



Enclosure 2

Management and Corporate Governance

7. Securities Information and Shareholders

7.1. Company's Securities

As at 31 December 2020

Registered capital	: 2,165,520,000 baht (2,165,520,000 ordinary shares of 1 baht each)
Paid-up capital	: 2,165,517,966 baht (2,165,517,966 shares of 1 baht each)
Name of the market	: The Stock Exchange of Thailand
Symbol	: DOHOME

According to the information on ordinary shareholders, the number of Company's shares held by Thai NVDR Company Limited (Thai NVDR) as at 30 December 2020 is 33,484,273 shares, equivalent to 1.5 percent of the total number of shares sold and purchased. NVDR holders does not have a voting right in the shareholders' meeting, except voting with respect to delisting. Therefore, the number of shares with a voting right is decreased, while making the voting right of other shareholders increased. Shareholders and investors can check the number of shares held by Thai NVDR at the SET's website for the benefit of their voting right.

7.2. Shareholding Structure

At the book closing date as at 30 December 2020, the Company's registered capital was 2,165,520,000 shares, of which 2,165,517,966 shares had been paid up. The top 10 shareholders are listed below:

No.	Name of Shareholder	Number of Share	Shareholding (%)
1	Dohome Holding Company Limited	630,000,000	29.1
2	Mr. Adisak Tangmitrphracha	252,000,000	11.6
3	Mrs. Nattaya Tangmitrphracha	189,000,000	8.7
4	Ms. Ariya Tangmitrphracha	126,000,000	5.8
5	Mrs. Salitip Ruangsuttipap	126,000,000	5.8
6	Mr. Maruay Tangmitrphracha	126,000,000	5.8
7	Amplus Holdings Limited	120,199,999	5.5
8	Mr. Pongsak Thammathataree	109,932,000	5.1
9	Mr. Jeeradaj Jongwattanasinkul	58,000,000	2.7
10	SCB DIVIDEND STOCK 70/30 LONG TERM EQUITY	16,850,500	0.8

Notes – As of 30 December 2020, the Company's free float is at 22.4 percent approximately and the shareholding of institutional investors is at 11.3 percent approximately.

- The (1) shareholder, Dohome Holding Company Limited, has the following major shareholders : Mr. Adisak Tangmitrphracha holding shares at 35.0 percent, and Mrs. Nattaya Tangmitrphracha holding shares at 35.0 percent of the total shares sold and purchased (as of 3 December 2020).

- The (7) shareholder, AMPLUS HOLDINGS LIMITED, has the following major shareholders : Mr. Adisak Tangmitrphracha holding shares at 35.0 percent, and Mrs. Nattaya Tangmitrphracha holding shares at 35.0 percent of the total shares sold and purchased (as of April 2020).

7.3. Dividend Policy of the Company

1.Dividend policy of Dohome public Company Limited

The Company's dividend policy is to pay out dividends at a rate of not less than 30.0 (Thirty) percent of the net profit reported in the consolidated financial statements but not exceeding the retained earnings reported in the separate financial statements after corporate income tax and all reserves required by law and the company regulation.

Such dividend payment may be changed upon other factors the Board of Directors considers necessary and appropriate, for instances, the performance, liquidity, cash flow, financial position, working capital for business management and expansion, economic condition and other necessities in the future.

Payout of dividend must be approved by the shareholders' meeting except the interim dividend which may be approved by the Board of Directors from time to time if the Company's profit deems sufficient to do so and such dividend payment shall be reported in the next shareholders' meeting.

Record of Dividends Payout for the 2019 Result of Operations

	2019
Ratio of stock dividend payout (existing share : stock dividend)	(6 : 1)
Stock dividend per share	0.166666666667
Cash dividend per share (unit : bath/share)	0.018518518519
Total dividend payout (unit : baht/share)	0.185185185186
Ratio of dividend to net profit	52.98%

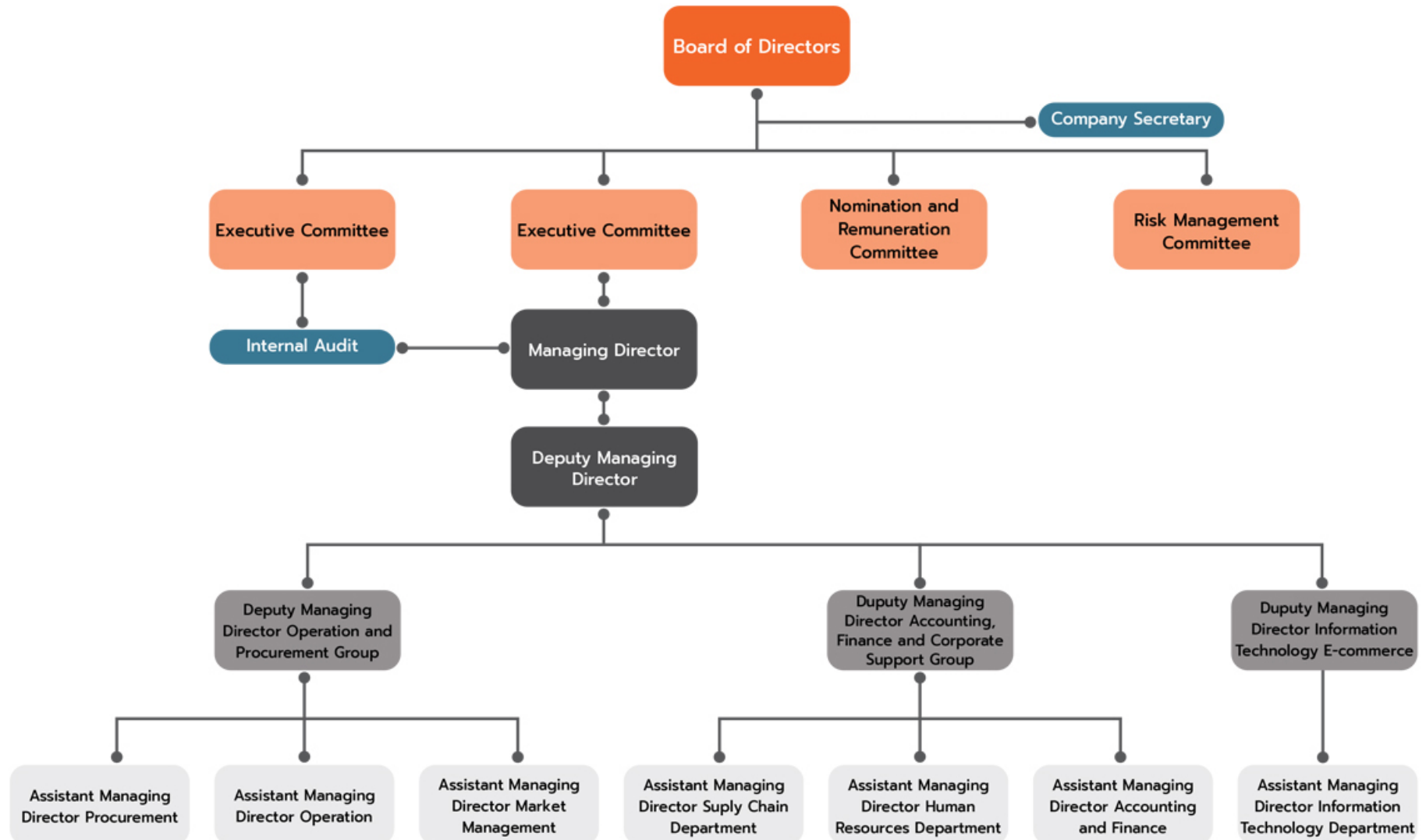
2.Dividend Policy of the Subsidiaries

Companies have a policy to pay out dividends at least once a year subject to the approval of the Board of Directors and/or the shareholder meeting of each subsidiary taking into consideration the business performance, liquidity, cash flow, financial status, requirement for working capital for business management and expansion, economic conditions and other factors deemed appropriate by the respective Board of Directors and/or the shareholder meeting.

In order for the subsidiaries' payout of dividend to be in compliance with the corporate governance principle, be transparent and be able to verify, when it is paid, the director, who is the Company's representative in each subsidiary, shall report on such dividend payment to the next Company's Board of Directors' meeting.

8. Management Structure

As of 31 December 2020, is showing below.



8.1. Board of Directors

The Board of Directors consists of 11 directors as follows:

- Five independent directors, equaling to 45.45 percent of the total number of directors and are independent from the executives and major shareholders, comprise:

- | | | |
|------------------|------------------|--|
| 1. Mr. Suvait | Theeravachirakul | Independent Director and Chairman of Audit Committee |
| 2. Mr. Chatrchai | Tuongratanaphan | Independent Director and Member of Audit Committee |
| 3. Mr. Chalit | Thongprayoon | Independent Director and Member of Audit Committee |
| 4. Ms. Sopawadee | Lertmanaschai | Independent Director |
| 5. Mr. Tarin | Thaniyavarn | Independent Director |

- Six non-executive directors and five executive directors

- Not less than the past 2 year, all directors have never been employees, shareholders or partners of PricewaterhouseCooper ABAS who is the external auditor for the Company and its subsidiaries.

8.1.1. Names and Positions of the Board of Directors

As of 31 December 2020, the Board of Directors consisted of eleven directors as follows:

Name	Position
1. Mr. Chatrchai Tuongratanaphan	Chairman, Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee
2. Mr. Adisak Tangmitrphracha	Vice Chairman, Chairman of the Executive Committee and Risk Management Committee Member
3. Mrs. Nattaya Tangmitrphracha	Director, Deputy Executive Committee and Nomination and Remuneration Committee Member
4. Ms. Ariya Tangmitrphracha	Director and Executive Committee Member
5. Mrs. Salitip Ruangsuttipap	Director and Executive Committee Member
6. Mr. Maruay Tangmitrphracha	Director and Executive Committee Member
7. Ms. Pikun Somwan	Director
8. Mr. Chalit Thongprayoon	Director, Independent Director, Audit Committee Member and Chairman of the Risk Management Committee
9. Mr. Suvait Theeravachirakul	Director, Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee Member and Risk Management Committee Member
10. Ms. Sopawadee Lertmanaschai	Director, Independent Director
11. Mr. Tarin Thaniyavarn	Director, Independent Director

Ms. Mayuree Seeta is the Company Secretary appointed by the Board of Directors' Meeting no. 1/2018 dated 28 May 2018.

8.1.2. Authorized Directors

(1) The authorized directors of the Company, who can sign and bind the Company, are any two of the following five directors, provided that they jointly sign with the Company's seal affixed: Mr. Adisak Tangmitrphracha, Mrs. Nattaya Tangmitrphracha, Ms. Ariya Tangmitrphracha, Mrs. Salitip Ruangsuttipap And Mr. Maruay Tangmitrphracha.

(2) Any two of the following six directors can sign and bind the Company on the application or document submitted to the Revenue Department, the Customs Department, the Department of Business Development under the Ministry of Commerce, the Foreign Workers Administration Office, the Immigration Bureau, the Department of Skill Development, the Ministry of Industry, the Ministry of Public Health and other official agencies relevant to the submission of tax filing, import and export document, application for work permit and business license, provided that they jointly sign with the Company's seal affixed: Mr. Adisak Tangmitrphracha, Mrs. Nattaya Tangmitrphracha, Ms. Ariya Tangmitrphracha, Mrs. Salitip Ruangsuttipap, Ms. Pikun Somwan And Mr. Maruay Tangmitrphracha.

8.1.3. Board of Directors' Meeting

Details of the Board of Directors' Meeting attendance were summarized below.

Name	Position	the Board of Directors' Meeting of 2020	
		Total Number of Meetings	Number of Meeting Attendance
1. Mr. Chatrchai Tuongratanaphan	Chairman, Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee	6	6
2. Mr. Adisak Tangmitrphracha	Vice Chairman, Chairman of the Executive Committee and Risk Management Committee Member	6	6
3. Mrs. Nattaya Tangmitrphracha	Director, Deputy Executive Committee and Nomination and Remuneration Committee Member	6	6
4. Ms. Ariya Tangmitrphracha	Director and Executive Committee Member	6	4
5. Mrs. Salitip Ruangsuttipap	Director and Executive Committee Member	6	6
6. Mr. Maruay Tangmitrphracha	Director and Executive Committee Member	6	6
7. Ms. Pikun Somwan	Director	6	6
8. Mr. Chalit Thongprayoon	Director, Independent Director, Audit Committee Member and Chairman of the Risk Management Committee	6	6
9. Mr. Suvait Theeravachirakul	Director, Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee Member and Risk Management Committee Member	6	6
10. Ms. Sopawadee Lertmanaschai	Director, Independent Director	6	6
11. Mr. Tarin Thaniyavarn	Director, Independent Director	6	5

8.2. Committees

8.2.1. Audit Committee

As of 31 December 2020, the Audit Committee consisted of three members as follows:

Name	Position	The Audit Committee Meeting of 2020	
		Total Number of Meetings	Number of Meeting Attendance
1. Mr. Suvait Theeravachirakul	Chairman of the Audit Committee	4	4
2. Mr. Chatrchai Tuongratanaphan	Audit Committee Member	4	4
3. Mr. Chalit Thongprayoon	Audit Committee Member	4	4

8.2.2. Executive Committee

As of 31 December 2020, the Executive Committee consisted of five members as follows:

Name	Position
1. Mr. Adisak Tangmitrphracha	Chairman of the Executive Committee
2. Mrs. Nattaya Tangmitrphracha	Deputy Executive Committee
3. Ms. Ariya Tangmitrphracha	Executive Committee Member
4. Mrs. Salitip Ruangsuttipap	Executive Committee Member
5. Mr. Maruay Tangmitrphracha	Executive Committee Member

Ms. Pikun Somwan is the Executive Committee's advisor, who has been appointed by the Board of Directors' Meeting no. 1/2018 dated 28 May 2018.

8.2.3. Nomination and Remuneration Committee

As of 31 December 2020, the Nomination and Remuneration Committee consisted of three members as follows:

Name	Position	The Nomination and Remuneration Committee Meeting of 2020	
		Total Number of Meetings	Number of Meeting Attendance
1. Mr. Chatrchai Tuongratanaphan	Chairman of the Nomination and Remuneration Committee	2	2
2. Mrs. Nattaya Tangmitrphracha	Nomination and Remuneration Committee Member	2	2
3. Mr. Suvait Theeravachirakul	Nomination and Remuneration Committee Member	2	2

8.2.4. Risk Management Committee

As of 31 December 2020, the Risk Management Committee consisted of three members as follows:

Name	Position	The Risk Management Committee Meeting of 2020	
		Total Number of Meetings	Number of Meeting Attendance
1. Mr. Chalit Thongprayoon	Chairman of the Risk Management Committee	4	4
2. Mr. Adisak Tangmitrphracha	Risk Management Committee Member	4	4
3. Mr. Suvait Theeravachirakul	Risk Management Committee Member	4	4

8.3. Management

As of 31 December 2020, the Company had the following eleven managements.

Name	Position
1. Mr. Adisak Tangmitrphracha	Managing Director
2. Mrs. Nattaya Tangmitrphracha	Deputy Managing Director
3. Ms. Ariya Tangmitrphracha	Deputy Managing Director (Operation and Procurement Group) and Assistant Managing Director (Procurement Department)
4. Mrs. Salitip Ruangsuttipap	Deputy Managing Director (Accounting, Finance and Corporate Support Group)
5. Mr. Maruay Tangmitrphracha	Deputy Managing Director information technology and E-commerce
6. Mr. Chayanon Horpattaporn	Assistant Managing Director (Accounting and Finance Department)
7. Mrs. Jintana Koontawee	Assistant Managing Director (Operation Department)
8. Ms. Pannee Phiwnaun	Assistant Managing Director (Procurement Department)
9. Mrs. Nongyao Sa-art	Assistant Managing Director (Human Resources Department)
10. Mr. Aphiyuch Fookul	Assistant Managing Director (Information Technology Department)
11. Mrs. Pornsiri Loesrapaporn	First Assistant Vice President (Accounting Department)

8.4. Company Secretary

The Board of Directors' Meeting no. 1/2018 dated 28 May 2018, resolved the appointment of Ms. Mayuree Seeta as the Company Secretary to be in compliance with the section 89/15 of the Securities and Exchange Act.

The Authority, Duty and Responsibility of the Company Secretary

The Company Secretary is appointed by the Board of Directors to be responsible for the following functions:

- (1) Prepare and keep the following documents:
 - (a) a register of directors;
 - (b) a notice calling the Board of Directors' meeting, a minute of the Board of Directors' meeting;
 - (c) an annual report of the Company;
 - (d) a notice calling shareholders' meeting and a minute of shareholders' meeting

(2) Collect information of major shareholders, directors, executives, related persons including their connected parties in order to monitor and review related party transactions or transactions which may have conflict of interest.

(3) Keep reports on stake holding submitted by directors or executives and submit a copy of such reports to the Chairman of the Board of Director and the Chairman of the Audit Committee within seven days from the date on which the Company has received such reports.

(4) Perform any other acts as specified in the notification of the Capital Market Supervisory Board.

(5) Provide preliminary advice and recommendations pertaining to legal, regulatory and governance issues and practices necessary for the Board of Directors for acknowledgement and constantly monitoring the compliance. Also, if there is any significant change in the laws, rules and/ or regulations, the Board of Directors' has to be informed.

(6) Monitor and ensure the disclosure of information and reports under responsibility to the authorities supervising the Company under the regulations and requirements of such authorities.

(7) Organize the shareholders' meetings and the Board of Directors' meetings in accordance with the laws, the Company's Articles of Association and other relevant requirements.

(8) Manage the activities of the Board of Directors and any other acts to comply with the laws and/ or as specified by the Capital Market Supervisory Board and/ or as assigned by the Board of Directors.

8.5. Remuneration of Directors and Executives

The Company's has the Nomination and Remuneration Committee to considered and approved to propose of the principles of remuneration of directors to approved by shareholders meeting.

