

Business management and supervision

TFG operates under business supervision policy for a sustainable development according to Good Corporate Governance of the registered company and business ethics, which includes finance, investment, competition and business operations with Good Governance and responsibility. TFG disseminates the Good Corporate Governance policy and business ethics to executive, employee and stakeholder via company website (www.tfg.co.th) including Anti-corruption policy, in order to be principle and guideline for a committee, executive and employee in Anti-corruption that is a part of Good Corporate Governance regulations.

According to compliance on Good Corporate Governance regulations by all personnel, TFG was assessed the Good Corporate Governance of listed companies in 2017 as "Very good" level by Thai Institute of Directors in support of The Stock Exchange of Thailand.

TFG has an intention to improve a business supervision standard continuously and prioritizes a sustainable business operation in economy, society and environment as well as role and leadership of the committee chairman and committee in aspects such as vision and strategy, value added innovation to economy, society and environment of company and stakeholder. TFG also supports in any aspects of operations such as a financial liquidity and company debt repayment, quality in company operations that are objective, goal and organizational value. Creating balance in committee and executive duties. TFG has no structure of family business that may affect a committee and executive duties as well as compliance on information confidentiality policy and any information that affects to a stock price. For the purpose that, TFG discloses a financial and non-financial information to stakeholders in order to build the confidence of stakeholders and add value as well as make a profit for stability and sustainability.

On November 28,2017, the company committee considered and reviewed the duties under responsibility. In committee meeting, committees agree to apply The Principles of Good Corporate Governance 2017, which based on method and good guideline of listed companies to apply a proper context of company business operations as appears in business supervision policy.

Business supervision policy

TFG realizes and concentrates on a management system with efficiency and transparency and accountability, which build a confidence of all concerned and affect a business to grow sustainably under ethical operations according to law. Thus, TFG determines the business supervision to upgrade the existing operations in clear standard system and leads to employees at all levels to create an actual business supervision culture by using Good Corporate Governance of listed companies 2017 according to the principles of The Securities and Exchange Commission in order to apply with operations for highest efficiency. The company operation covers 8 sections with principles and guidelines as follows:

Section 1 Operation of committee as an organizational leader

A committee realizes that role and responsibility as an organizational leader in company supervision duty according to Good Corporate Governance of listed companies by concentrating on determination in accomplishment of business operations along with ethics, social and environmental responsibility excluding a financial profits of business. The duties of committee, executive, and all employees must be complied with loyalty, carefully, responsibility without self-conflict of interest according to principle, law, regulation and agreement in shareholder meeting for creating the highest benefit rightfully and properly without any conduct that is a conflict of interest.

A committee promotes and encourages to apply the principles of Good Corporate Governance as part of organizational culture for sustainable development through policy and guideline of committee, executive and employee such as Good Corporate Governance policy, business ethics by sticking to company objective and improving an efficiency of operations at all levels, in order to build a proper structure and be a driving mechanism of company to reach the goal. Also, a communication toward a committee, executive and all employees for understanding and actual practice. A committee shall always determine a tracking and reviewing on policy and guideline.

A committee therefore determines the term, role, duty and responsibility of company committee, audit committee, executive committee, selection and compensation committee. chief executive officer and chief operating officer clearly as well as monitors them to perform their assignment properly at the following details;

Management structure of company includes 4 groups of committees, which are a company committee, audit committee, executive committee, selection and compensation committee. A company determines a company committee who has an authority to approve a policy as well as revise an annual budget. While an executive has an authority to approve and revise a business plan.

For approval of any project investment or value of transfer right in assets over 3 years and approval of acquisition and distribution of assets that relates to business operation. A company must be approved by a company committee and executive committee. Nevertheless, that approval authority depends on size of each item. Whereas a company committee has an authority to approve the abovementioned transaction and its price is less than 15 percent of net value of company's existing assets. Whereas the executive committee has an authority to approve the abovementioned transaction and its price is less than 10 percent of net value of company's existing assets.

Besides, a company determines any approval authorities prior to do any transactions relating to a financial contract such as the executive committee has an authority to approve a transaction as follows (Gor) Bank account application (Cor) Credit contracting categorized as non-funding such as letter of guarantee (Kor) Funding credit contracting such as a promissory note, loan agreement and import loan that is less than THB 500 million and (Ngor) Signature as a guarantor for subsidiaries and guaranteed line of credit is not over 3 percent of net value of company's existing assets.

Whereas a company committee has an authority to approve a funding credit contract and guarantee for subsidiaries with unlimited credit line. Whereas CEO has an authority to approve a contract or memorandum of agreement for a regular business of company. A managing director who can approve a contract or memorandum of agreement, which credit line is not over THB 20 million.

Anyhow, the abovementioned committees have tenure and term of duties as follows;

Company committee

The tenure of company committee

A company committee has three-year tenure from the appointed date. When their tenure ends, they may get election votes for reappointment again.

