakul ("Miss Narida")	<ul style="list-style-type: none"> - Being a shareholder of 6.07% of the paid-up capital - Being an employee of the company
Mr. Krid Leelaprachakul ("Mr. Krid")	<ul style="list-style-type: none"> - Being a shareholder of 6.07% of the paid-up capital - Being an employee of the company

Details of Related Party Transactions

There are related party transactions in which the Company conducted with individuals/juristic persons that may have conflicts of interest, as of 31st December 2019 and 31st December 2020 as the following.

The company has related party transactions with Mr. Veerapol Leelaprachakul as follows.

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Expenses and income</u>				
Consultant fee	1.80	1.80	The company has hired Mr. Veerapol Leelaprachakul to be a strategic business and marketing consultant since July 2017 with a contract and responsibility to provide guidance on investment strategies for expanding potential markets and helping to build good relationships with existing regular customers and old customers of the Company. The Company agreed to pay compensation to the consultant at the rate of 150,000 baht per month and other benefits such as medical expenses, Gas and travelling expense benefit, which can be withdrawn according to the actual expense, but not more than 3 times of the monthly advisory fee or not more than 450,000 baht per year. The contract with Mr. Veerapol is for a period of 6 months and can be renewed accordingly. The renewal must be approved by the Board of Directors.	The Audit Committee is of the opinion that such transaction is reasonable because Mr. Veerapol is a knowledgeable person with an understanding of the business of the Company and is able to give marketing advice which will be beneficial to the Company.
Healthcare benefit	0.87	0.45		
Gas and travelling expense benefit	0.07	0.09		

The company has related party transactions with Propoint Global Consultants Company Limited as follows.

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Outstanding Balance</u>				
Trade accounts receivable	0.08	0.04	As of the end of the accounting period on December 31, 2020, the Company has borrowed money from Propoint in the amount of 3,500,000 baht with conditions agreed in the agreement dated 26 October 2018 and the company will gradually pay the said amount. According to the payment cycle of the company with interest of 5%, resulting in accrued interest of 29,166.66 baht, the company had accrued income of 23,725.85 baht, trade accounts receivable 75,177.13 baht and domestic creditors. 13,069,675.50 baht.	The Audit Committee is of the opinion that such transactions are reasonable because they are normal business transactions of the Company and that the transactions are in fact in accordance with general trading conditions, not causing the company to lose any benefits.
Accrued income	0.02	0.02		
Domestic creditors	413.07	9.51		
Asset purchase payables	-	0.04		
Loan	3.50	5.00		
Accrued interest expense	0.03	0.04		
<u>Expenses and income</u>				
Sale income	0.61	0.37	The company earns revenue from Propoint, which includes revenue from sales of products 607,125.90 baht, other income 290,456 baht, and expenses from Propoint include consultancy fee 3,600,000 baht, wire rope test fee 2,371,000 baht, tool repair cost 168,400 baht, service fee. Other 50,000 baht, car rental fee 2,079,000 baht and interest expense 232,513.13 baht.	The Audit Committee is of the opinion that such transactions are reasonable because they are normal business transactions of the Company and that the transactions are in fact in accordance with general trading conditions, not causing the company to lose any benefits.
Other income	0.29	0.31		
interest	-	0.02		
Consultant fee	3.60	3.60		
Wire rope Tests	2.37	2.44		
Repair	0.17	-		
Other service fees	0.05	-		
Car rental	2.08	2.08		
Interest	0.23	0.25		

The company has related party transactions with Lee and Sun Holding Company Limited as follows.

List	Item value	Item value	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	31 Dec 2020	31 Dec 2019		
	(Million baht)	(Million baht)		
<u>Outstanding Balance</u>				
Rental and service fees payable	0.47	2.08	The Company has an accrued utility bill with Lee & Son due to the fact that the Company Rented office buildings and warehouses from Lee & Sons Holding, charged at the actual electricity usage rate of 5.00 baht per unit according to the conditions agreed in the lease agreement, and the Company will gradually pay the amount according to the cycle. Company payment as a result, the outstanding balance is as at the end of the accounting period. As of December 31, 2019 and December 31, 2020, the Company has a total of 2.08 million baht and 0.47 million baht of accrued rental and service expenses, respectively.	The Audit Committee is of the opinion that such transaction is a normal business transaction and is a transaction that occurred in the past. Since 16 August 2016, the Company has entered into a new contract and changed the rental rate by using the reference rate from an independent appraiser who has already been approved by the SEC. Also, the Company has directly entered into a lease agreement on the part of the head office building with Sue Ngai Kai Klong Co., Ltd., which is the owner of the building instead of sublease from Lee and Sun in May 2017. In part of the updated contract as of September 6, 2017, the contract expands the lease from 3 years to 20 years and granting the right to the Company to be a tenant and the first buyer would result in the Company's best interest since Samrong warehouse is the main warehouse of the Company. All such transactions are considered reasonable and for the benefit of the Company.
Other payables	0.07	0.08		
Expenses in advance	0.21	-		
<u>Expenses and income</u>				
Office rental	4.87	2.62	The Company entered into a land and building lease agreement from Lee & Son for the location of its warehouse and Samrong branch office and head office. In the rental rates as follows <ul style="list-style-type: none">● Rent land and warehouse at the total rental rate of 245,800 baht per month.● Head office building rental At the rental rate of 220,704 baht per month Not including utility bills The rental fee is determined from an independent appraiser, approved by the SEC, with the new contract effective from August 2016 onwards. Such vacant land from Lee & Sun has been transferred successfully as of June 16, 2017, but still leases space in the warehouse area. Total office rental expenses were 2.62 million baht and 4.87 million baht, utility expenses 0.26 million baht and 0.21 million baht.	
Utility Bills	0.21	0.26		
Sales revenue	0.03	-		