Remuneration of Directors Committee

In the 2019, the Nomination and Remuneration Committee has considered and approved and propose to the 2019 Annual General Meeting of shareholders dated 26 April 2019 approved the directors' remuneration for the year 2019 as per details showing below.

1. Monetary Remuneration

1.1 Monthly remuneration

- Chairman	40,000 Baht / person / Month
- Vice Chairman	35,000 Baht / person / Month
- Director Member	30,000 Baht / person / Month

1.2 Meeting fee of Committee

- Chairman	30,000 Baht / person / Month
- Vice Chairman	25,000 Baht / person / Month
- Director Member	25,000 Baht / person / Month

1.3 Meeting fee of Sub-Committee

- Chairman	25,000 Baht / person / Month
- Director Member	20,000 Baht / person / Month

The Directors, who are the Company's executives or employees, shall not be eligible for the retaining fee and attendance fee as members of the Board of Directors and committees.

2. Other Remuneration

-None-

Details of the remuneration of monetary directors for the year 2020 are as follows:

Name	Position	Meeting fee	Monthly remuneration	Total
1. Mr. Chatrchai Tuongratanaphan	Chairman, Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee	250,000	480,000	730,000
2. Mr. Adisak Tangmitrphracha	Vice Chairman, Chairman of the Executive Committee and Risk Management Committee Member	n/a	n/a	-
3. Mrs. Nattaya Tangmitrphracha	Director, Deputy Chairman of Executive Committee and Nomination and Remuneration Committee Member	n/a	n/a	-
4. Ms. Ariya Tangmitrphracha	Director and Executive Committee Member	n/a	n/a	-
5. Mrs. Salitip Ruangsuttipap	Director and Executive Committee Member	n/a	n/a	-
6. Mr. Maruay Tangmitrphracha	Director and Executive Committee Member	n/a	n/a	-
7. Ms. Pikun Somwan	Director	n/a	n/a	-
8. Mr. Chalit Thongprayoon	Director, Independent Director, Audit Committee Member and Chairman of the Risk Management Committee	280,000	360,000	640,000
9. Mr. Suvait Theeravachirakul	Director, Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee Member and Risk Management Committee Member	320,000	360,000	680,000
10. Ms. Sopawadee Lertmanaschai	Director, Independent Director	100,000	360,000	460,000
11. Mr. Tarin Thaniyavarn	Director, Independent Director	75,000	360,000	435,000

Remuneration of Executives

(a) Monetary Remuneration

Remuneration of executives consisted of monthly salary and bonus as per details showing below.

	2019	2020
Number of Executives (Person) ⁽¹⁾	8	11
Remuneration (Baht)	23,191,622	18,865,922

Remarks: (1) In light of the gravity of COVID-19 pandemic in 2020 which has widely affected the business, five executive directors have willfully decided not to receive salary or any other remuneration from the Company during May 2020 – December 2020 so that the Company could allocate such remuneration to other company personnel who were in need.

(b) Other Remuneration

Other remuneration of executives consisted of provident fund and social security fund as per details showing below.

	2019	2020
Number of Executives (Person) ⁽¹⁾	8	11
Remuneration (Baht)	713,381	569,230

Remarks: (1) In light of the gravity of COVID-19 pandemic in 2020 which has widely affected the business, five executive directors have willfully decided not to receive salary or any other remuneration from the Company during May 2020 – December 2020 so that the Company could allocate such remuneration to other company personnel who were in need.

8.6. Directors and Executives who are in control of subsidiaries

Name of Director	Company Name	
	Dohome Group Co., Ltd.	Dohome Energy Co., Ltd.
1. Mr. Adisak Tangmitrphracha	C	C
2. Mrs. Nattaya Tangmitrphracha	/	/
3. Ms. Ariya Tangmitrphracha	/	/
4. Mrs. Salitip Ruangsuttipap	/	/
5. Mr. Maruay Tangmitrphracha	/	-

C = Chairman, / = Director

8.7. Details of changes in the directors' shareholding in 2020

No.	Full Name	Position	No. of shares hold as of 1 Jan 20	Change of number of shares	No. of shares hold as of 31 Dec 20	Shareholding proportion (%)
1.	Mr. Chatrchai Tuongratanaphan, including spouse and minor children	Chairman, Independent Director, Audit Committee Member and Chairman of the Nomination and Remuneration Committee	- -	- -	- -	- -
2.	Mr. Adisak Tangmitrphracha, including spouse and minor children	Vice Chairman, Chairman of the Executive Committee and Risk Management Committee Member	216,000,000 162,000,000	36,000,000 27,000,000	252,000,000 189,000,000	11.6% 8.7%
3.	Mrs. Nattaya Tangmitrphracha, including spouse and minor children	Director, Deputy Chairman of Executive Committee and Nomination and Remuneration Committee Member	162,000,000 216,000,000	27,000,000 36,000,000	189,000,000 252,000,000	8.7% 11.6%
4.	Ms. Ariya Tangmitrphracha, including spouse and minor children	Director, Deputy Managing Director – Operations and Procurement, and Assistant Managing Director – Procurement	108,000,000 146,800	18,000,000 141,133	126,000,000 287,933	5.8% 0.0%
5.	Mrs. Salitip Ruangsuttipap, including spouse and minor children	Director, Deputy Managing Director – Accounting, Finance and Organization Support	108,000,000 -	18,000,000 -	126,000,000 -	5.8% -

No.	Full Name	Position	No. of shares hold as of 1 Jan 20	Change of number of shares	No. of shares hold as of 31 Dec 20	Shareholding proportion (%)
6.	Mr. Maruay Tangmitphracha, including spouse and minor children	Director, Deputy Managing Director – Information Technology and Online Marketing	108,000,000 -	18,000,000 -	126,000,000 -	5.8% -
7.	Ms. Pikun Somwan, including spouse and minor children	Director	223,000 -	124,466 -	347,466 -	0.0% -
8.	Mr. Chalit Thongprayoon, including spouse and minor children	Director, Independent Director, Audit Committee Member and Chairman of the Risk Management Committee	- -	- -	- -	- -
9.	Mr. Suvait Theeravachirakul, including spouse and minor children	Director, Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee Member and Risk Management Committee Member	- -	- -	- -	- -
10.	Ms. Sopawadee Lertmanaschai, including spouse and minor children	Director, Independent Director	- -	- -	- -	- -
11.	Mr. Tarin Thaniyavarn, including spouse and minor children	Director, Independent Director	- -	- -	- -	- -

8.8. Details of changes in the executives' shareholding in 2020

No.	Full Name	Position	No. of shares hold as of 1 Jan 20	Change of number of shares	No. of shares hold as of 31 Dec 20	Shareholding proportion (%)
1.	Mr. Chayanon Horpattaporn, spouse and minor children	Assistant Managing Director	- -	- -	- -	- -
2.	Mrs. Jintana Koontawee, spouse and minor children	Assistant Managing Director	120,000 -	(120,000) -	- -	- -
3.	Ms. Pannee Phiwnaun, spouse and minor children	Assistant Managing Director	19,900 -	(15,350) -	4,550 -	0.0% -
4.	Mrs. Nongyao Sa-art, spouse and minor children	Assistant Managing Director	128,200 -	43,700 -	171,900 -	0.0% -
5.	Mr. Aphiyuch Fookul, spouse and minor children	Assistant Managing Director	30,000 -	(10,000) -	20,000 -	0.0% -
6.	Mrs. Pornsiri Loesrapaporn, Spouse and minor children	Deputy Accounting Director	- -	- -	- -	- -

8.9. Personnel

Number of Personnel

As of 31 December 2018, 2019 and 2020, the Company's group the details were as follows:

Personnel details	Number of Personnel (Person)		
	As of 31 December		
	2018	2019	2020
Head Quarters	396	461	725
Branch	3,109	3,245	4,451
Total	3,505	3,706	5,176

Source: Company's data

Personnel Compensation

As of the year ended December 31, 2018, 2019 and 2020, the Company paid compensation to employees (excluding executives) in various forms, which were monthly salary, bonus, overtime pay, contribution to provident fund and other compensations, in the total of Baht 841.54 million, Baht 834.92 million and Baht 1,009.42 million respectively.

Other remuneration

-None-

Provident Fund

In 2017, the Company, together with its employees, set up the provident fund in compliance with the Provident Fund Act, B.E. 2530 and as amended. Employees and the Company contributed 3 - 5% of the employees' salary base to the provident fund on a monthly basis. For the year ended 31 December 2018 and 31 December 2019 and 31 December 2020, the Company contributed Baht 3.75 and Baht 5.00 and Baht 4.78 million respectively. The provident fund was separated from other assets of the Company and managed by CIMB-Principal Asset Management Co., Ltd. Employees will receive money from the provident fund when their employment contracts end according to the fund's rules.

Labour Dispute

During the past three years, the Company had no major labour dispute, which significantly affect the Company's business, financial status and operating result.

Occupational Safety, Health and Environment Administration

The Group commits to administer the safety in accordance with the Occupational Safety, Health and Environment Act, B.E. 2554 (2011); and therefore, has established its policy of occupational safety, health and environment as a guideline for administering this matter. The policy was signed by the top management in order to convey a care for safety of all employees, external persons working in the Group's area and customers. A budget has also been allocated to promote and raise the awareness of personnel on the occupational safety through training, drills, and activities in order to reduce workplace accidents. The Group aims at managing and improving the occupational safety efficiently, steadily and sustainably.

Policy on Occupational Safety, Health and Environment

Concerning about the arrangement for good occupational safety, health and environment, the Group has purposely adopted the standards on occupational safety, health and environment as follows:

- (1) Occupational safety and environment are the responsibility of all employees at all levels to jointly cooperate for their own safety, as well as safety for the Company and other persons.
- (2) The Company shall increase knowledge and raise consciousness among all employees on occupational safety and good occupational health.
- (3) The Company recognizes the importance of measures for prevention of workplace accident for employees or other persons.
- (4) The Company shall support and promote a safe occupational environment and working practices, as well as well-being of all employees.
- (5) All supervisors have a duty and responsibility to oversee their subordinates' occupational safety, health and environment to be strictly in accordance with the stipulated regulation of occupational safety and health.

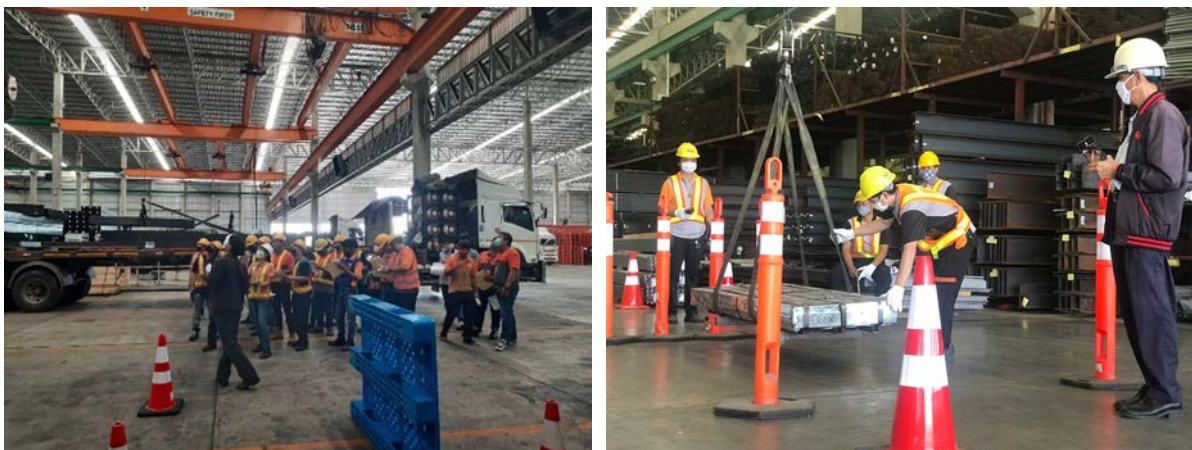
- (6) The Company shall support and promote activities on occupational safety to bring about the actual results for all parties' greatest benefits.
- (7) The Company shall monitor and evaluate the implementation of the policy on occupational safety, health and environment to ensure full compliance to and maximum effectiveness under the occupational safety regulations and standards.
- The Group Company invited resource persons from a fire station in each municipalities near each branch to provide basic fire extinguisher and fire evacuation training for the year 2020 so that employees can act properly and stay safe in case of fire in workplace, as well as can apply the knowledge to their daily life.

Fire Extinguisher and Fire Evacuation Training



- Training on crane operation safety was organized in which trainees were taught how to operate, inspect and lift and move objects for the safety of the operator and people working nearby.

Training on Crane Operation Safety



■ Training on safe and correct forklift operation and maintenance was organized for operators of each branch. Operators must have a skill in controlling a forklift and inspecting its condition to ensure smooth and safe operation.

Forklift Operation Training



Personnel Development Policy

The Company realizes the essence of human resources as it is the most important asset in its business operation and the key success factor that can lead the Company to its predetermined target. Therefore, the Company has set the policy focusing on continual development of skills and thoughts of employees in every level in order to increase their working effectiveness in all aspects and to generate a creative thinking and value-added innovation, which are considered as the Company's important strategy. The Company has set the following policy and guidelines on personnel development:

The executive committee together with the management and directors of each work classification have jointly developed a strategy aiming at encouraging positive mindset and served as a common goal for employees. Such strategy must be application, easy to remember, concise but comprehensive, and truly practical so that every personnel in the organization can adhere to as the Group's key working guideline.



DOHOME DO BY HEART

H: Honestly :	โปร่งใส ตรวจสอบได้
E: Excellent Service :	การบริการที่เป็นเลิศ
A: Ability Development :	มุ่งมั่นพัฒนาอย่างต่อเนื่อง
R: Ready to Change :	พร้อมต่อการเปลี่ยนแปลง
T: Teamwork :	การทำงานเป็นทีม

(a) Nomination

The Company puts great emphasis on personnel starting from the nomination process. The nomination and selection process must be on the transparent basis and proceed with equality and fairness. Employees' qualifications are defined according to the job description. Educational background, experience, expertise and other qualifications are clearly specified for each job position. The Company selects candidate for each position in accordance with its specified process in order to recruit personnel with proper qualifications for each position.

(b) Personnel Development

The Company has a policy to consistently develop its personnel aiming to increase knowledge, skills and expertise in order to improve the effectiveness of its personnel in all levels. Such policy is as follows:

(1) The Company supports Jobs Rotation and Company supports its personnel to improve knowledge and expertise from the actual operation by providing supervisor for each working group in order to give trainings within a group.

(2) The Company supports and continuously provides internal and external seminars and trainings for its personnel in all levels from executives to officers. This is to develop their knowledge, capabilities and working potential so that they can use such knowledge from trainings to improve the Company's operation.

(3) The Company assesses the need and the requirement for the personnel trainings in all levels from executives to officers and defines the Company's personnel development plan, which is consistent with the Company's development plan. This aims for preparing its personnel to take up more responsibilities, have a progress in career path and be capable for taking vacant positions.

(4) The Company organizes various activities to create intimacy, familiarity and good relationship between executives and every employee to increase work quality and demonstrate working professional, which will bring about the highest client satisfaction.

Developing and Promoting Employee Career Progression

The Group has employed SuccessFactors Performance and Goal solution which is a system for performance evaluation and career path planning as a tool to systematically and methodologically evaluate and develop personnel. Performance evaluation for key positions that drive the business like sales, operation and warehouse divisions are carried out under the following programs:



การจัดการและพัฒนา เส้นทางอาชีพในการทำงาน ของตำแหน่งงานภายในองค์กร พนักงานจะสามารถมองเห็นเส้นทางการพัฒนาในอาชีพการปฏิบัติงานได้

Career Path Planning is a path to an aimed position, both vertically (promoting to higher position) and horizontally (moving sideways to another job or job rotation with new assignment), with an objective to accumulate experience and achievement required for working in the design position. The career path is designed through SuccessFactors solution in which employees can check their own career path and evaluate their competencies for positions that interests them, and make their Individual Development Plan.

Succession Plan

This is a process of preparing and developing potential personnel for more than 2 years in advance using a selection process which is a mix between the Talent/Succession Matrix and the Career Path. In this long-term succession plan, the Career Path acts as a key HR tool that help identifying and developing potential personnel to be fully prepared for the aimed positions in the future through a process of accumulating experiences as specified in the Career Path for positions of M3-level management and above.



Succession Plan

Talent Management



This process takes into consideration knowledge, capability, and other aspects such as proficiency and performance, competencies, experiences, years of service, and personal attributes. In 2021, this will be performed via SuccessFactors as a part of Potential Evaluation to identify talents and bring them into a systematic development process in which the information about more than 1-2 candidate(s) will be compared in a form of table called "Talent/Succession Matrix"; then a development and evaluation plan will be formulated to prepare the employees' capacity for a rapid business expansion.

Moreover, the Group has realized and paid attention to efficient and effective human resources management, recognizing the potentiality of employees to advance in their career paths and grow together with the Group. Development of employee potentiality has also been promoted to build up the business and help the Group achieve a greater success. Therefore, the Group provides an opportunity for employees who wish to rotate or advance to higher positions in the Group's structural work classification to attend a selection interview under the program called "Grow Together".

"Grow Together" Program

This program is for the benefit of the organization by providing an opportunity to and preparing personnel to grow along with the Group's growth. It also aims at fostering a continued development,



reducing personnel attrition, reducing loss of time and opportunity, and providing personnel with a satisfaction at works with a certain career development. This program utilizes the principle of talent management to analyze and formulate a consistent plan under which interesting employees are recruited into the process of selection, deployment and retention for high-potential and most capable employees.

Employee Training

It is the Group's policy to perform regular personnel development with an objective to enhance knowledge, skills and expertise, as well as work efficiency of all employees. The policy and practices specified by the Group are as follows:

(1) Analyzing a necessity for training and development at both unit and personal levels in all employee group, taking into consideration the employee capacity and competencies, the organization's need, customers' need and strategic challenges.

(2) Formulating a learning and development plan in consistent with the requirements of the organization, units and personnel. Regular curriculum for employees at all levels is designed to increase their capacities for current positions and to prepare them for higher positions.

(3) Training and development are carried out under the 70:20:10 principle :

- 70% Experiential Learning which is on-the-job learning;
- 20% Exchange Learning which is learning from other persons, coaching, feedback from superiors and mentoring;
- 10% Education Learning which is acquiring knowledge and experiences through training in forms of VDO conference, classroom training or digital learning.

Apart from classroom training, the Group also emphasizes and supports the following means of personnel development.

Digital learning has been adopted by which employees can learn from anywhere at any time without a restriction, and the knowledge management (KM) has also been introduced. Since February 2020, the Group began to use the Learning Management module in SuccessFactors LMS (Learning Management System) which enables learners to access online learning contents from anywhere and at any time. The contents are designed to be concise, interesting and up to date so that employee can easily understand and apply to their works.



Library (Catalogue) : defines groups of curriculums by assigning a permission to view curriculums based on a work classification and divisions for ease in learning.

Item : (learning format) consists of 3 main categories i.e. course, online and blend.

Physical Resource : is used to manage training resources such as training venue, training room and resource persons.

Assignment : is used to assign learners, both an automatic assignment in which employees are required to undergo and a customized assignment for additional learning as deemed appropriate.

Surveys : (Evaluation) is a training evaluation form consisting of 3 templates for different usages i.e. 1, curriculum evaluation, 2. Knowledge test and 3. training follow-up.

(4) Evaluation and post-training follow-up are performed in 2 aspects as follows:

- Efficiency such as training being executed as planned, the proficiency of resource persons, and satisfaction in training;
- Effectiveness such as employees' knowledge and understanding evaluated after training by the Organization Development and Learning Center

Information of Training and Development

Employee Training and Development	2019	2020
Classroom Training		
Budget allocated to training and development	2,114,302	1,882,080
Training Statistics		
Classroom (person)	2,590	14,542
Number of Curriculums (curriculum)/(class) ⁽¹⁾	53/168	175/276
Classroom (hour)	1,098	2,388
Digital LEARNING via SuccessFactors LMS ⁽²⁾		
Content of a manual of operating procedures and system usage (manual)	-	255
Content of VDO of operating procedures and system usage (VDO)	-	20
Digital LEARNING (Learning+System-based test (person))	-	1,538

หมายเหตุ : 1. Number of curriculums (curriculum) refers to the number of training curriculums held in 2020 / (class) refers to the number of times training was organized. For some curriculums, training was held more than once such as How to Use SuccessFactor
 2. Digital LEARNING pass system SuccessFactors LMS The company started using it in April 2563

9. Corporate Governance

9.1. Policy on Good Corporate Governance

In operating the business, the Company's Board of Directors has followed the laws, the Company's objectives and Articles of Association and the resolution of the shareholders' meetings. Also, the Company has abided by the Principles of Good Corporate Governance of Listed Companies 2012 as defined by the SET and the Corporate Governance Code for Listed Companies 2017 as defined by the SEC. They are guidelines for the Company's operation so as to create the operation effectiveness as well as the transparency to investors, which can create trust in the Company from outsiders. The Company's policy on good corporate governance covers five sections as follows:

Section 1: The Rights of Shareholders

The Company realizes and focuses on various basic rights of shareholders, who are investors of the Company's securities and the Company's owners, for example, the right to buy, sell or transfer shares, the right to share in the profit of the Company, the right to obtain relevant and adequate information, the right to participate and vote in the shareholders' meeting to appoint or dismiss directors, appoint the external auditor, make decisions on any transactions that affect the Company such as the dividend payment, the amendment to the Company's Memorandum of Association and Articles of Association, the capital decrease or increase and the extraordinary transactions, etc.

The Company has a mission to encourage and facilitate the shareholders to exercise their rights as follows:

(1) The Company shall provide the information on the meeting date, time and venue and all agenda items with complete explanations and reasons for each agenda item as specified in the notice of the general and extraordinary meetings of shareholders or the attachments and avoid any action that can be considered in violation of the shareholders' right to study the Company's information.

(2) The Company facilitates the shareholders' participation and voting in meetings. Any action that can be considered in violation of their right to attend the meetings shall be prohibited. For example, in organizing the shareholders' meetings, the Company uses the venue, which offers convenience in transportation for the shareholders, and provides map of the meeting venue in the notices of the meetings. Also, the Company chooses proper meeting date and time and allocates sufficient time for the meetings.

(3) Prior to the meeting date, the Company allows the shareholders to submit their opinions, suggestions or questions in advance of the meetings. The Company sets criteria for submission of questions in advance, notifies the shareholders on such criteria when delivering the notices of the meetings and discloses it on the Company's website.

(4) The Company supports the shareholders to use the proxy form on which the shareholders are able to specify the votes and proposes at least one independent director as an option for the shareholders, who cannot attend the shareholders' meetings, to appoint as their proxies.

(5) In the shareholders' meetings, the Chairman of the meetings allocates appropriate meeting time and the shareholders are supported to express opinions, give suggestions or freely raise questions relevant to the Company prior to voting in all agenda items.

(6) The Company encourages all directors to attend the shareholders' meetings to provide information and answer questions.

(7) The Company allows the voting for each matter in case such agenda item contains several matters, for instance, the shareholders are able to vote on individual director nominee.

(8) The Company encourages the use of voting cards in all important agenda items, for instance, the related party transactions, the acquisitions and disposals of significant assets, etc. for the sake of transparency and verification of vote counting.

(9) The Company has an independent person to assist in vote counting in each agenda item.

(10) After the meetings are completed, correct and comprehensive minutes are recorded. They include key questions, clarifications, comments and suggestions so the shareholders are able to review. In addition, the Company discloses the voting results of each agenda item and posts the minutes of the meetings on its website for the shareholders' consideration.

(11) The Company delivers the minutes of the shareholders' meetings to the SET within fourteen days from the meeting date.

Section 2: The Equitable Treatment of Shareholders

The Company treats all shareholders equally, no matter they are major shareholders, minor shareholders, shareholders with executive and non-executive positions, Thai shareholders or foreign shareholders as follows:

(1) The Company delivers the notices of the shareholders' meetings together with the agenda items and the opinions of the Board of Directors to the SET and discloses on its website at least twenty-eight days prior to the meeting date. The Company prepares the notices of the shareholders' meetings in English and discloses concurrently with the Thai version.

(2) The Company sets the criteria for the minor shareholders to nominate directors by proposing their names with qualifications and consent letters to the Board of Directors prior to the meeting date.

(3) The Company defines the explicit criteria for the minor shareholders to propose agenda items prior to the meeting date to demonstrate the fairness and transparency in considering whether to add such agenda items or not.

(4) The shareholders with management positions should not add any agenda item without notifying other shareholders in advance, if not necessary, especially an agenda item that requires the shareholders to spend a good deal of time to study relevant information before making decisions.

(5) In each shareholders' meeting, the Company provides equal opportunities to all shareholders. Before the meeting commences, the Chairman of the meeting will notify the shareholders about the meeting rules, voting procedures, voting right of each share type and vote counting in each agenda item.

(6) For the agenda to elect directors, the Company supports the election of individual director nominee.

(7) Directors are requested to disclose to the Board of Directors prior to the meeting whether they have any interest in any transaction or matter and such interest will be recorded in the minutes of the meetings. In addition, the Company prohibits the directors, who have significant conflict of interest which affects their independence, from participating in the meeting on such agenda item.

(8) The Company sets the written procedures to prevent the use of inside information for personal gain and discloses them to everyone in the organization to use as guidelines. Furthermore, the Company instructs that all directors and executives to regularly report the status of their holdings of the Company's securities to the Company Secretary in order to be disclosed in the Company's annual report.

Section 3: The Role of Interested Persons

Policies on Treatment towards Different Groups of Stakeholders

The Company values the rights of all shareholder groups whether they are the internal stakeholders, such as shareholders and employees, or the external stakeholders, such as partners, clients, etc. The Company realizes that all stakeholders' supports and comments will benefit the Company's business operations and developments. Therefore, the Company conforms the relevant laws and regulations as well as sets the policy to treat each stakeholder group by considering on its legal rights or the agreements with the Company. Also, the Company does not violate the stakeholders' rights.

Furthermore, in operating business, the Company takes into account the rights of all stakeholders according to the following guidelines:

Shareholders : The Company transparently and effectively conducts the business to create its sustainable value. The Company strives to obtain a good performance and steady growth for the utmost long term benefit of the shareholders. Also, the Company discloses transparent and reliable information to the shareholders.

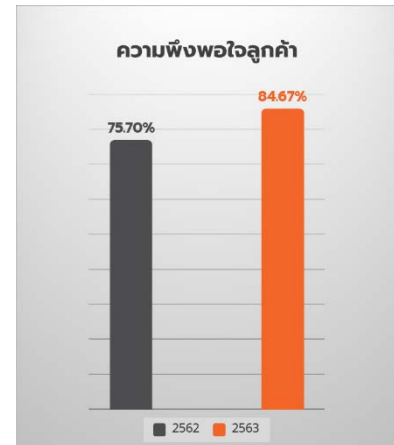
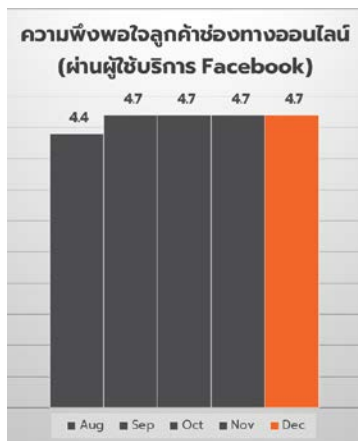
Employees : The Company treats all employees equally and fairly and provides appropriate compensation. Moreover, the Company emphasizes on the continual developments of skills, knowledge, working capabilities and potential of employees, for instance, the arrangement of training provisions, seminars and trainings. The Company gives the equal opportunities to all employees and motivates high caliber employees to remain with the Company in order to further develop the organization. Besides, the Company sets the anti-corruption guidelines and cultivates all employees to comply with the relevant laws and regulations, such as strictly prohibiting the use of inside information.

- Partners : The Company sets with justice and fair-play the partner selection process allowing them to compete on equal information. Moreover, the Company utilizes appropriate forms of contracts, which offer fairness to all partners, and has a monitoring system to ensure that all contract conditions are complied and flaws and corruption are entirely prevented in all steps of the selection process. The Company procures in accordance with the commercial conditions and strictly complies with the contracts.
- Clients : The Company takes responsibilities for clients in keeping quality standards of products and services as well as completely responding to the needs of clients in order to create clients' long-term satisfaction. Furthermore, the Company considers on the clients' safety and hygiene in consuming the Company's products and services and provides the accurate and complete information on products and services. The Company also provides the channels for clients to inform about inappropriate products and services so that the Company can rapidly prevent and correct. The Company keeps confidential on the clients' information and will not wrongly use it for the Company's and its related parties' benefits.
- Creditors : The Company abides by all terms and conditions as stipulated in the creditors' contract, including loan and interest payment and proper maintenance of collateral in compliance with the relevant contracts.
- Competitors : The Company competes with good and ethical manners within the legal framework and promotes a free and fair competition policy.
- Society and Public : The Company places the importance on the social safety, the environment and the living quality of the stakeholders relating to the Company's operations. The Company encourages its employees to volunteer and be responsible for the environment and society and strictly conducts the business under the relevant laws and regulations. Additionally, the Company strives to partake in various activities that create and maintain the environment and society and support local cultures of the community where the Company is located.

Customer Satisfaction Survey

In a market research for the year 2019, the Group began to conduct a customer satisfaction survey by both in-person surveying and online surveying, like Facebook, on customer favourites.

The objective of customer satisfaction survey is to use the survey result to formulate a work improvement plan including other working procedures of the Group in order to create efficiency and project a good image towards customers and stakeholders such as shareholders, business partners, creditors and nearby communities. Based on the Group's customer satisfaction surveys in 2019 and 2020, the ratings of customer satisfactions were at 75.7 percent and 84.7 percent respectively.



For an online channel, in 2020 the rating of customer satisfaction among Facebook users was at 4.7 out of 5. The level of satisfaction of Facebook users has become higher continually after August 2020 when the Group adjusted its telephone system and set up a specific team to take care of online customers in a more systematic and standardized manner.

Privacy Policy

The Group respects the right to privacy and therefore stringently manages and oversees personal information of customers, business partners and employees to ensure security and transparency under the Personal Data Protection Act, B.E. 2562 (2019) as follows:

- Apply the privacy policy as the Company's standard operating procedures;
- Appoint the Company's personal data protection committee to oversee, analyze and improve working procedures as required by law;
- Determine measures relating to defining purposes, consent request, collection, usage and disclosure of personal data.

The Data Protection Officer or "DPO" is made available by the Company. Any contact, request a request to exercise the rights, and report of any personal data breaches can be directed to the DOP at:

Email: dpo@dohome.co.th
Mailing: Dohome Public Company Limited, Din Daeng Headquarter
60 Vibhavadi Rangsit Road
Samsen Nai Sub-district, Phaya Thai District
Bangkok 10400
Telephone: 02-027-8787 and 1746

Security Policy and Information Technology Management

The Company has developed an efficient and secure information technology system in accordance with the law on information technology in order to support its sustainable business expansion. The Company has developed the system, database, data processing, display, dissemination in line with the digital technology and business needs. In doing so, personnel are encouraged and developed to have knowledge, skills and expertise in using the information technology system; new technology is employed to facilitate work efficiency taking into account the cost and benefit for the business; and managing a risk of the security of computer network and information technology system.

Policy and Practices on Intellectual Property

The Company commits to operate its business with integrity, fairness, ethics and morals with a respect for others' intellectual properties. Personnel are required to follow the law or regulation on intellectual property; while the management and employees have a duty to create copyright and patent works, as well as protecting intellectual properties like patents, copyrights, trademarks, trade secrets which are essential to business competition. Those rights must be used with responsibility, including a respect for the right of owners of intellectual property, for examples, using lawful computer software, not installing unauthorized software onto the Company's computers, not infringing software copyright, and administer access to all types of social media including disseminating messages, photos, motion pictures, voices or any information to ensure security in using the social media.

Policy and Practices on Human Rights

It is the Company's policy to support, respect and protect human rights by treating any persons concerned, whether employees, communities and the surrounding society with a respect for human dignity, taking into consideration an equality and equal freedom, not breaching fundamental rights, and not discriminating on the grounds of race, nationality, religion, language, skin colour, age, education, physical condition or social status; as well as overseeing the business not to involve in any human rights violations such as child exploitation and sexual harassment.

The Company fully commits to a respect for human rights. Knowledge on human rights has been formulated and an awareness has been raised among personnel to follow the human rights principle and relating universal principle to ensure that its entire business operation including all stakeholders are free from human rights violation. The Company also encourage its business partners and associates not to be involved with human rights violation.

Policy and Practices on Anti-Corruption

The Company emphasizes a business operation based on transparency, integrity, good governance and compliance to laws on prevention and fight against corruption, bribery of state or private officials; as well as implementing the policy and practices on all stakeholders to show its efforts in countering all forms of corruption.

The Company has formulated its organizational structure in which responsibilities, work procedures and lines of command for each unit are clearly divided to create proper checks and balances and rigorous

cross examination so that all parties are aware of and place an importance on anti-corruption which will become organizational culture.

The Company prohibits all sorts of corruption and forbids its directors, executives and employees as well as persons deemed as company representatives from committing or allowing all forms of corruption, both direct and indirect, including its business group and all units concerned. Guidelines and regulations on anti-corruption are as follows:

1. Executives and employees are forbidden from committing or allowing all forms of corruption, both direct and indirect, including all units concerned. Compliance with the anti-corruption policy is reviewed regularly.
2. Directors, executive directors and the management must demonstrate themselves as a role model for anti-corruption. They are responsible for promoting and support the anti-corruption policy in order to communicate to every employee and all parties concerned, and responsible for reviewing an appropriateness of the policy and measures to be suitable to the changes in business conditions, rules, regulations and legal provisions.
3. Directors, executives and employees have a duty to report any actions falling within the scope of corruption relating to the Company to superiors or responsible persons, and cooperate in any fact-finding process.
4. The Company will fairly treat and protect persons filing a complaint against corruption, including persons who cooperate in a process of reporting and investigating the corruption.
5. A person committing an act of corruption shall receive a disciplinary punishment according to the Company's rules and may be subject to legal penalties if such action is against the law.
6. The Company has arranged to communicate its anti-corruption policy to all work units at every level through various channels such as employee training and an internal communication system so that persons concerned are aware of and implement the policy.
7. The Company establishes several communication channels for filling a complaint so that employees and persons concerned can report their reasonable suspicion of corrupt conduct. Protective measures for complainants are implemented in order to rigorously protect the identity of such complainers to avoid being unfairly punished or transferred. Also, responsible persons are designated to examine every complaint.
8. The Company encourages its contract partners, business partners or other persons whose works relating to the Company to report any action in breach of the Company's anti-corruption policy.
9. The Company has a policy to fairly and decently recruit or select personnel, promote, provide training, perform work evaluation and determine remuneration of employees and staffs in order to prevent corruption in the organization and to provide a security to the Company's employees and staffs.
10. The Company has imposed the disbursement and procurement rules which stipulate the limit, table of authorities, purposes of transactions and recipients with which required documents must be attached; as well as determine appropriate approval authority at each level.
11. To decently execute the following high corruption sensitive matters, the directors, executives and employees must take cautious actions and thoroughly examine.
 - 11.1 Giving or receiving gifts and offering hospitality must be transparent and lawful under a normal business practices or customs at proper value.
 - 11.2 Giving or receiving monetary donations or sponsors must be transparent and lawful, ensuring that such giving or receiving does not cover up a bribery.