The company has related party transactions with Thai-German Products Public Company Limited as follows.

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Outstanding Balance</u>				
Trade accounts receivable	0.11	0.10	The Company sells wire rope products to Thai-German Products Public Company Limited for use in their factories in normal business operations, with the selling price and profit margin that are comparable to the selling price and the profit margin when sold to other third parties. By determining the selling price based on the sales volume and trade conditions and payment similar to those offered to other customers, this commercial transaction is deemed a normal business operation. As from 31 December 2019 to 31 December 2020, the Company had revenue from sales and services worth of 0.19 million baht and 0.10 million baht respectively.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business transaction of the Company and that the transaction is in accordance with general trading conditions which are in line with the Company's sales and service policies. The selling price, profit margin and service rate can be compared to the selling price, profit margins and service rates to those of third parties and hence do not result in the company losing any benefits.
Trade payables	0.49	0.49		
<u>Expenses and income</u>				
sale income	0.10	0.19		
Buy	-	0.46		

The company has related party transactions with Thai Vinitec (2002) Company Limited as follows.

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Baht)	(Baht)		
<u>Outstanding Balance</u>				
Trade accounts receivable	4,074.56	13,696.00	The company sells wire rope products to Thai Vinitec (2002) Company Limited, with the selling price and profit margin that are comparable to the selling price and the profit margin when sold to other third parties. By determining the selling price based on the sales volume and trade conditions and repayment similar to those offered to other customers, this commercial transaction is deemed a normal business operation. As a result, the company has the total trade receivables as of 31 December 2019 and 31 December 2020, totaling 13,696 baht and 4,074.56 baht from 81,500 baht and 71,572 baht respectively.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business transaction of the Company and that the transaction is in accordance with general trading conditions which are in line with the Company's sales and service policies. The selling price, profit margin and service rate can be compared to the selling price, profit margins and service rates to those of third parties and hence do not result in the company losing any benefits.
<u>Expenses and income</u>				
sale income	71,572.00	81,500.00		

The company has related party transactions with Excellent Buy & Sell Company Limited as follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Baht)	(Baht)		
<u>Outstanding Balance</u>				
Accrued office rental	310,695.00	282,450.00	The company leased the building from the Excellent Buy & Sell Company Limited to be used as the headquarters at the rental rate of 310,695 baht per month, starting from 1 May 2020 onwards. This is a direct lease contract with Excellent Buy & Sell Company Limited, the owner of the building, instead of renting through Lee and Sun Holding Co., Ltd. In addition, the company has hired Excellent Buy & Sell Company Limited to manage the office with the services such as security and cleaning, at a fee of 20,000 baht per month, Close to rates from third parties and has an outstanding balance of office rent payments and utilities are recorded as other payable, totaling 49,204.01 baht because the company has made payment according to the payment cycle. The company has the amount of expenses paid. Easy to buy and sell easily, including office rent 3,615,360 baht, utility fee 153,431.63 baht, and management fee 240,000 baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions and the rental fee is comparable to those offered by other third parties. As a result, the transaction does not cause the company to lose any benefits.
Other payables	49,204.01	55,551.45		
<u>Expenses and income</u>				
Office rental	3,615,360.00	3,389,400.00		
Utilities	153,431.63	169,458.90		
Management fee	240,000.00	240,000.00		

The company has related party transactions with Trend Asia Corporation Company Limited as follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Outstanding Balance</u>				
Accounts receivable	38.36	35.84	As of May 7, 2019, Trend Asia borrowed money from the Company in the amount of 12,000,000 baht with 5% interest, resulting in the accounting period ending December 31, 2020, accrued interest income of 1.44 million baht, the company had accrued income of 1.60 million. Baht, trade accounts receivable 38.36 million baht and advance payment of 4 million baht, and the company has revenue from trend Asia, including product sales revenue 2.36 million baht, service income 0.22 baht and interest income 0.87 baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions and the rental fee is comparable to those offered by other third parties. As a result, the transaction does not cause the company to lose any benefits.
Accrued income	1.60	1.38		
Accrued interest	1.44	0.57		
Advances	4.00	1.33		
Loans	12.00	12.00		
<u>Expenses and income</u>				
Sales revenue	2.36	2.70		
Service income	0.22	18.20		
Interest income	0.87	0.57		