- 11.3 Operating business, contacting, negotiating, bidding with public and private agencies must be transparent and lawful. And the directors, executives, employees and staffs must not give or receive bribery in every step of business operation.

Misconduct Tip-offs

In case of witnessing an act of corruption relating to the Company, a contact channel called “Whistle Blowing” is set up for tipping off or filling a complaint to the Board of Directors directly via the Company’s website under the topic ‘Corporate Governance’ (channel for complaints and misconduct tip-offs) or at an email address internalaudit@dohome.co.th.

Procedure After Receiving Complaints

The Company protects complainants or persons who may suffer damage by providing all parties with fairness. Reporting the details of facts or clear evidence sufficient to prove an act of corruption and law violation against the intention of the anti-corruption policy is kept confidential in every step and disclosed only as necessary taking into account the safety of complainants or persons concerned.

Section 4: Disclosure and Transparency

The Company realizes the importance of significant information disclosure, both financial and non-financial. The disclosure of the Company’s information, including other information that may affect the price of the Company’s securities, the decision making process of investors and the Company’s stakeholders, must be conducted accurately, completely, promptly and transparently under the following regulations of the SEC and the SET:

(1) The Company sets up a mechanism to ensure that the information disclosed to investors is correct and adequate for the investors’ decision makings and does not mislead the investors.

(2) Investor relations officers are assigned to communicate with investors or shareholders. The Company disseminates its financial information and general information to shareholders, securities analysts, credit rating agencies and relevant bodies through several channels i.e. reporting to the SEC, the SET and the Company’s website. Moreover, the Company pays attention to regular information disclosure, both in Thai and English, so that shareholders can regularly receive information which is always updated on the Company’s website. Such information includes the Company’s vision, mission, financial statements, news, annual reports, corporate structure and executives, including shareholding structure and major shareholders, meeting invitation, etc. To contact the Investor Relations for the Company’s information, please contact:

(1) Telephone : 062-1976688

(2) Email : IR@dohome.co.th

(3) Investor Relations Website at : <http://investor.dohome.co.th/th>

Meeting of Securities Analysts

The Group organizes a forum to explain details and information to analysts, investors and shareholders in order to announce its quarterly results documentations. And in case of significant event or change, the Group will communicate in a regular basis. Activities organized by the Group are as follows:

Opportunity Day and Open House Activities

In 2020, the Group provided opportunities to domestic and foreign analysts, investors and shareholders to meet the executives in order to be informed of the past business results, key strategies and the tendency of business growth through various forms of activities as follows:

- (1) Road show activities were held twice for domestic institutional investors;
- (2) Sit visit activities were organized 5 times for institutional and minor investors;
- (3) Company visit activities were organized 56 times for minor investors, analysts, and domestic and foreign institutional investors in order to inquire information about the Group;
- (4) Conference call meeting with domestic investors were organized 57 times and 4 times with foreign investors, totally 61 times, in order to inquire information about the Group;
- (5) Responding to investor's enquiries via phone at averagely 285 time per month;
- (6) Opportunity Day activities were organized 3 times by the Stock Exchange of Thailand in which participated by securities analysts, investors, shareholders and press. (The first time organized on 10 March 2020, the second time on 24 August 2020, and the third time on 18 December 2020);
- (7) Other investment conferences organized by institutional investors at 5 times which joined by securities analysts, investors, shareholders and press.

(3) The Company prepares the management discussion and analysis (MD&A) and discloses it with the financial statements every quarter in order for the investors to obtain information and clearly understand the significant changes that affect the Company's financial position and performance in addition to the financial statements.

(4) The Company reveals the roles and duties of the Board of Directors and committees, the numbers of meetings held and attendance record in the previous year, the opinions in performing duties, training records and professional developments throughout the year in its annual report. Besides, the Company discloses the remuneration policy for directors and senior executives, the types of remuneration and the amount of remuneration that includes the remuneration each director receives from being a director of subsidiaries.

(5) The Company discloses the audit and non-audit fees, which are paid to the auditor. In addition to the disclosure of information in the annual statement (Form 56-1), the annual report and the SET's channels as regulated, the Board of Directors considers on disclosing information in both Thai and English versions via other channels, such as the Company's website, which is regularly updated.

Section 5: Responsibilities of the Board of Directors

1. Board and Committee Structure

The Board of Directors consists of directors with diversified qualifications in terms of knowledge, capabilities and experiences beneficial to the Company. The Board of Directors has significant role in defining the policies and the overview of the organization as well as monitoring, reviewing and evaluating the Company's performance as planned.

The Board of Directors is comprised of at least five directors, but not more than twelve directors. The ratio of the independent directors to the total number of directors on the board must be at least 1:3 with no less than three independent directors in order for the Board of Directors to have appropriate check and balance in considering and voting in matters. All of the Company's independent directors possess complete qualifications as specified in the notification of the Capital Market Supervisory Board, the SET's regulations and other relevant guidelines, rules and laws.

Each term of directorship does not exceed three years as specified by the relevant laws and the independent directors can continuously be in office for not more than nine years, except the Board of Directors deems that it is reasonable and necessary. In addition, the Company's directors and executives are able to be directors and executives of the affiliated or other companies if it is in accordance with the regulations of the SEC and the Capital Market Supervisory Board including other relevant guidelines, rules and laws and the Company's Board of Directors' Meeting must be informed. However, each director can be directors of not more five listed companies.

The Board of Directors has also established the committees to assist in overseeing the Company as follows:

(1) **Executive Committee**, which is comprised of at least three executive directors, assists the Board of Directors in operating the Company according to the policies, the business plan, the Articles of Association, the orders and the specified targets as assigned by the Board of Directors.

(2) **Audit Committee**, which is comprised of at least three members, assists the Board of Directors in controlling and reviewing the management, the internal control, the compliance with relevant laws as well the financial reporting so that the Company's operations and information disclosure are transparent and credible.

(3) **Nomination and Remuneration Committee**, which is comprised of at least three members, has the duties to nominate qualified candidates to be appointed as the Company's directors and senior executives, set the forms and criteria on remuneration paid to directors and senior executives prior to proposing for the approval by the Board of Directors and/ or the shareholders' meeting (case by case) and conduct senior executives' development.

(4) **Risk Management Committee**, which is comprised of at least three members, assists the Board of Directors in defining appropriate, adequate, efficient and effective risk management policies and ensuring that there is a system or process for managing overall risks to be under an acceptable level.

Additionally, the Company has appointed the Company Secretary to perform functions relating to the Board of Director's meetings and the shareholders' meetings, support the Board of Directors by providing recommendations pertaining to the laws and regulations relating to the Board of Directors' duties as well as ensure that the Board of Directors' resolutions are correctly followed.

2. Roles, Duties and Responsibilities of the Board

The Board of Directors is responsible for the shareholders in operating the Company's business and has duties to define the Company's policies and business directions and oversee the operations to be conducted in accordance with the Company's business objectives, visions, strategies and directions so as to create long-term benefits to the shareholders under the legal framework and the code of conduct while considering on all stakeholders' benefits. Details of the charter of the Board of Directors are as follows:

(1) Corporate Governance Policy

The Board of Directors has approved the written corporate governance policy and annually reviews it. Such corporate governance manual is the guideline for all directors, executives and employees in performing their duties.

(2) Code of Conduct

The Company intends to operate its businesses with transparency, good ethics and responsibilities for the stakeholders, the society and the environment. The Board of Directors has approved the code of conduct and requires all directors, executives and employees to strictly conform. The Company's code of conduct, which is publicized throughout the organization, supports the following practices:

- (a) Ethics on responsibilities for the shareholders;
- (b) Ethics on relationship with the clients;
- (c) Ethics on relationship with the partners, the competitors and the creditors;
- (d) Ethics on responsibilities for the employees; and
- (e) Ethics on responsibilities for the society and the environment

(3) Conflict of Interest

The Company has vigilant policy for eliminating conflicts of interest. Such policy is based on the honesty, reason and independency within a good ethical framework for the best interest of the Company. The persons, who have interest in any transactions, must disclose the information of their own and related person's interest to the Company and must not participate in the consideration and the decision-making process on such transactions.

The Company has set its policies on the related party transactions and the transactions which may have conflicts of interest in accordance with the laws and the regulations of the SEC, the Capital Market Supervisory Board and the SET and discloses such transactions its annual report and annual statement (Form 56-1).

(4) Internal Control

The Company has established the internal control system to oversee the operations in both managerial and operational levels to ensure their efficiency. The Company has set up the Internal Audit Department/ unit to evaluate the sufficiency of the internal control system and report the result of the audit plan to the Audit Committee.

(5) Risk Management

The Company has the monitoring system and the risk management processes to properly reduce impacts on the Company. The Risk Management Committee has been established to consider and define the risk management policies, which cover both external and internal risks and are consistent with the business strategies and directions, and propose to the Board of Directors for approval.

(6) Whistle Blowing Channel

The Board of Directors has arranged for the reporting channels for whistle blowers to report on any illegal conduct, inaccuracy of the financial reports, internal control deficiencies and unethical conducts of the Company through the Company's independent directors or Audit Committee members. The complaints and reported information will be kept confidential and the independent directors or the Audit Committee's members will review such reported information, find solutions (if any) and then report to the Board of Directors.

(7) Report of the Board of Directors

The Audit Committee has the duty to review the financial reports, meet with the Accounting Department and the auditor and propose the financial reports to the Board of Directors for consideration on a quarterly basis. The Board of Directors is responsible for the Company's and subsidiaries' financial statements as well as financial information as appeared in the annual report.

3. Principles of the Board

Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

The Board of Directors should demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the Company and strengthen good corporate governance to achieve the sustainable value creation.

Principle 2: Define Objectives that Promote Sustainable Value Creation

The Board of Directors should define objectives that promote sustainable value creation and governance outcomes for the Company, clients, stakeholders and general public.

Principle 3: Strengthen Board Effectiveness

The Board of Directors should be responsible for determining and reviewing the board structure in terms of size, composition and proportion of independent directors so as to ensure its leadership role in achieving the Company's objectives. Also, the Board of Directors should ensure the policy and procedures for selection and nomination of directors are clear and transparent resulting in the desired composition of the board.

Principle 4: Ensure Effective Senior Executives and People Management

The Board of Directors should oversee the personnel management and development to ensure that personnel possess the proper knowledge, skills, experiences and motivation, define the succession plan for the positions of Managing Director/Chief Executive Officer and senior executives and oversee to ensure that the remuneration structure and the performance evaluation are in place.

Principle 5: Nurture Innovation and Responsible Business

The Board of Directors should prioritize and promote innovations that create value for the Company and its shareholders together with the benefits for its clients, other stakeholders, society and environment and ensure that the management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to sustainably meet its objectives and goals.

Principle 6: Strengthen Effective Risk Management and Internal Control

The Board of Directors should ensure that the Company has effective and appropriate risk management and internal control that enable the Company to efficiently achieve its objectives and operate under relevant laws and standards.

In addition, the Board of Directors should manage and monitor conflicts of interest that may occur between the Company, management, directors and shareholders and also prevent the inappropriate uses of assets, information and opportunities including inappropriate transactions with related parties.

Principle 7: Ensure Disclosure and Financial Integrity

The Board of Directors must ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with the applicable regulations, standards and requirements.

Moreover, the Board of Directors should monitor the Company's financial liquidity and solvency and ensure that financial difficulties are promptly identified and mitigated in case the Company encounters or inclines to face financial problems.

Principle 8: Ensure Engagement and Communication with Shareholders

The Board of Directors should ensure that the shareholders have the opportunities to participate effectively in decision makings involving significant corporate matters.

4. Board Meeting and Self-assessment

The Board of Directors' meetings are scheduled at least every quarter and additional meetings may be held, if necessary. Agendas for the meetings are clearly set in advance while the agenda to monitor the performance is regularly included. The Company arranges for the delivery of the notices of the meetings together with agenda

items and relevant documents to all board members for not less than seven days prior to the meeting date, except in urgent cases, so that the directors shall have adequate time to review information prior to the meeting. The minutes of the meetings are recorded, certified and maintained for future reference and auditing. In every meeting, the management and the persons responsible for issues proposed are encouraged to participate in such meeting to provide accurate information and other details for decision makings in a timely manner.

The board resolution is passed by a majority vote of the directors attending the meeting. One director shall have one vote. In the event that any director has a conflict of interest in any matter, such director must not participate in the meeting and take part in the decision-making process of such matter. In case there is an equal voting, the Chairman of the meeting has a casting vote.

In addition, the Board of Directors conducts the self-assessment at least once a year to allow directors to consider their performance and solve any problems they may have. A benchmark of the board's performance is clearly defined in advance. The assessment results are collected and reported to the Board of Directors and disclosed together with the assessment criteria and procedures in the Company's annual report.

5. Remuneration

The remuneration of directors should be comparable to the industry level in which the Company operates, reflect experiences, obligations, scope of work, accountability and responsibility and contribution of each director. The board members, who are assigned more tasks, such as committees, should be properly compensated.

The Company has established the Nomination and Remuneration Committee to consider the forms and criteria of remuneration of directors and propose to the shareholders' meeting for approval.

6. Development of Directors and Executives

The Board of Directors has the policy to encourage and arrange for the training courses for persons taking part in the Company's corporate governance, such as the directors, the Audit Committee members, executives and the Company Secretary, so that they will continuously improve their performance of duties. Such training courses may be arranged internally or provided by the external institutions.

In case there is a new director, such director will be provided with documents and information useful for performing his/ her duties and also will be briefed on the Company's nature of business and business framework.

The Board of Directors supports the work rotations, which can be assigned to the executives and the employees due to their proficiency, by considering mainly on the appropriateness of work and timing. The Managing Director/ Chief Executive Officer will specify the period of time and evaluate the performance in order to develop the succession plan of the Company. This aims to advance the working knowledge and capabilities of the executives and the employees so that they are able to take rotations.

9.2. Committees

The management structure of the Company consists of the Board of Directors and four committees, namely the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee and the Risk Management Committee as per details showing below.

9.2.1. Board of Directors

Composition

The board composition is as follows:

- (1) The board members are not necessary the Company's shareholders.
- (2) The number of the board members is specified by the shareholders' meeting. However, it has to be comprised of at least five but not more than twelve directors and no less than half must have a domicile in Thailand.
- (3) The ratio of independent directors to the total number of directors on the board must be at least 1:3 with no less than three independent directors.

The Board of Directors selects any director to be the Chairman of the board and, if the Board of Directors deems appropriate, another director or several directors may be appointed as the Vice Chairman.

Term of Office of the Board

At every Annual General Meeting of Shareholders, one-third of all directors shall retire by rotation; if their number is not a multiple of three, then the number of directors nearest to one-third shall retire. The retired directors may be re-appointed to resume their office. Apart from the retirement by rotation, directors can vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Being disqualified as a director, or having forbidden characteristics according to a law on public company, or showing a lack of proper characteristics to be entrusted with managing a business whose shares are held by the public according to a law on securities and stock exchange;
- (4) The Shareholder Meeting resolves to be removed from office;
- (5) Removal from office by the court order

Roles, Duties and Responsibility of Chairman of the Board of Directors

- (1) Preside over the Board of Director's meeting.
- (2) Cast a decisive vote when the votes of the meeting are equally divided.
- (3) Summon the Board of Directors' meeting by sending meeting appointment letters and meeting documents not less than 7 days prior to the meeting.
- (4) Preside over the Shareholders' Meeting. The Chairman of the Board of Directors shall not participate in management and shall not be a staff, employee, advisor receiving regular remuneration, auditor, provider of other professional service in a joint venture company and an audit firm.

(5) Ensure that a meeting runs efficiently according to the Company's rules and regulations; support and provide an opportunity for directors to express their views freely; and maintain discussion to be within the scope of meeting and conclude meeting resolutions.

(6) Encourage and oversee directors to follow the good corporate governance and business ethics, as well as being accountable to shareholders and stakeholders.

(7) Encourage and oversee the work of the Board of Director and sub-committees to ensure efficiency.

Roles, Duties and Responsibilities of the Board of Directors

The Extra-ordinary General Shareholders' Meeting no. 1/2020 dated on 20 February 2020 has approved the charter of the Board of Directors, which specifies the following roles, duties and responsibilities:

(1) Perform duties with responsibilities, due care and honesty to ensure that the Company's operations comply with the laws, the objectives, the Articles of Association and the Board of Directors' and the shareholders' meeting resolutions for the utmost benefits of the Company and all shareholders.

(2) Determine the objectives, main goals, visions, strategies, business directions, plan, budget, management structure and authority limits of the Company and subsidiaries, which are proposed by the management, oversee the management of the Company in order to be in consistent with the specified objectives and main goals and have competitiveness and good performance in the long term, as well as oversee the allocation of major resources, the management and the performance of the management or any assigned person to ensure the effective and efficient compliance with the specified policies which will create the value added to the Company and the shareholders. Besides, the Board of Directors shall review its strategies, business directions, plan and budget at least once a year so that they are appropriate with the changing economic situation, market and competition.

(3) Regularly monitor and evaluate the performance of the Company's management and committees in order to achieve the strategies, business plan and budget as well as ensure the report on the Company's performance.

(4) Make sure that the Company conducts businesses in accordance with the good corporate governance principles and ethics, the respect and responsibilities for the shareholders and the stakeholders and the benefits of the society and the environment and the Company is resilient to the changing factors.

(5) Assure that the Company has the succession plan for the positions of Managing Director/ Chief Executive Officer and senior executives, which is regularly reported to the Board of Directors at least once a year, and the personnel management and development so that its personnel possesses the proper knowledge, skills, experiences and motivation.

(6) Oversee to ensure the proper remuneration framework, policy and structure, which can motivate executives and all levels of employees to conduct businesses in accordance with the objectives,

the main goals and the long-term benefits of the organization. Also, Board of Directors shall consider the remuneration policy and the appropriateness of the ratio of remuneration in the form of monthly salary and remuneration relating with short-term and long-term performance of the Company.

(7) Ensure the proper and effectiveness of the accounting system of the Company and its subsidiaries and the accurate, adequate and timely disclosure of information under the relevant regulations, standards and requirements and monitor the Company's financial liquidity and solvency.

(8) Ensure that the Company has adequate, proper and effective risk management system and internal control system and appoint the Audit Committee to effectively and independently review both systems.

(9) Acknowledge the reports of the Audit Committee and other committees of the Company.

(10) Consider determining and revising the Company's authorized directors.

(11) Approve and give opinions on the Company's acquisitions and disposals of assets (if the size of such transactions does not require the shareholders' approval), investment on new businesses and other transactions under the relevant laws, notifications and regulations.

(12) Approve and give opinions on the related party transactions (if the size of such transactions does not require the shareholders' approval) of the Company and its subsidiaries under the relevant laws, notifications and regulations.

(13) Approve the interim dividend payment to the Company's shareholders and report such payment to the next shareholders' meeting.

(14) Monitor and manage the conflicts of interest which may occur between the stakeholders of the Company and its subsidiaries and prevent the inappropriate uses of the Company's assets, information and opportunities and related party transactions. Directors, who have conflicts of interest in any matter or changes in the Company's and/ or its subsidiaries' shareholding, must immediately report to the Company.

(15) Approve the policies on the corporate governance, the responsibilities for the society and the anti-corruption and communicate such policies to every level in the organization and outsiders to ensure their compliance.

(16) Ensure that there are whistle blowing process and the procedures, if there is any report.

(17) Emphasize and encourage on innovations, which can create the long-term business value and the benefits to clients or relevant parties and are responsible for the society and the environment.

(18) Establish the committees, such as the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, the Risk Management Committee and/ or other committees to assist and support the performance of duties of the Board of Directors as appropriate.

(19) Appoint the Company Secretary with proper and necessary knowledge and experiences to assist the Board of Directors so that the Company's business operations are in accordance with the relevant laws, notifications and regulations.

(20) Appoint directors or executives of the subsidiaries or affiliates according to the shareholding proportion to oversee their management in order to be in accordance with the Company's policies and their transactions to be in compliance with the laws, including their proper disclosure of financial information, performance, related party transactions and acquisitions or disposals of significant assets.

(21) Seek professional opinions from the external organizations, if necessary, for decision makings.

(22) Prepare the annual report and be responsible for the preparation and correct disclosure of the Company's and subsidiaries' financial statements for the end of the fiscal year, which completely and accurately reflect the financial position and the performance under the acceptable accounting standards and are audited by the Company's Audit Committee, prior to proposing to the shareholders' meetings for consideration and approval.

(23) Oversee to ensure the statutory rights of shareholders.

(24) Organize the annual general meeting of shareholders within four months of the end of the fiscal year, conduct such meeting transparently and effectively, disclose the meeting resolution and prepare the complete and accurate minutes of such meeting.

(25) Approve any matters on the fair basis and for the benefits of shareholders and all stakeholders of the Company.

(26) Assign a director or directors or other persons to act on behalf of the Board of Directors. Such authorization of duties and responsibilities will not enable the Board of Directors or authorized person (s) to approve the transactions in which they or their related person (s) (as specified in the notification of the SEC and/ or the notification of the Capital Market Supervisory Board and/ or the notification of the SET and/ or as specified by relevant authorities) may have interest or benefits or conflicts of interest with the Company or its subsidiaries, except the approval of transactions which are in accordance with the policy and guideline as approved by the meetings of shareholders or the Board of Directors.

9.2.2. Audit Committee

Composition

The Audit Committee consists of at least three independent directors and at least one of the Audit Committee members possess sufficient knowledge and experiences on the accounting or the finance to be able to review the credibility of the financial statements.

The Audit Committee selects one member to be the Chairman of the Audit Committee and appoints the secretary to assist in the performance of duties of the Audit Committee regarding the meeting arrangement, the agenda preparation, the delivery of meeting documents and the minute recording.

Term of Office of Audit Committee

The Committee's term of office is in accordance with the tenure of the Board. A committee member whose term is expired can be re-appointed to be a member of the Audit Committee. However, the total consecutive term of office shall not exceed 9 years, unless the Board deems that such person is suitable for being a member of the Committee for the greatest benefits of the Company.

A member of the Audit Committee can vacate office upon the following reasons:

- (1) Termination of the director status;
- (2) Term of office is expired;
- (3) Death;
- (4) Resignation;
- (5) Dismissal;
- (6) Lack of qualifications as a member of the Audit Committee according to the criteria and conditions stipulated by the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand.

Roles, Duties and Responsibilities of the Audit Committee

The Extra-ordinary General Shareholders' Meeting no. 1/2020 dated on 20 February 2020, has approved the charter of the Audit Committee, which specifies the following roles, duties and responsibilities:

- (1) Review the Company's financial reporting to ensure its accuracy and disclose adequate, accurate and complete information.
- (2) Review the Company's internal control system and the internal audit systems to ensure the appropriateness and effectiveness.
- (3) Consider the independence of the internal audit unit and approve the appointment, transfer and dismissal of the chief of the internal audit unit or any other units in charge of the internal audit.
- (4) Oversee that the Company conducts businesses in compliance with the law on securities and exchange, the SET's regulations and notifications and other relevant laws and standards applied to the Company or its businesses.
- (5) Consider, select and nominate an independent person to be the Company's auditor, propose remuneration for the auditor as well as attend a non-management meeting with the auditor at least once a year.
- (6) Consider the related party transactions or transactions that may lead to conflicts of interest to ensure that they are in compliance with the law on securities and exchange, the SET's regulations and notifications and other relevant laws applied to the Company or its businesses and that the transactions are reasonable and for the highest benefits of the Company.

(7) Prepare the Audit Committee's report, propose to the Board of Directors and disclose it in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee and consisted of at least the following information:

- (a) an opinion on the accuracy, completeness and credibility of the Company's financial reports;
- (b) an opinion on the adequacy of the Company's risk management system and internal control systems;
- (c) an opinion on the compliance with the law on securities and exchange, the SET's regulations and notifications or the laws relating to the Company and/ or its businesses;
- (d) an opinion on the suitability of the auditor;
- (e) an opinion on the transactions that may lead to conflicts of interest;
- (f) the number of the Audit Committee's meetings and the attendance of such meetings by each committee member;
- (g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter; and
- (h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors.

(8) Review and propose to the Board of Directors to consider revising the Audit Committee's roles, duties and responsibilities to be consistent with the circumstances.

(9) Inspect or question any relevant personnel regarding any related issues under the authorities of the Audit Committee and hire or bring in specialists to assist with the auditing process.

(10) Hire an advisor or independent person to give opinions or suggestions as appropriate.

(11) Report to the Board of Directors in order that remedial action be taken within time that the Audit Committee deems appropriate in case the Audit Committee finds or suspects any misconduct as follows:

- (a) a transaction that may cause conflict of interest;
- (b) any fraud, irregularity or material defect in the internal control system; or
- (c) any violation of the law on securities and exchange, the SET's regulations and notifications or other relevant laws applied to the Company or its businesses.

If the Board of Directors' Meeting or Executives are not actioning to improved within a reasonable time one of the Audited Committee may found list above to office of the SEC or the SET.

(12) Consider and approve the annual budget, headcount and necessary resources for the Internal Audit Department/ unit, the annual audit plan and the significant revision of such plan and monitor to

ensure the compliance with the approved audit plan and the international standards in internal audit professional. Also, the Audit Committee shall evaluate the performance of the internal auditor annually and attend a non-management meeting with the chief of the Internal Audit Department/ unit at least once a year to discuss on important issues.

(13) Consider, review and give opinions on the policies on the corporate governance, the social responsibility and the anti-corruption.

(14) Review and give opinions on the corporate governance assessment and social responsibility reports.

(15) Review the accuracy of the reference document and self-assessment form on the anti-corruption measure of Thailand's Private Sector Collective Action Coalition Against Corruption (if any).

(16) Review and propose to the Board of Directors to consider revising the Audit Committee's charter to be consistent with circumstances.

(17) Report the Audit Committee's performance to the Board of Directors every six months.

(18) Perform any other acts as assigned by the Board of Directors and accepted by the Audit Committee.

9.2.3. Executive Committee

Composition

The Executive Committee consists of at least of three members, who are not necessary the Company's directors.

The Executive Committee selects one executive director to be the Chairman of the Executive Committee and appoints the secretary to assist in the performance of duties of the Executive Committee regarding the meeting arrangement, the agenda preparation, the delivery of meeting documents and the minute recording.

Term of Office of the Executive Committee

The Executive Committee shall be appointed by the Board of Directors from persons with full qualifications specified in the charter of the Executive Committee.

A member of the Executive Committee can vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Lack of qualifications and having prohibited characteristics stipulated by law;
- (4) The meeting of the Board of Directors resolves to remove him/her from office.

In case that number of the Executive Committee is lower than 3 members, the Board of Directors shall appoint a new member in replacement promptly or at least within 3 months as from the date the number of members is incomplete for the continuation of performance of the Committee.

Roles, Duties and Responsibilities of the Executive Committee

Under the charter of the Executive Committee, which was scrutinized and reviewed by the Executive Committee meeting No.7/2563 on 18 May 2020 and approved by the Board of Directors in its meeting no. 6/2563 on 11 November 2020, the roles, duties and responsibilities of the Executive Committee are determined as follows:

(1) Determine and propose to the Board of Directors' for approval the Company's visions, strategies, directions, policies, goals, business plan, budget, management structure and authority limits, conduct the businesses as approved by the Board of Directors as well as monitor the operations to ensure the effectiveness and efficiency.

(2) Oversee the operations regarding on the Company's general management by the Management Director/ Chief Executive Officer.

(3) Study on the possibilities of the new investment projects and have authority to consider and approve the investments or joint-investments with any juristic persons or business organizations in the form which the Executive Committee deems appropriate in order to operate the Company's businesses according to its objectives. The Executive Committee can consider and approve the expenditures of such investments, the entering into the juristic acts and/ or any order duties relating to such acts in accordance with its authority limits and/ or as specified by the Board of Directors and/ or as specified by relevant laws and regulations and/ or as specified by the Company's Articles of Association.

(4) Approve the entering into any agreements and/ or transactions relating to the Company's normal businesses, for instance, buying/ selling products and providing/ obtaining services, and for the benefit of achieving the Company's objectives within its authority limits and/ or as specified by the Board of Directors.

(5) Consider and approve the entering in to any transactions with the financial institutions for the purpose of opening account, borrowing, requesting for credit, pledging, mortgaging, guaranteeing and others, including any buying/ selling and registration of land ownership for the benefit of the Company's operations. Moreover, the Executive Committee has the authority to approve the entering into any contract laws or acts and the submission of application and proposal to the official agencies so as to obtain any rights of the Company and/ or the relevant transactions with such matters within its authority limits and/ or as specified by the Board of Directors and/ or as specified by the relevant laws and regulations.

(6) Approve the appointment of any advisors necessary for the Company's operations within the budget as approved by the Board of Directors annually.

(7) Define the remuneration framework, policy and structure to determine the monthly salary, salary increase, bonus, compensations and rewards for employees and executives (excluding the Management Director/ Chief Executive Officer.)

(8) Perform any other acts as assigned by the Board of Directors or as stipulated by the policies which are approved by the Board of Directors.

(9) Review and propose to the Board of Directors to consider revising the Executive Committee's roles, duties and responsibilities to be consistent with the circumstances.

(10) Assign any person (s) to act on behalf of the Executive Committee. Such authorization of duties and responsibilities will not which enable the Executive Committee or authorized person (s) to approve the transactions in which they or their related person (s) (as specified in the notification of the SEC and/ or the notification of the Capital Market Supervisory Board and/ or the notification of the SET and/ or as specified by relevant authorities) may have interest or benefits or conflicts of interest with the Company or its subsidiaries, except the approval of transactions which are in accordance with the policy and guideline as approved by the meetings of shareholders or the Board of Directors.

9.2.4. Nomination and Remuneration Committee

Composition

The Nomination and Remuneration Committee comprises at least three members, most of whom are independent directors.

The Nomination and Remuneration Committee shall among them select one independent director to be its Chairperson, and appoint the committee's secretary to support its works regarding meeting appointment, preparing meeting agenda, sending meeting documents and making meeting reports.

Term of Office of the Nomination and Remuneration Committee

The term of office of the Committee is 3 years and shall be in accordance with the tenure of the Board of Directors (if a member of the Committee is also a member of the Board). A member of the Committee who retires by rotation may be re-appointed to resume his/her office. In the case of the expiration of term or vacation from office before the expiration of term which leads to the number of the Committee's members becomes lower than 3 members, the Board of Directors shall appoint a new member in replacement promptly or at least within 3 months as from the date the number of members is incomplete for the continuation of performance of the Committee.

A member of the Nomination and Remuneration Committee can vacate office upon:

- (1) Termination of the director status;
- (2) Expiration of term of office;
- (3) Death;
- (4) Resignation;
- (5) Dismissal;

(6) Lack of qualifications of being a director, or having prohibited characteristics under a law on public company, or showing a lack of proper characteristics to be entrusted with managing a business whose shares are held by the public according to a law on securities and stock exchange.

Scope of Authorities, Duties and Responsibilities of the Nomination and Remuneration Committee

The Board of Directors' Meeting No. 1/2020 dated 20 February 2020 approved the Charter of Nomination and Remuneration Committee in which the Committee's scope of duties, authorities and responsibilities are specified as follows:

(1) Considering the Board of Directors' structure in terms of the number of directors suitable to the business size, nature and complexity.

(2) Determining the qualifications, criteria and selection of the company's directors and managing director, and selecting and nominating persons with suitable knowledge, experiences and expertise to the Board of Directors or to the Shareholders' Meeting for appointment (as the case may be). In doing so, the Committee shall provide shareholders with adequate information about the nominated persons for decision.

(3) Reviewing criteria and method on selecting directors for proposing to the BOD before selecting directors whose terms have expired. In case that the same director is nominated, the Committee shall take into consideration such director's past performance.

(4) Considering independence of each independent director to ensure that the Company's independent directors have all required qualifications.

(5) Considering the format and procedures of developing the Company's directors, sub-committee members and managing director in accordance with the Company's business and conditions. For newly appointed director, the Committee should oversee the Company to organize an orientation and provide documents and information beneficial for performing his/her duties.

(6) Preparing and reviewing the plan on developing the managing director and high-level executives in order to develop into a succession plan for replacement of managing director or high-level executives who are retired or unable to perform works so that the Company's management is not disrupted.

(7) Developing the remuneration structure, forms and payment criteria (whether in forms of money, securities or others) for directors, sub-committee members and managing director to be appropriate, fair and lawful. And determining the rate of pays, compensations, rewards, bonus, and pay rise for directors, sub-committee members and managing director in order to propose to the Board of Directors' meeting and/or the Shareholders' meeting (as the case maybe) for further consideration.

(8) Developing a guideline on directors' remuneration in accordance with the Company's strategies and long-term goal, experiences, duties, accountability and responsibility, as well as benefits expected to obtain from each director. Directors' remuneration should be at a rate comparable with others in the same industry. The Committee shall also develop a guideline on the managing director's remuneration in accordance with the Company's main objectives and goals, and long-term benefits.

(9) Developing the evaluation criteria for the Company's managing director and proposing them to the Board of Director for approval.

(10) Reviewing and proposing the Board of Directors to consider amending the scope of authorization, duties and responsibilities of the Nomination and Remuneration Committee according to situations.

(11) Performing any other actions as assigned by the Board of Directors or according to the policy determined by the Board.

9.2.5. Risk Management Committee

Composition

The Risk Management Committee shall comprise at least three members. Members of this committee may not necessarily be the Company's directors.

The Risk Management Committee shall among them select one member to be its Chairperson, and appoint the committee's secretary to support its works regarding meeting appointment, preparing meeting agenda, sending meeting documents and making meeting reports.

Term of Office of the Risk Management Committee

The Committee shall be appointed by the Board of Directors from persons with full qualifications specified in the charter of the Risk Management Committee.

A member of the Committee can vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Lack of qualification and having prohibited characteristic specified by law;
- (4) The meeting of the Board of Directors resolves to remove him/her from office.

In case that number of the Risk Management Committee is lower than 3 members, the Board of Directors shall appoint a new member in replacement promptly or at least within 3 months as from the date the number of members is incomplete for the continuation of performance of the Committee.

Scope of Authorities, Duties and Responsibilities of the Risk Management Committee

The Board of Directors' Meeting No. 1/2018 dated 28 May 2018 approved the Charter of Risk Management Committee in which the Committee's scope of authorities, duties and responsibilities are specified as follows:

(1) Identifying and reviewing the characteristics of risks that are facing by the Company or expected to occur which affect the Company; as well as determining the Company's risk appetite.

(2) Formulating the policy on managing external and internal risks to be comprehensive and in line with the business strategies and directions; and proposing it to the Board of Directors for approval. The policy must cover at least the following four risks:

- (a) Financial risk (Financial Risk)
- (b) Operational risk

(c) Strategic risk

(d) Compliance risk

(3) Developing strategies and guidelines on risk management that conform with the risk management policy in order to evaluate, monitor and keep the risks at an acceptable level.

(4) Assigning persons to be in charge of carrying out the risk management policy so that the Company has an efficient, companywide risk management system that is implemented constantly.

(5) Designing the structure of and appointing a risk management working group to evaluate and monitor the results of risk management.

(6) Determining budget and responses to existing and potential risks in order to be used as an operational rule for each type of risks, and proposing them to the Board of Directors for approval.

(7) Reviewing the appropriateness and adequacy of the Company's policy, strategies and guidelines on risk management to ensure that such policy, strategies and guidelines are in line with the Company's business strategies and directions; keeping risks at an acceptable level; and giving advice and support to the BOD regarding organizational risk management; as well as promoting and supporting constant and regular improvement and development of a risk management system.

(8) Reporting the Board of Directors about risks and risk management.