The company has related party transactions with Ms. Siraya Asnapetch follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Expenses and income</u>				
Payable from purchase of shares	5.60	5.60	The company is still unable to pay the share price to Ms. Siraya Asnapetch because the company Still have to confiscate the deduction of the expenses due to Ms. Siraya Asnapetch is still responsible for the company Complete the water quality improvement system for 9 shrimp farms and have passed the performance test. And is ready to sell water in accordance with the terms and conditions specified in the water quality improvement contract relating to 9 shrimp farms under the share purchase agreement When done If there is still any money left, then the company will pay the remaining amount to Ms. Siraya Asnapetch immediately.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions. As a result, the transaction does not cause the company to lose any benefits.
Other receivables	0.02	0.02		

The company has related party transactions with International Water Management Company Limited as follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Outstanding Balance</u>				
Trade accounts payable-related companies	0.60	0.60	As of December 31, 2020, the Company hired International Water Management Company Limited to undertake the construction, design, installation of the water quality improvement system. For shrimp farms with trade payable 0.60 million baht, advance payment for service fee 3.09 million baht and performance guarantee 0.77 million baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions and the rental fee is comparable to those offered by other third parties. As a result, the transaction does not cause the company to lose any benefits.
Advance payment for service	3.09	3.09		
Retention deposit	0.77	0.77		

The company has related party transactions with Solis Power Energy Company Limited as follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(Million baht)	(Million baht)		
<u>Expenses and income</u> Accrued expenses	23,141.96	-	The Company has accrued expenses from Solis Power Energy Company Limited in the amount of 23,141.96 baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions. As a result, the transaction does not cause the company to lose any benefits.

The company has related party transactions with Ms. Suvaphat Onmikool follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(baht)	(baht)		
<u>Expenses and income</u> Other receivables	2,889.00	2,889.00	The company has other receivables with Ms. Suvaphat Onmikool in the amount of 2,889.00 baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions. As a result, the transaction does not cause the company to lose any benefits.

The company has related party transactions with Mr. Pinai Puangmanee follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(baht)	(baht)		
<u>Expenses and income</u> Other receivables	2,889.00	2,889.00	The company has other receivables with Mr. Pinai Puangmanee in the amount of 2,889.00 baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions. As a result, the transaction does not cause the company to lose any benefits.

The company has related party transactions with Mr. Tatchaphon Leelaprachakul follows

List	Item value 31 Dec 2020	Item value 31 Dec 2019	Necessity and Reasonableness of the transaction	Opinion of the Audit Committee
	(baht)	(baht)		
<u>Outstanding Balance</u>				
Accrued consultant fees	150,000.00	150,000.00	The company hired Mr. Tatchaphon Leelaprachakul to be the controller of the position. "Supervisor for water quality improvement through the ultrafiltration and ozone system (Project Manager)" of the company with a contract between the parties. In order to give advice, take care, control and monitor the project's operation, the company agreed to pay compensation to the supervisor. Until project completion Totaling 150,000 baht.	The Audit Committee is of the opinion that such transaction is reasonable because it is a normal business support transaction of the Company and that the transaction is in accordance with general trading conditions. As a result, the transaction does not cause the company to lose any benefits.

Necessity and reasonableness of the connected transaction

Audit Committee Meeting No. 3/2020 on 13 May 2020 Audit Committee Meeting No. 4/2020 on 13 August 2020 Audit Committee Meeting No. 5/2020 on 13 November the meeting of the Audit Committee No. 1/2021 on March 1, 2021 considered the Company's related transactions. In the fiscal year ended March 31, 2020, June 30, 2020, September 30, 2020 and December 31, 2020, together with inquiries from the Company's management. As well as reviewing information as specified in the notes to the Company's auditors' financial statements and of the opinion that inter-company transactions of the Company In the fiscal year ended March 31, 2020, June 30, 2020, September 30, 2020 and December 31, 2020, the transaction is divided into 5 groups:

1. Normal business transactions meaning any core business transactions that the Company or its subsidiaries perform in main business activities such as trading of goods, providing services, purchasing products for resale;
2. Regular business supporting activities or programs including trade transactions which companies in the same industry usually conduct in order to support the normal business activities;
3. Rental or lease of immovable property not more than 3 years and cannot show that there are under the general commercial conditions;
4. Items relating to assets or services such as acquisition or disposal of assets, providing / receiving services, investing / selling investments in the business;
5. Providing or receiving financial assistance meaning giving or receiving financial funds by accepting or giving loans, guaranteeing assets as collateral for the debt as well as other similar circumstances.