(9) Performing any other actions as assigned by the Board of Directors or according to the policy determined by the Board.

9.3. Executives

Scope of Authorities, Duties and Responsibilities of Managing Director

The Board of Directors' Meeting No. 1/2018 dated 28 May 2018 approved the Managing Director's authorities, duties and responsibilities as follows:

(1) Formulating working plan and annual budget plans of the Company and its subsidiaries as proposed by the management; as well as designing the executive structure and power to be proposed to the Executive Committee and/or the Board of Directors for approval.

(2) Overseeing, administrating, operating and performing business work routine in accordance with the visions, business directions, policy, business strategies, goal, working plans and annual budget plans that have been approved by the Executive Committee and/or the Board of Directors, and/or as assigned by the Executive Committee and/or the Board of Directors.

(3) Approving entering into a contract and/or any transaction relating to normal business operations (such as sale and purchase, investment or joint investment with others to do the Company's normal transactions for the benefits of achieving the Company's objectives) within the amount set forth in the

authority limit and/or as determined by the Executive Committee and/or the Board of Directors, and/or as required by relevant laws, rules and/or the Company's regulations.

(4) Supervising the overall business operations in terms of finance, marketing, human resources management and other areas of works so that they are in conformity with the Company's policy, business strategies, goal, working plans, and annual budget plans that have been approved by the Executive Committee and/or the Board of Directors.

(5) Appointing advisors in areas necessary to the Company's operations within the power and budget set forth in the authority limits, and/or as determined by the Executive Committee and/or the Board of Directors.

(6) Introducing rules, criteria, guidelines, regulations to be implemented in the organizational structure lower than managing director, including employment, appointment, transfer, dismissal and discharge of employees in positions under managing director.

(7) Determining the rate of pays, compensations, rewards, bonus, and pay rise for executive and employees under managing director within a limit and policy specified by the Executive Committee and/or the Board of Directors.

(8) Issuing internal orders, regulations, notices and memorandums so that work operations are in line with the policy and for the benefits of the Company, as well as to maintain discipline in the organization.

(9) Approving operational plans of each work classification; approving requests of each work classification that go beyond their authorities; as well as approving usual transactions in operations according to the capital budgeting or the budget approved by the Executive Committee and/or the Board of Directors. The limit for each transaction shall be as specified in the authority limits, but not exceeding the annual budget approved by the Board of Directors. This includes entering into contracts relating to such transactions. Important approval authority of Managing Director includes an investment under the budget approved by the Board of Directors at the amount not exceeding 200 million baht, an investment not included in the approved budget at the amount of not exceeding 50 million baht, and other operational expenses at the amount of mostly not exceeding 20 million baht (depending on type of expenses).

(10) Performing any other duties as assigned by the Executive Committee and/or the Board of Directors, including having an authority to take any actions required for performing such duties.

(11) Authorizing any person(s) to perform any action on behalf of the Managing Director. The authorization of duties and responsibilities of Managing Director by no means constitutes an authorization or sub-authorization that enables the Managing Director or his/her attorney(s) to approve any transaction in which ones or persons who may have a conflict of interests (as defined in the Notifications of the Securities and Exchange Commission, the Notifications of Capital Market Advisory Board, the Stock Exchange of Thailand, and/or other relevant agencies) may have stakes in, obtain any benefits from, or may have other conflict of interests with the Company or its subsidiaries, unless such transaction is approved under the policy and criteria that have been approved by the Board of Directors.

9.4. Nomination and Appointment of Directors and High-level Executives

9.4.1. Independence Directors

The Company has determined the qualifications of the independence directors as follows:

(a) Holding no more than 1 % of total voting shares in the Company, its parent company, its subsidiaries, its associates, major shareholder or controlling party of the Company, including the shareholding of persons related to the independent directors;

(b) Not currently be or never been executive director, worker, employee, salaried consultant, or controlling parties of the Company, parent company, subsidiaries, associates, same-level subsidiaries, major shareholder or controlling party, unless foregoing status has ended not less than two years prior to the date of appointment except where the independent director(s) was the government officer or consultant of the government agency which is the major shareholder or a controlling person of the Company;

(c) Not be a person related by blood or registration under laws, such as father, mother, spouse, sibling or child, including spouse of the children, executives or majority shareholders or controlling parties or persons to be nominated as director, executive or controlling parties of the Company or its subsidiaries;

(d) Not have business relationship with the Company, its parent company, its subsidiaries, its associates, major shareholder or controlling party in a manner which may interfere with his/her independent judgment and neither being nor having been a significant shareholder or controlling party of any person having business relationship with the Company, its parent company, its subsidiaries, its associates, major shareholder or controlling party, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

Such business relationship includes the normal business transaction, rent or lease of immovable property, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions which result in the Company or its counterparty being subject to indebtedness payable to the other party amounting to three percent or more of the net tangible assets of the Company or twenty million baht, whichever is lower. The value of the business relationship shall be calculated according to the method stipulated by the Capital Market Supervisory Board governing rules on connected transactions. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

(e) Not currently be or never be an auditor of the Company, its parent company, its subsidiaries, its associates, major shareholder or controlling party, and not being a significant shareholder, controlling party, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associates, major shareholder or controlling party, unless the foregoing relationship has ended not less than two years prior to the date of appointment;

(f) Not currently be or never be any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, its subsidiaries, its associates, major shareholder or controlling party, and neither being nor having been a

significant shareholder, controlling party or partner of the professional advisor unless the foregoing relationship has ended not less than two years prior to the date of appointment;

(g) Not be a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;

(h) Not operate a business of the same nature as and in competition with the Company or subsidiaries; nor be the significant partner of the partnership, or executive director, worker, employee, or salaried consultant; or holding more than one percent of the total number of voting shares of any other companies operating the business of the same nature as and in competition with the Company or subsidiaries;

(i) Not under any conditions that may impede the person from having independent views towards the Company's operations.

After being appointed under the abovementioned qualifications, independent directors may be assigned by the Board of Directors to make decisions in a form of collective decision regarding the operations of the Company, its parent company, its subsidiaries, associates, same-level subsidiaries.

9.4.2. High-level Executives

In the event that the positions of executive director or managing director become vacant, or a person holding office are unable to perform duties, the Board of Directors will designate another person holding office in similar or next lower level to be in charge in the interim until the nomination and selection of qualified persons under the criteria determined by the Company. The Nomination and Remuneration Committee will determine the qualification and selection criteria, and then nominate a qualified person with knowledge, experiences, skill, vision, and understanding of corporate culture to the Board of Directors or the shareholders' meeting for appointment.

9.5. Subsidiaries and Associates' Operation Monitoring

To monitor the operations of and to protect its investment interests in subsidiaries and associates, the Company has formulated a policy on monitoring and managing its subsidiaries and associates with an objective to set both direct and indirect measures and mechanism that allow the Company to monitor their operations, and to supervise them to observe such measures and mechanism as if they were directly under the Company, as well as to observe laws on public companies, civil and commercial code, securities law, other relevant laws, including notifications, regulations and criteria issued by the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand. Details of such measures and mechanism are as follows:

(1) The Company shall appoint its representative to be a director of its subsidiaries or associates pursuant to the proportion of shareholding in each company in order to supervise those subsidiaries or associates to follow the law, good governance policy and other policies of the Company. However, sending such representative must be considered and approved by the Board of Directors taking into account appropriateness in each company.

(2) The board of directors and executives of each subsidiary have important legal duties and responsibilities; for examples, disclosure of financial status and operating performance to the Company, in

which relevant laws as well as notifications, regulation and criteria of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand will be applied mutatis mutandis; disclosure and submission of information about their interests and related party to inform the Board of Directors of relationship and transaction with the Company and/or its subsidiary of a nature that may result in a conflict of interests so that the Board of Directors can avoid such conflict of interest.

(3) For any significant transaction or action of a subsidiary affecting the Company's financial status and performance, or falling within a scope of or being an acquisition or disposition of assets as prescribed in the relevant announcement, or connected transaction as prescribed in the relevant announcement, which the Company has to seek prior approval from the Board of Directors' meeting, the shareholders' meeting, or relevant agencies, a subsidiary can only do the transaction or action once the Board of Directors' meeting, the shareholders' meeting or the relevant agency has already approved.

Furthermore, in case of any transaction or incident of a subsidiary that requires the Company to disclose information to the Stock Exchange of Thailand pursuant to criteria set forth in relevant announcements, the director representing the Company in the subsidiary has a duty to promptly inform the Company's management of the subsidiary's plan to do such transaction or of the incident.

(4) The Company will form a working plan and take a necessary action to ensure that its subsidiaries or associates disclose information about their performance and financial status; the Company will take a necessary action and monitor to ensure that its subsidiaries or associates has adequate and appropriate disclosure system and internal control system for their business operations.

(5) Director representing the Company in its subsidiary or associate must monitor and take necessary actions to ensure that the policy and key work plans concerning the subsidiary or associate's operations are regularly reviewed, updated and improved to be suitable for current business conditions.

(6) In case where a joint venture company is a subsidiary, the director representing the Company has to consider, monitor and give necessary advice to the subsidiary; put in place a proper and prudent internal control system to prevent potential corruptions in the Company or its subsidiary; as well as put in place a clear, efficient and effective working system.

(7) For significant operations of a subsidiary, such as appointment or nomination of director in the subsidiary at least according to the proportion of the Company's shareholding in the subsidiary, share buying or selling, material business or assets, capital increase or decrease in a subsidiary, merger and dissolution of subsidiary, approval of annual budget of a subsidiary of the Company unless specified otherwise in the Company's delegation of authority, the director representing the Company must obtain a prior permission to vote from the Board of Directors before casting vote in the subsidiary's board of directors' meeting.

9.6. Control on Insider Trading

The Company pays attention to preventing insider trading. It is the Company's policy that directors, executives, employees and workers must not, directly or indirectly, with or without returns, disclose or seek benefits for themselves or others from information that potentially impacts the Company's stock price, or information that can jeopardize or impair the Company if being disclosed and regarded as confidential and important information, including secrets and/or non-public information; as well as must not do securities

transactions that are based on insider information. To prevent misuse of insider information, the Company has undertaken the following steps:

1. Educate the Company's directors and executives regarding their duty to report to the SEC Office on their holdings of the Company's shares as well as the holdings of their spouse or cohabiting couple, and minor children, including a juristic person whose shares exceeding thirty percent of the total voting rights are held by the director and executives, their spouse or cohabited couple, and minor children. This duty is prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992) and its amendments with the penalty provision under Section 275. Also, the acquisition or disposition of securities must be reported under Section 246 with the penalty provision under Section 298 of the Securities and Exchange Act B.E. 2535 (1992) and its amendments.

2. Direct the Company's directors and executive, including their spouse or cohabited couple, and minor children, as well as a juristic person whose shares exceeding thirty percent of the total voting rights are held by the director and executives, their spouse or cohabited couple, and minor children to prepare and disclose reports to the SEC Office on the holding of securities and the changes to such holding under the criteria set forth in the Securities and Exchange Act B.E. 2535 (1992) and its amendments, as well as submit a copy of such reports to the Company on the same day that the originals are submitted to the SEC Office.

3. Direct that directors, executives, employees and workers of the Company and its subsidiaries with the knowledge of or possession of material insider information which has or may have an impact on the change of securities price, securities value including persons presumably knowing or having in possession the insider information under the Securities and Exchange Act B.E. 2535 (1992) and its amendments, must refrain from doing transactions of the Company's securities during one month prior to the disclosure of the financial statements or such information to the public. And within 24 hours after the disclosure to the public, persons relating to such information must not disclose the information to any other persons until the submission to the Stock Exchange of Thailand. Any actions in violation of the above regulation will be deemed as disciplinary offence under the Company's Article of Associations and such persons will be proportionately punished based on intention and seriousness, ranging from verbal warning, written warning, probation, pay cut, suspension without pay to dismissal.

9.7. Auditor Remuneration

As at 31 December 2019, the Company and its subsidiaries paid the audit fees to PricewaterhouseCoopers ABAS Limited at a total amount of 4,500,000 baht, of which 3,940,000 baht was the audit fee for the Company, 560,000 baht was the fee for its subsidiaries and none other Service (Non-Audit fee).

As at 31 December 2020, the Company and its subsidiaries paid the audit fees to PricewaterhouseCoopers ABAS Limited at a total amount of 4,450,000 baht, of which 4,150,000 baht was the audit fee for the Company, 300,000 baht was the fee for its subsidiaries and none other Service (Non-Audit fee).

10. Corporate Social Responsibility (CSR)

The Company recognizes the importance of sustainable business growth with corporate social responsibility, by doing business with care to stakeholders, economy, society and environment in a fair, ethical and moral manner. The Company hopes that business operation with corporate social responsibility would bring common benefits and the Company's growth at the same time. The Company has formulated a corporate social responsibility policy comprising 9 parts as follows:

10.1. Policy overview

10.1.1. Business Operation with Equity

The Company commits to operation in a integrity, fair and ethical way, and determines to compete in accordance with the business ethics, laws and a principle of fair competition; as well as rejects any behaviors that impede fair competition, such as not seeking confidential information of competitors, and not requesting, obtaining or giving any corrupting interests. Moreover, the Company also respects the others' rights to intellectual property by directing its personnel to follow laws or regulations concerning intellectual property, like using only lawful copyrighted software. The Company also promotes and raises the awareness of social responsibility among personnel in all levels.

10.1.2. Anti-Corruption

The Company operates its business based on transparency, ethics and good corporate governance, and complies with laws concerning corruption prevention and anti-corruption, giving or receiving bribery with public or private officers. The Company has formulated its organizational structure in which responsibilities, work procedures and lines of command for each unit are clearly divided to create proper checks and balances and rigorous cross examination.

Consequently, the Company has drawn up its anti-corruption policy to be a guideline for the directors, executives and employees of the Company and its subsidiaries in order to achieve sustainable business development. The policy was approved by the Board of Director's Meeting no. 5/2563 on 11 August 2020. Details of which are as follows:

Duties and Responsibilities

(1) The Board of Director has a duty and responsibility to impose a policy and put in place a procedure that efficiently supports anti-corruption efforts so that the management is aware of and place an importance on anti-corruption which will become organizational culture.

(2) The Audit Committee has a duty and responsibility to review the procedures of financial and accounting reporting, internal control and internal audit to ensure a compliance to international standards, appropriateness and efficiency.

(3) The Executive Committee, executives and management are responsible for arranging procedures that encourage and support the anti-corruption policy in order to communicate to all

employees and parties concerned, as well as reviewing the fitness of procedures and measures according to a change in business, rules, regulations and laws.

(4) The Internal Control Unit and the Compliance Unit have a duty and responsibility to oversee, examine and review that the operation of works is accurate according to the purpose of the policy, practices, authority, rules, laws and regulations of the Compliance Unit in order to ensure that the internal control system is appropriate and sufficient for the potential risk of corruption and report to the Audit Committee.

Guidelines and Regulations

(1) The Company's directors, executives and employees are forbidden from committing or allowing all forms of corruption, both direct and indirect, including all units concerned. Compliance with the anti-corruption policy is reviewed regularly.

(2) The Board of Directors, the Executive Committee, the executives and management must demonstrate themselves as a role model for anti-corruption. They are responsible for promoting and support the anti-corruption policy in order to communicate to every employee and all parties concerned, and responsible for reviewing an appropriateness of the policy and measures to be suitable to a change in business conditions, rules, regulations and legal provisions.

(3) Directors, executives and employees have a duty to report any actions falling within the scope of corruption relating to the Company to superiors or responsible persons, and cooperate in any fact-finding process.

(4) The Company will fairly treat and protect persons filing a complaint against corruption, including persons who cooperate in a process of reporting and investigating the corruption.

(5) A person committing an act of corruption shall receive a disciplinary punishment according to the Company's rules and may be subject to legal penalties if such action is against the law.

(6) The Company shall communicate its anti-corruption policy to all work units at every level through various channels such as employee training and an internal communication system so that persons concerned are aware of and implement the policy.

(7) The Company establishes several communication channels for filling a complaint so that employees and persons concerned can report their reasonable suspicion of corrupt conduct. Protective measures for complainants are implemented in order to rigorously protect the identity of such complainers to avoid being unfairly punished or transferred. Also, responsible persons are designated to examine every complaint.

(8) The Company encourages its contract partners, business partners or other persons whose works relating to the Company to report any action in breach of the Company's anti-corruption policy.

(9) The Company has a policy to fairly and decently recruit or select personnel, promote, provide training, perform work evaluation and determine remuneration of employees and staffs in order to prevent corruption in the organization and to provide a security to the Company's employees and staffs.

(10) The Company has imposed the disbursement and procurement rules which stipulate the limit, table of authorities, purposes of transactions and recipients with which required documents must be attached; as well as determine appropriate approval authorities at each level.

(11) To decently execute the following high corruption sensitive matters, the directors, executives and employees must take cautious actions and thoroughly examine.

(11.1) Giving or receiving gifts and offering hospitality must be transparent and lawful under a normal business practices or customs at proper value.

(11.2) Giving or receiving monetary donations or sponsors must be transparent and lawful, ensuring that such giving or receiving does not cover up a bribery.

(11.3) Operating business, contacting, negotiating, bidding with public and private agencies must be transparent and lawful. And the directors, executives, employees and staffs must not give or receive bribery in every step of business operation.

(12) In case of any inquiries about the compliance to the anti-corruption policy or witnessing an act of corruption relating to the Company, a contact channel called “Whistle Blowing” is set up for tipping off or filling a complaint to the Board of Directors directly via the Company’s website under the topic ‘Corporate Governance’ (channel for complaints and misconduct tip-offs) or at an email address internalaudit@dohome.co.th.

(13) The Company protects complainants or persons who may suffer damage by providing all parties with fairness. Reporting the details of facts or clear evidence sufficient to prove an act of corruption and law violation against the intention of the anti-corruption policy is kept confidential in every step and disclosed only as necessary taking into account the safety of complainants or persons concerned.

Whistleblowing Policy to Protect and Provide Fairness to Employees

With the anti-corruption policy and a focus on good corporate governance, the process of receiving complaints and tip-offs on corruptions or misconducts must be fair, impartial, discreet and confidential to prevent any damage to complainants. Therefore, the Company has formulated the Whistleblowing Policy to protect and provide fairness to employees who file complaints or tip-offs so as to ensure that a procedure of fact-finding and investigation into corrupt actions or violation of law, the Company’s rules and regulations and code of ethics is fair and protect the whistleblowers.

Eligible Complainants

(1) Employees who witness an act in violation of laws, the Company’s rules and regulations, and the code of ethics.

(2) Employees who are abused, for examples by bullying, intimidation or disciplinary punishments like salary reduction, work suspension, dismissal or wrongful discrimination relating to employment conditions, as a result of filing complaints, giving tip-offs and information, or assisting in a fact-finding and legal proceeding, witnessing, giving statements or any cooperation to a court or state agencies.

Complaint Receivers

- (1) Head of the Human Resources Department
- (2) Head of Internal Audit
- (3) Superiors at every level who can be trusted
- (4) Company Secretary
- (5) A member of the Board of Directors

Ways to File Complaints

- (1) Oral or written
- (2) To the email addresses of the complaint receivers
- (3) Company website
- (4) A letter addressing the complaint receivers

Complainants can use more than one channel to file their complaints. Such complaints shall be deemed a top secret and does not require the identity of complainant. Should the complainants choose to remain anonymous, details of facts or solid evidence must be sufficiently provided to give reasonable grounds to believe that an act in breach of laws, the Company's rules and regulations or code of ethics has occurred. However, revealing one's identity will enable the complainant to be informed of a result or additional details of the complained matter.

Protection of Complainants or Whistleblowers

(1) Complaint receivers or investigating committees and directors shall keep confidentiality and not disclose any information taking into account the safety of and impact on the complainants, sources of information or person concerned. All responsible persons in every step shall also keep the known information as top secret and not disclose to other persons. Failing to do this will be deemed as a disciplinary misconduct.

(2) Complaint receivers or investigating committees and directors may determine any protective measures as appropriate without a request from complainants if such complaints tend to cause damage or jeopardy.

(3) Unfairly treatment towards other persons, improper discrimination or causing damage to other persons that is motivated by the fact that such persons have filed complaints, information or tip-offs on corrupt actions or violation of laws, rules and regulations and code of ethics, including that such persons have taken legal actions, been witness, given statement or any cooperation to a court or state agencies, shall be deemed disciplinary offences and subject to disciplinary punishments and probably legal penalties if such actions are illegal.

(4) Any damage occurring to persons may be mitigated through proper and fair means or procedures.

The Company shall follow and review the anti-corruption policy at least once a year to remain consistency with a change in business, rules, regulations and legal provisions under the principle of good corporate governance, as well as shall publicize the anti-corruption policy through its communicating channels such as its website, the Form 56-1 reporting and annual report.

10.1.3. Respect for Human Rights

It is the Company's policy to support, respect and protect human rights by treating any persons concerned, whether employees, communities and the surrounding society with a respect for human dignity, taking into consideration an equality and equal freedom, not breaching fundamental rights, and not discriminating on the grounds of race, nationality, religion, language, skin colour, age, education, physical condition or social status; as well as overseeing the business not to involve in any human rights violations such as child exploitation and sexual harassment. Furthermore, the Company fully commits to a respect for human rights. Knowledge on human rights has been formulated and an awareness has been raised among personnel to follow the human rights principle and relating universal principle to ensure that its entire business operation including all stakeholders are free from human rights violation. The Company also encourage its business partners and associates not to be involved with human rights violation.

The directors, executives and all employees are required to respect the human rights emphasizing on the human dignity, rights, freedom and equality. The Company has formulated this human rights policy to be applied as follow:

Directors and Top Management of the Organization

- (1) Explicitly announce the organizational policy on human rights to be perceived both internally and externally.
- (2) Publish its activities on human rights and implement the human rights policy and practices in every activity of the Company's operations.
- (3) Assess the risk and impact of human rights, examine the human rights issues in every aspect including any potential impacts arising from business operations.
- (4) Monitor and inspect operations; coordinate and plan to prevent any impacts in which the Company's activities may be involved in human rights violations.
- (5) Initiate remedy procedures in case of damage occurred from human rights violation; as well as correct and prevent the impact of such damage.
- (6) Set up a complaint mechanism for witnesses or victims; determine and implement human rights protection measures in every steps of business operations with constant monitoring and reporting.
- (7) Organize training to provide knowledge on human rights to executives and employees at all levels in order to recognize the fundamental rights and freedom every human deserves. This will reduce a risk of human rights violations in business operations.
- (8) Oversee a fair employment and compliance to a law on labour protection; for instances, not discriminating against employees and on the ground of sex, paying fair remuneration, not laying off pregnant employees and not employing children below the age of 18 years.

Executive and All Employees

(1) Human rights of the executives, employees, business partners and business associates, including all stakeholders throughout the value chain will be protected.

(2) To respect the human rights, obey the law and implement the human rights principle equally with a respect for each other without discrimination on the grounds of race, birthplace, religion, belief, gender, skin colour, language, ethnic group, social status or any other status against all stakeholders in every place that the Company's business is located.

(3) Avoid any offending actions or taking part in causing an impact on the human rights, both directly and indirectly, against all stakeholders.

(4) Participate in, cooperate, being vigilant, take care of each other and promote the human rights issue among all stakeholders by all means; and follow the human rights principle.

(5) Communicate and educate all stakeholders to understand, as well as encouraging business partners and associates not to involve in human rights violation.

(6) Not neglect or ignore when witnessing an action in breach of human rights in relations to the Company. Such action must be reported to superiors or the Whistleblowing channel.

Furthermore, the Company has strengthened its monitoring effort on the conformity to the human rights regulations. In this regards, arrangements are made to facilitate opinion exchange; and victims of human rights violation caused by the Company's business operations are provided with a complaint channel and are remedied as resonable.

10.1.4. Fair Treatment of Labors

The Company realized the importance of human resources development and fair treatment of labors which can increase the business's value and strengthen the Company's competitiveness and sustainable growth in the future. Policy and practices in this matter have been set out as follows:

- (1) Respect the rights of employees according to human rights principle and observe a labor law;
- (2) Have in place an equitable employment procedure and employment conditions, as well as determine remuneration and measure performance under an impartial evaluation process;
- (3) Encourage personnel improvement by organizing in-house training and seminars, and sending personnel to join seminars and training on relevant areas in order to improve their knowledge, capability and potential; as well as develop positive attitude, morality, ethics and teamwork skill for personnel;
- (4) Provide welfares for employees as required by law such as social security, beyond the law such as health insurance and accident insurance, as well as various kinds of allowance such as scholarships for children of employees and funeral allowance;
- (5) Provide annual physical check-up for personnel at all levels based on the level of risk factors in relation to age, gender and working environment of each person;

(6) Ensure a safe working environment and hygienic work place by imposing accident prevention measures, establishing safety consciousness among employees, as well as train and encourage employees to have hygiene and keep work place safe and hygienic;

(7) Open an opportunity for employees to express their opinions or complain about unfair treatment or wrongful actions in the Company, as well as provide protection to such employees.

10.1.5. Responsibility to Customers

The Company commits to develop its products and services for the utmost satisfaction and benefits of customers, as well as adhere to treating customers with responsibility and integrity as follows:

(1) Importantly, the Company concern about product quality and standard and service efficiency by focusing on using quality raw materials and standardized production, as well as developing a service administration system so that customers receive quality, hygienic products and services, as well as the highest satisfaction.

(2) The Company has a plan to constantly invent and develop new products and services to meet customers' demand so that customers can use a variety of quality and standardized products and services as required.

(3) The Company adheres to ethical marketing and has a policy to provide correct, undistorted, clear and unexaggerated information about its products and services so that customers can make decision based on correct and adequate information.

(4) The Company concerns about customer safety and aims for providing customers with product and services of quality and safety under international standard and regulation and as required by laws. The Company always develop, design and invent products and services so that customers can have confidence in the Company's products and services in terms of quality, standard and safety.

(5) The Company has introduced a customer relations system for communicating with customers and taking complaints about quality of product and service in order to quickly respond to customers' needs.

(6) Customer information will be kept confidential and will not be abused.

(7) The Company has organized activities to promote long-lasting relationships among customers and between customers and the Company.

10.1.6. Environmental Care

The Company emphasizes on a social responsibility in terms of environmental care and recognizes environmental problems that may arise from its business operations, products and services. Therefore, the Company has a policy to promote a development of management procedures in order to reduce any probable impacts. Also, a target is set to utilize the resources in a worthy manner and reduce the consumption of limited energy.

The Company operates and control its production and service provision to be strictly in conformity to a law on environmental care. It commits to continual environment care in order to prevent any environmental pollutants through the following guidelines:

(1) The Company strictly follows a law, regulations and provisions, including contractual obligations on the environment.

(2) The Company recognize the efficient use of resources and energy, whether in consumption, waste treatment and controlling the amount of waste, and recycle with proper methods.

(3) The Company pays attention to how to strictly control, prevent and reduce the environmental impacts at a minimum levels, whether water pollution, air pollution, hazardous waste, chemicals, noise pollution and other pollutions.

(4) The Company set a target and objectives on working with the environment by monitoring and reviewing work operations that effect the environment and encourage continuous improvement.

(5) The Company organizes an employee training on environment to raise their awareness and create proper behaviour regarding the environment which is the responsibility of every employee.

(6) The Company promotes and publicizes projects relating to the environmental conservation and improvement, as well as cooperates with relevant agencies and communities in relations to environmental management.

(7) The Company persuades its customers, business partners and resellers to jointly preserve the environment and reduce the environmental impacts.

10.1.7. Community or Social Development

The Company recognizes the importance of sustainable business growth with corporate social responsibility, by doing business with care to stakeholders, economy, society and environment in a fair, ethical and moral manner. The Company hopes that business operation with corporate social responsibility would bring common benefits and at the same time the Company's growth towards being a leader in retail, wholesale and service business of comprehensive home products. The Company commits to conduct business while emphasizing on corporate social responsibility in order to enhance the quality of life of people in communities, as well as willfully improving environmental quality in a sustainable way.

The Company is ready to take part in sponsoring projects of schools, religious institution, medical centers and government agencies; as well as providing assistance to communities suffered from disasters in order to reinforce and strengthen the communities and the business growth simultaneously.

Support for Public Agencies

The Group, led by the executive committees - Ms. Ariya Tangmitrphracha Mrs. Salitip Ruangsuttipap And Mr. Maruay Tangmitrphracha, made a contribution at the amount of 2,000,000 baht to “Siraj Against COVID-19” funding and to “Heart Disease Patients” funding. The contribution was received by Prof. Dr. Prasit Watanapa, Dean of Faculty of Medicine Siraj Hospital, Mahidol University.



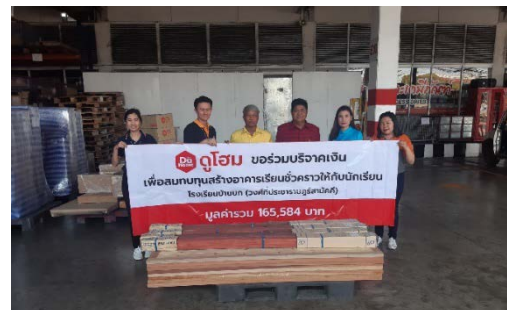


To contribute to the Emergency Fund for Assisting and Preventing the Spread of the Emerging Disease COVID-19, the Group made a donation at the amount of 1,000,000 baht which was received by Adjunct Assistant Professor Dr.Surin Asavawitoonthip, Assistant Director of Corporate Image, King Chulalongkorn Memorial Hospital, the Thai Red Cross Society.

Apart from contributions to public hospitals, the Group also support activities for public benefits of other agencies at the amount of 262,574.10 baht.

Academic Sponsorship and Activities for Schools

With a determination to enhance the people's quality of life, the Group realizes the importance of education as a basis for better quality of life and therefore supports learning activities by encouraging in-school students to take part in useful activities. In 2020, the Group donated to support schools at the amount of 239,414 baht in total.



10.1.8. Possession of and Diffusion of Innovations Derived from Business Operations with Responsibilities towards Society, Environment and Stakeholders

The Company has adopted the concept of social responsibility and invented business innovations that bring about social benefits and business competitiveness. Existing business processes are examined to see whether they are causing any risks or negative impacts on the society and environment; and the Company then explores an approach to mitigate such impacts. Work procedures are also thoroughly scrutinized in all aspects in order to open up an opportunity for the discovery of business innovation and the sustainable growths business and profits.

10.1.9. Manual of Business Ethics

The Company realizes the importance and necessity for business operation to have something to govern and eliminate any possible violation of lawful rights. That thing is business ethics which does not relate only to the business itself but including a management mechanism. The essence of business ethics is to adhere to a moral principle as a guideline for performing works. Such moral principle consists of several virtues i.e. conscientiousness, honesty to duty, and patience and sacrifice which are key components that bring about a peaceful society free of taking advantage from each other and lead to a sustainable value of an organization. The Board of Directors has brought out the “Manual on Business Ethics and Employee Code of Conduct” which is a part of good corporate governance.

The Manual on Business Ethics and Employee Code of Conduct consists of policies and code of conduct that reflect corporate values and culture. The directors, executives and employees shall adhere to and follow the manual.

- (1) Policy on treatment to stakeholders
- (2) Policy on the safety of products and services
- (3) Policy on information technology management
- (4) Anti-corruption policy
- (5) Whistleblowing policy to protect and provide fairness to employees
- (6) Policy on prohibition of giving and receiving gifts
- (7) Oversight the compliance to this business ethics and code of conduct.

Receiving Complaints on Good Governance and Business Ethics

It is the duty of the directors, executive and all employees to acknowledge and strictly comply to this manual on business ethics and code of conduct. In case of a violation or any actions in breach of he business ethics, the Company will administer punishment as the case maybe.

The executives and supervisors should be a role model in following the business ethics, as well as promote conscientiousness and educate employees to follow the business ethics as well.

10.2. Activities and Reporting

The Company will prepare a report on corporate social responsibility that covers the business conduct, the society and the environment according to a universal disclosure standard, and will disseminate the report though its website for an easy access for stakeholders.

10.3. Business Operation that Impact the Corporate Social Responsibility

- None -

Award of Pride



The Company has got a “Very Good” level for “Corporate Governance Report of Thai Listed Companies (CGR Report) in 2020 organized by the Thai Institution of Directors (IOD) with support from the SET and the SEC.

In 2020, the Company received an assessment on the quality of the Annual General Meeting (AGM) by the Thai Investors Association. The Company received a score of 98 out of 100, being in a “very good” level.



สมาคมส่งเสริมพลังคนไทย
THAI INVESTORS ASSOCIATION



Award winner
South East Asia 2020

The Company was awarded the “Best overall investor relations (small cap)” for its investor relations at the IR Magazine South East Asia Awards 2020 organized at the Stock Exchange, Singapore.

11. Internal Control and Risk Management

The Opinion of the Board of Directors

Realizing that the internal control is a key mechanism enabling the Company to operate its business and achieve its purposes efficiently and effectively, the Board of Directors and the management place emphasis on the internal control by providing constant oversight. For the sake of long-term returns, use of resources, asset management, financial reports and reliable business conduct, including compliance to laws and regulations, and prevention or mitigation of a risk from actions that may cause damage to the Company's asset or reputation, the Company has continuously improved its internal control system to be effective, as well as have in place a performance assessment according to the good corporate governance (GCG). The Board of Directors has arranged an environment that facilitates the internal control and clearly assigned the responsibilities of the committees and the management, as well as overseen a conformity to such responsibilities. The organization structure and line of command are clearly determined for checks and balances and a flow of works. Business goals and their key performance indicators (KPI) are also established to evaluate the efficiency and effectiveness of work performance and to monitor the results compared to the set goals.

11.1. Environment and Internal Control System

The Board of Directors has assigned the Audit Committee to supervise the internal control system, the risk management system, the corporate governance system and the policy compliance to ensure appropriateness and efficiency, as well as to oversee to the compliance to relevant rules and regulations, a conflict of interests, connected transaction, maintenance and use of assets in order to prevent corruption. The Company has imposed a check and balance mechanism in which the independent Internal Control Unit that reports directly to the Audit Committee is responsible for examining and evaluating the efficiency and sufficiency of the internal control system, the risk management system and the corporate governance system throughout the work procedures of all units in both the Company and its subsidiaries. The frameworks of the universal standards of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), the Enterprise Risk Management and the governance criteria of the Stock Exchange of Thailand and the Thai Institute of Directors (IOD) are applied to the internal control, the risk management and the governance for a greater fulfilment under the International Standards for the Professional Practice of Internal Auditing (IIA) and for the highest efficiency and effectiveness of the Company's operations in every aspect.

11.2. Risk Management

Recognizing the importance of managing risk factors, both internal and external, under the change of circumstances that may affect the business operation, the Risk Management Committee (RMC) was established to supervise and control the corporate risk management according to the goals at an acceptable level, and to formulate a written risk management policy to be disseminated to employees. The Committee assesses and manages the internal and external risk factors covering all areas such as strategy, operations, finance,

compliance and circumstances, including a risk from corruption, in order to manage such risks adequately in a timely manner. The risk management is evaluated using the Key Risk Indicator (KRI) which is reviewed at quarterly meetings of the Committee. Any changes in both internal and external risk factors potentially affecting the organization are reviewed annually. Also, the Committee must report the results to the Audit Committee and the Board to ensure that the Company's risk management remains at an acceptable level.