Measures or Procedures for Approving Related Party Transactions

In the past, related party transactions were approved by the Board of Directors since the Company had not yet appointed an audit committee and there was no requirement for related party transactions. Therefore, the transactions were not approved by the Audit Committee. However, the Board of Directors has taken into account the best interests of the Company in entering into transactions with related persons or parties who may have conflicts of interest. After the Company has appointed the Audit Committee and at the meeting of the Board of Directors No. 9/2015 on 20th of October 2015, the Board of Directors resolved to approve the policies and procedures for related party transactions. The Company and its subsidiaries with individuals or juristic persons that may have conflicts of interest in order to make the transactions transparent and to protect the interests of the Company and its subsidiaries, summarized as follows:

1) Transaction or trade agreement with general trading conditions

Regular business transactions and regular business supporting activities such as land and building rentals must be operated under general commercial conditions and with fair prices. These can be compared to the inter-company transactions between the company and/or subsidiaries with the general public, to transactions between individuals who may have conflicts of interest, or to transactions conducted in the same manner of other business operators. For these transactions, the management of the Company and its subsidiaries can operate unexceptionally under the principles previously approved by the Board of Directors. Also, a summary report of such transactions that have occurred in the past period must be prepared and provided at the Audit Committee meeting every quarter. Moreover, the Company and its subsidiaries will comply to the rules and regulations, notifications, orders or requirements of the Stock Exchange of Thailand including complying with the regulations regarding the disclosure of related party transactions.

2) Transaction or trade agreement not falling under general trade conditions

For any transaction that its conditions do not fall into a general trade terms and conditions, the Company and its subsidiaries are required to have the Audit Committee consider and comment on the appropriateness of the transaction and price of that item before presenting it to Board of Directors and/or the shareholders' meeting for approval on a case-by-case basis. However, in the event that the Audit Committee does not have an expertise in considering that particular related party transactions that may occur, the Company and its subsidiaries will proceed by seeking assistance from an independent appraiser, independent experts or the Company's and/or its subsidiaries' auditors to give opinions on such related party transactions. The opinions of the independent experts will be used by the Audit Committee in making decisions and providing opinions to the Board of Directors and/or the shareholders, as the case may be, to gain approval on such transactions before entering into the transaction. In this regard, the Company and/or its subsidiaries will disclose the related party transaction information in the notes to the financial statements that have been audited by the Company's and its subsidiaries' auditors. Additionally, the Company and/or its subsidiaries will disclose such related party transactions in the Annual Registration Statement (Form 56-1) and the Annual Report (Form 56-2) and comply with the rules and regulations regarding Securities and Exchange, laws, notifications, orders or requirements of the Stock Exchange of Thailand. For any related party transaction, the affected person who may have a conflict of interest or is having a conflict of interest will not have the right and will be refrained from voting on such transaction.

Policy or Trend of Related Party Transactions in the Future

The Company and its subsidiaries have possible connected transactions that may occur in the future, including sales of products and services, office building rental, which have been audited and approved before entering into the transaction by the Audit Committee and the Board of Directors. In any case, the Audit Committee will review and comment on related party transactions pertaining to normal business transactions or normal business supporting activities on a quarterly basis. Nevertheless, for any transactions that do not falls into a normal business category which may arise in the future, the Company and/or its subsidiaries will every time arrange for the Audit Committee to review the necessity and reasonableness of the transaction before entering into the related party transaction.

If the Company and/or its subsidiaries are required to make related party transactions with persons or parties that may have a conflict of interest with the Company and its subsidiaries, the Company and its subsidiaries will comply with the policies and procedures regarding the approval of related party transactions, previously set to generate appropriate and fair business transactions. In this regard, the Company and its subsidiaries will ensure that the transactions have the same trade conditions similar to those conducted with other third parties.

The Company and/or its subsidiaries will allow the Audit Committee to review and give opinions on the necessity and appropriateness before entering into such transactions. In the event that the Audit Committee does not have an expertise in considering the particular related transactions that may occur, the Company and/or its subsidiaries will seek the advice from an independent appraiser, independent experts or the Company's and its subsidiaries' auditors. The opinions will be used for decision making of the Audit Committee, and/or the Board of Directors, and/or the shareholders, as the case may be. The size of the transaction will also be taken into consideration.

The company and its subsidiaries will disclose such related party transactions in the annual information disclosure form (Form 56-1) and the annual report (Form 56-2) and comply with the rules and regulations on securities and exchange, laws, announcements, orders of the Stock Exchange of Thailand. For any related party transaction, the affected person who may have a conflict of interest or is having a conflict of interest will not have the right and will be refrained from voting on such transaction.