11.3. Control Activities

The Company has implemented appropriate control activities in respond to relevant risks taking into account the environment, complexity, the nature and scope of works covering various processes like the policies and procedures on finance, procurement, connected transaction, securities trade by directors, executives and employees. Furthermore, the approval authorities of the management at each level are defined. The control activities are a mix of manual control and automated control in terms of both preventive control and detective control in relations to a division of work functions, transaction records, approval and asset management for cross examination. Such policy and procedures are regularly revised to be applicable.

In doing transactions with major shareholders, directors, executives or their relating persons, the Company takes rigid supervising measures to ensure that such transactions have undergone the stipulated procedures and approval process in order to prevent a conflict of interests and provide the greatest benefits for the Company.

The directors, executive and superiors are required to explain the purpose and procedures of the control measures to responsible personnel so that they can understand and implement accordingly. All divisions under the management as the second line of defense and the Internal Control Unit as the third line of defense are responsible for giving advices on designing an efficient and effective internal control.

11.4. Information and Communication System

The Company places an emphasis on the information and communication system, and continuedly promotes and supports its development so that information and data are accurate, up to date and applicable to the fast-expanding and fast-changing business environment and consumer behaviours. In this regards, The Company has introduced a new and efficient information technology system with information security, from data collecting, processing, storing and monitoring, so that the directors, executives, employees, shareholders, customers or other stakeholders can have accurate and complete key information in a timely manner for their business decisions. Moreover, a policy on the security of information technology and use of information has been imposed to ensure that the Company has in place appropriate and sufficient information security measures.

11.5. Monitoring System

The Board of Directors has put in place a system for evaluating and monitoring the busines results by comparing the results with the Company's goals and reporting to the Executive Committee on a monthly basis. The evaluation and monitoring of the internal control and risk management systems are also implemented on

every aspect which may significantly affect the reputation, such as accounting and finance, legal/regulation compliance, asset management and frauds, to ensure that the internal control system can run smoothly as planned and can tackle any changing risks in a timely manner at each period of time. Any matters affecting the internal control will be reported to responsible persons; while significant matters will be reported to the high-level executive, the Executive Committee, the Audit Committee and the Board of Directors at a proper time. The Board has assigned the Audit Committee to oversee the review of internal control system through the Internal Audit Unit responsible for monitoring and evaluating work performance so as to ensure that the internal control system has always been followed, and any detected issues which may affect the internal control are properly and timely addressed. In addition, the evaluation of internal control for accounting and finance is examined by a certified public accountant, and the results of which are reported to the Audit Committee for review on quarterly and annual basis. According to the review of the certified public accountant and the Internal Audit Unit, there is no issue which is considered a significant deficiency.

The Audit Committee and the Board of Directors have evaluated the sufficiency of the internal control system under the approach of the Securities and Exchange Commission (SEC), the framework of internal control of the Stock Exchange of Thailand which is based on the 5 components and 22 principles of the COSO Framework. There is no deficiency significant to the internal control system detected through these evaluations. Furthermore, the Committee has given a useful advice that the Company's internal control and risk management are sufficient for its business operation. This comment is consistent with the auditor's comment.

The Audit Committee has supervised the Internal Audit Unit to perform its duties of creating assurance and providing consulting in an independent, fair and ethical manner under the International Standards for the Professional Practice of Internal Auditing (IIA) so that the internal work processes are equipped with governance, risk management, internal control, rule and regulation compliance and reliable information of the Company and its subsidiaries. The Unit answers to the Audit Committee and regularly follows up the implementation of recommendations from the auditing process, particularly important or high-risk issues. It is also the Unit's responsibility to be reported of unusual incidents, such as frauds, serious illegal actions, unethical acts of the high-level executives, in order to identify their causes and an approach to any damage or reoccurrence. All of these are to ensure that the Company has a sufficient, suitable and efficient internal control system, along with a risk management at an acceptable level and good corporate governance. The charters of the Audit Committee and Internal Audit Unit and the ethics of auditor are employed as a guideline for internal control procedures and are reviewed annually to monitor and evaluate the sufficiency of the internal control on a regular basis.

11.6. Conflict of Interests

The Board of Directors has imposed a policy and procedures as a guideline on addressing a conflict of interests in accordance with the approach of the Stock Exchange of Thailand. In making any business decisions, all personnel must focus on the greatest benefits of the Company. A conflict of interests shall

be addressed carefully, based on integrity, honesty, rationality and independence under a good morality, with all information provided to the Company for the sake of its overall interests. Stakeholders or relating persons shall not take part in any decision making and approval on a matter in which they are concerned. In the Board of Directors' meetings in the past year, if there was an agenda in which one of the directors was concerned or was a stakeholder the said director would not opine on that agenda. In addition, the Audit Committee will consider and gives appropriate, careful and impartial opinions on connected transactions or transactions that may have a conflict of interest in accordance with the criteria specified by the Stock Exchange of Thailand.

Any transactions that may have a conflict of interests will be appropriately, carefully and impartially reviewed by the Audit Committee under the criteria stipulated by the Stock Exchange of Thailand before proposing to the Board of Director for approval. All details will be disclosed in the annual report and the annual registration statement.

Furthermore, to comply with the principle of good corporate governance the Company requires its directors and executives to report their stake-holding and relating persons under the criteria stipulated by law. The report documents shall be submitted to the Company Secretary so that the Company can use such information for monitoring such stake-holding and relating persons in the course of its and its subsidiaries' business administration.

In 2020, there was no incident deemed as an improper conduct or act in terms of a conflict of interests.

11.7. Oversight of Insider Information

The Company place an emphasis on overseeing the use of insider information, and therefore imposed the good corporate governance policy and the code of ethics and conduct which prohibits the use of opportunity or information derived from being a director, executive or employee for one's own interest, or operating a business in competition with the Company or relating businesses. It is also prohibited to use insider information for one's own interest by trading the Company's securities or giving such information to others for the benefits of trading the securities. Sharing the following insider information to any other persons must be carefully carried out:

1. Trading the Company's Securities

The Company has determined its policy on the use of insider information which forbids the directors, executives employees and any agencies knowing the insider information from trading the Company's securities during one month prior to the disclosure of financial statements or such information to the public. And within 24 hours after the disclosure to the public, persons relating to such information must not disclose the information to any other persons until the submission to the Stock Exchange of Thailand.

Any persons violating of this regulation may be subject to penalties under the Securities and Exchange Act, B.E. 2535 (1992) (and its amendments); and if that persons are the Company's officer or employee they may be subject to punishments according to the Company's Article of Associations as well.

In 2020, there was no incident deemed as an improper conduct or act in terms of the use of insider information.

2. Changes in Securities Holding

The Company's directors and executives, their spouses or cohabited couple and minor children, as well as a juristic person whose shares exceeding thirty percent of the total voting rights are held by the director and executives, their spouse or cohabited couple, and minor children to prepare and disclose reports to the SEC Office on the holding of securities and the changes to such holding under the criteria set forth in the Securities and Exchange Act B.E. 2535 (1992) (and its amendments) within 3 working days as from the date of change. , as well as submit a copy of such reports to the Company on the same day that the originals are submitted to the SEC Office.

3. Quiet Period

Prior to the announcement of the Company's financial statements, an amount of time is set for at least 1 month in which the Company is refrained from sharing its financial results to some specific group of people, such as analyst, investor and shareholders, so that they are informed of the information at the same time as minor shareholder and investors who normally know the business results only when there is a meeting of the Audit Committee to approve and disclose the financial statement.

11.8. Information of the Head of Internal Audit

In its meeting on 15 May 2018, the Audit Committee has appointed Ms. Naralai Phromsarn to be the Head of Internal Audit, having a duty to examine the Company's internal control system to ensure the independency and full capability to examine. The examination results shall be reported directly to the Audit Committee. Ms. Naralai Phromsarn has experiences in internal audit and has been working in the area of internal audit for the Company, as well as had participated in a training course on internal audit procedures organized by the Institute of Internal Auditors of Thailand (IIA); therefore she is deemed suitable to take this duty. In additions, the appointment, removal, transfer of the Head of Internal Audit must be approved by the Audit Committee.

12. Related Party Transaction

12.1. Person who may have conflict of interests

Person who may have conflict of interests	Nature of Business	Nature of Relationship to Company
1. Mr. Adisak Tangmitrphracha ("Mr. Adisak")	-	<ul style="list-style-type: none"> Director, executive and major shareholder of the Company holding shares at 11.6%
2. Mrs. Nattaya Tangmitrphracha ("Mrs. Nattaya")	-	<ul style="list-style-type: none"> Director, executive and major shareholder of the Company holding shares at 8.7%
3. Ms. Ariya Tangmitrphracha ("Ms. Ariya")	-	<ul style="list-style-type: none"> Director and executive of the Company
4. Mrs. Salitip Ruangsuttapap ("Mrs. Salitip")	-	<ul style="list-style-type: none"> Director and executive of the Company
5. Mr. Maruay Tangmitrphracha ("Mr. Maruay")	-	<ul style="list-style-type: none"> Director and executive of the Company
6. Dohome Group Company Limited	Land holding of the Company's Group	<ul style="list-style-type: none"> Subsidiaries Company There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
7. Dohome Energy Company Limited	Manufacturing and distribution electricity	<ul style="list-style-type: none"> Subsidiaries Company There are 4 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya and (4) Mrs. Salitip
8. AN Capital Company Limited	Land Tenure	<ul style="list-style-type: none"> One director, executive and major shareholder of the Company i.e. Mrs. Nattaya is a major shareholder holding shares at 96.7% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
9. DHH	Holding Company	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35% There are 2 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya
10. Thuntarin Company Limited	Wholesaler of Household Goods	<ul style="list-style-type: none"> One director and executive of the Company i.e. Mrs. Salitip is a major shareholder holding shares at 50.0% There is 1 director in common i.e. Mrs. Salitip
11. Thun Thong Mawin Capital Company Limited	Pawnshop Services	<ul style="list-style-type: none"> One director and executive of the Company i.e. Mrs. Salitip is a major shareholder holding shares at 46.3% There is 1 director in common i.e. Mrs. Salitip



Person who may have conflict of interests	Nature of Business	Nature of Relationship to Company
12. Ngernturbo Company Limited	Credit Provider	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 30.4% i.e. (1) Mr. Adisak holding shares at 15.2% and (2) Mrs. Nattaya holding shares at 15.2% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya and (4) Mrs. Salitip
13. Dohome Express Company Limited	Convenience Store/Minimart	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
14. ASM Real Estate Company Limited (formerly Dohome Real Estate Company Limited)	Land Tenure	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
15. ASM Consultant Company Limited (formerly Dohome Consultant Company Limited)	Land Tenure	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
16. Aladdin Shoponline Company Limited	Internet Retail	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35% There are 3 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya and (3) Mr. Maruay
17. TMPC Trading Company Limited	Retail store of household electrical appliances	<ul style="list-style-type: none"> One director and executive of the Company i.e. (1) Ms. Ariya is a major shareholder holding shares at 34.0% There are 3 directors in common i.e. (1) Ms. Ariya (2) Mrs. Salitip and (3) Mr. Maruay
18. TMPC Property Company Limited	Leasing and operating property owned by Self-employed or rented from Other than for Residential purposes	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 55% i.e. (1) Mr. Adisak holding shares at 27.5% and (2) Mrs. Nattaya holding shares at 27.5% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay

Person who may have conflict of interests	Nature of Business	Nature of Relationship to Company
19. S.Ubon Watsadu Company Limited	Wholesale of other agricultural	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35.0% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
20. Ubon Watsadu Company Limited	Wholesale of piping Equipment and Sanitary ware	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35.0% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay
21. NTBG Company Limited	Loans and Investment	<ul style="list-style-type: none"> There are 2 directors in common i.e. (1) Mr. Adisak and (2) Mrs. Nattaya
22. NTBX Company Limited	Creating computer program	<ul style="list-style-type: none"> There are 2 directors in common i.e. (1) Mr. Adisak and (2) Mrs. Nattaya
23. Ngernturbo insurance broker Company Limited	Insurance against loss	<ul style="list-style-type: none"> There are 2 directors in common i.e. (1) Mr. Adisak and (2) Mrs. Nattaya
24. BCP development Company Limited	Management Consulting	<ul style="list-style-type: none"> There are 1 director in common i.e. (1) Ms. Ariya
25. Money OK Company Limited	Pawnshop Services	<ul style="list-style-type: none"> There are 1 director in common i.e. (1) Mrs. Salitip
26. Amplus Holding Limited	Holding Company	<ul style="list-style-type: none"> Two directors, executives and major shareholders of the Company are major shareholders jointly holding total shares at 70% i.e. (1) Mr. Adisak holding shares at 35.0% and (2) Mrs. Nattaya holding shares at 35% There are 5 directors in common i.e. (1) Mr. Adisak (2) Mrs. Nattaya (3) Ms. Ariya (4) Mrs. Salitip and (5) Mr. Maruay

12.2 Transactions between the Company or its Subsidiaries and Persons Who May Have Conflict of Interests

Transactions between the Company or its subsidiaries and persons who may have conflicts of interest for the year ended 31 December 2020 can be summarized as follows:

Person who may have conflict of interests	Nature of Transaction	Transaction Value (MTHB) For the year ended 31 December 2019	Necessity and Reasonableness of the Transaction	Opinion of Audit Committee
1. Thun Tarin Company Limited	<u>1.1 Sales of goods</u> <ul style="list-style-type: none"> ■ Income from sales ■ Account Receivable 	1.86 -	The Company sells goods mostly office supplies to Thun Tarin Company Limited with prices and general conditions similar to transactions with third parties.	Such transaction is an ordinary business operation with prices and general conditions similar to transactions with third parties.
	<u>1.2 Buying of readymade goods</u> <ul style="list-style-type: none"> ■ Purchase goods 	0.33	The Company buys readymade goods from Thun Tarin Company Limited for reselling to its customers with prices and general conditions similar to transactions with third parties.	Such transaction is an ordinary business operation with prices and general conditions similar to transactions with third parties.
2. Thun Thong Mawin Company Limited	<u>2.1 Sales of goods and rental</u> <ul style="list-style-type: none"> ■ Income from sales ■ Rental Income ■ Account Receivable <ul style="list-style-type: none"> – Beginning balance – Increase – Payment – Ending balance 	0.23 0.04 0.01 0.27 (0.26) <u>0.02</u>	Since July 2018 the Group has sold goods mostly office equipment and supplies to Thun Thong Mawin Company Limited with prices and general conditions similar to transactions with third parties.	Such transaction is an ordinary business operation with prices and general conditions similar to transactions with third parties.
3. Ngernturbo Company Limited	<u>3.1 Sales of goods and rental</u> <ul style="list-style-type: none"> ■ Income from sales ■ Rental Income ■ Account Receivable <ul style="list-style-type: none"> – Beginning balance – Increase – Payment – Ending balance 	4.51 0.15 1.93 4.66 (4.88) <u>1.75</u>	The Company sells goods mostly office supplies to Ngernturbo Company Limited with prices and general conditions similar to transactions with third parties.	Such transaction is an ordinary business operation with prices and general conditions similar to transactions with third parties.

12.3. Measures and Procedures for Approval of Related Party Transactions or Connected Transactions

The Board of Directors' Meeting No. 1/2018 dated 26 March 2018 has approved the related party transactions policy and the principle on commercial transactions with general commercial conditions for transactions between the Company or its Subsidiaries and directors, executives or connected, which can be summarized as follows:

Regarding related party transactions of the Company and its subsidiaries, the Company shall follow the law on securities and exchange, including regulations, announcements, orders or provisions prescribed by the Capital Market Supervisory Board and the Stock Exchange; as well as follow the provisions on disclosure of related party transactions and other relevant criteria. An interested party shall not be able to take part in such transaction approval.

In case of any related party transaction required by law to be approved by the Board of Directors' meeting, the Audit Committee shall participate in the meeting to consider and give opinion about the necessity and reasonableness of the transaction. Ordinary business transactions or ordinary business supporting transaction that are commercial agreements with general commercial conditions and transactions that are commercial agreement with non-general commercial conditions shall be subject to the following principle:

(a) Commercial transaction with general commercial conditions

The Board of Directors has approved in principle that the management can approve related party transactions that are commercial agreements with general commercial conditions between the Company and its subsidiaries and directors, executives or connected parties provided that such transactions are of the same nature as ones a person of ordinary prudence would enter into with other parties in general in similar circumstances with a bargaining power, free from the influence of being a director, executive or connected party (as the case maybe). The Company shall make a report of such transactions to submit to meetings of the Audit Committee and the Board of Directors on a quarterly basis.

(b) Commercial transaction with non-general commercial conditions

Commercial transaction with non-general commercial conditions shall be considered and approved by the Audit Committee before proposing to the Board of Directors and/or the shareholders' meeting (as the case may be) for approval. The law on securities and exchange, including regulations, announcements, orders or provisions prescribed by the Capital Market Supervisory Board and the Stock Exchange, as well as the provisions on disclosure of related party transactions and other relevant criteria shall all be applied.

In case that the Audit Committee has no expertise to consider any potential related party transaction, the Company will designate a knowledgeable specialist, such as an auditor or independent valuer, to provide opinion about the related party transaction for a review by the Audit Committee and/or the Board of Directors and/or shareholders (as the case may be) before making decision in order to be ensured that

such transaction is necessary and reasonable based on the interest of the Company. The related party transactions are presented in the Company's annual Information Disclosure Report and notes to financial statements which have been reviewed by the Company's auditor.

12.4. Policy on Future Related Party Transactions

The Board of Directors shall manage future related party transactions pursuant to the law on securities and exchange, including regulations, announcements, orders or provisions prescribed by the Capital Market Supervisory Board and the Stock Exchange, as well as the provisions on disclosure of related party transactions of the Company or its subsidiaries under the accounting standards set by the Institute of Certified Accountants and Auditors of Thailand and other relevant criteria.

Moreover, in the case of a related party transaction, or a change to the terms and conditions for a related party transaction with its major shareholders, directors, executives, or persons connected to the Company, the directors with interest in the particular issue will not be present at the Board of Directors' meeting when the agenda concerning the approval on such transaction is being discussed.