Terms and responsibilities of company committee

1. To comply with law, objective, company regulation, committee agreement and agreement in shareholder meeting with responsibility, carefulness, and loyalty.
2. To consider in determining detail and give an approval, vision, business strategy, business direction, business policy, goal, method, operation plan and budget of company and subsidiaries according to the executive committee and management made.
3. To supervise the execution and performance of executive committee, committee chairman, Chief Executive officer, managing director, executive or any persons who is assigned for that duty according to determined company committee policy.
4. To monitor a company's performance continuously in accordance with operation plan and budget of company.
5. To supervise, check a financial report system with transparency, correctly, sufficiently as well as arrange an internal control and audit including finance.
6. To arrange a balance sheet and profit and loss statement at the end of company's fiscal year and signature for mentioned financial budget in order to present in an annual shareholder meeting approval.
7. To consider when giving an approval of selection and designation of auditor as well as consider a compensation properly according to what an audit committee presents prior to show in an annual shareholder meeting for approval.
8. To determine a policy relating to business supervision according to Good Governance and apply that policy efficiently in order to build a confidence that company has responsibilities to all stakeholders with fairness.
9. To consider when appointing the qualified and disqualified person according to Public Limited Company act 1992 (including revised version) The Securities and Exchange act 2017.

(and revised version) including announcement, regulation and/or related articles of designation. In case the committee position is unoccupied due to any reason excluding tenure ends and consider when giving an approval of committee designation to replace the former committee and determining a compensation for that committee in order to present in shareholder meeting for approval.

10. To designate as a sub-committee as well as audit committee, executive committee, selection and compensation committee or any sub – committee and determine the term of that sub-committee’s duty in order to support a committee duty.
11. To consider when determining or revising a committee name who has an authority to give a signature on behalf of company.
12. To consider when appointing an executive according to determined definition by The Securities and Exchange commission committee or The Capital market committee and company secretary including considering a determination of compensation for that executive as what a selection and compensation committee presents.
13. To ask for an occupational opinions of outsider if it is needed to use for decision making.
14. To encourage a company committee and executive to participate in any seminar of Thai Institute of Directors in program that relates to term and responsibility of that committee and executive.
15. To supervise a company performance in efficiency and prevent any benefits of all stakeholders.

Audit committee

The tenure of audit committee

An audit committee has three-year tenure from appointed date and when the tenure ends. An audit committee chairman and former audit committee may get votes for reappointment again.

Term and responsibility of audit committee

1. To check whether a company has a financial report correctly and sufficiently.
2. To check whether a company has an internal control and audit system that is proper, sufficiency and efficiency as well as consider the freedom of internal audit department including giving an approval of designation, evacuation, by off. A supervisor of internal audit or any department is responsible for internal investigation.
3. To check whether a company complies with The Securities and Exchange commission law, regulation or related law of company business.
4. To consider when selecting, appointing an independence person for being a company auditor and offering a compensation to that person as well as participating in an auditor meeting without management team at least 1 time per a calendar year.

5. To consider a connected item or item that may have a conflict of interest correctly and completely according to law and regulation of The Securities and Exchange commission in order to ensure that item is reasonable and the highest benefit of company.
 6. To report a business supervision result of audit committee by disclosing in an annual report of company, which the mentioned report includes an audit committee chairman's signature at the following detail;
 - Opinion that relates to correctness, entirety and reliability of financial report of company
 - Opinion that relates to an adequacy of internal control system of company
 - Opinion that relates to law compliance according to law and regulation of The Securities and Exchange commission or related law of company business.
 - Opinion that relates to the suitability of auditor.
 - Opinion that relates to a report, which may have conflict of interest.
 - Number of audit committee meeting and participation in meeting for each audit committee.
 - Opinion and notice, which an audit committee get while in duty according to charter and other item, which a shareholder and investor should know under term and responsibility of assigned company committee.
 7. To operate in other duty that is assigned by a company committee.
 8. In operation of audit committee, if there is any doubt that is the following item or action and may affect to a financial status and operations of company. An audit committee can report a company committee for further revision in period as what an audit committee agrees.
 - A conflict of interest
 - A corruption or abnormality or big defect in an internal control system
 - A violation of law relating to The Securities and Exchange commission regulation or related business law of company.
- If a company committee or executive is not interested to revise in the period pursuant to clause No.1. An audit committee may report the item or action pursuant to clause No.1. to a committee of the Securities and Exchange commission or The Securities of Exchange in Thailand.
9. To review and ask for revised role and responsibility of audit committee properly.
 10. To review a regulation and performance in previous year at least 1 time per a calendar year.

Executive committee

The tenure of executive committee

An executive committee has three-year tenure from appointed date. When tenure ends, a former executive committee may get voted for reappointment again.

Role and responsibility of executive committee

1. To consider and create a business strategy policy, goal and operation plan, financial goal and budget of company by considering a business factor properly, in order to present and ask for approval by a company committee. In case of the change of situation, an executive committee shall consider in reviewing the approved budget to proper with that situation.
2. To supervise, investigate and monitor a business operation of company in accordance with policy, business strategy, goal and operation plan, financial goal and budget of company that is approved by a committee efficiency and effectiveness in business condition. Also, giving an advice, suggestion in management to top management.
3. To determine an organizational structure and management policy, designation and transfer of executive in each business. To consider and monitor a building plan of next generation of executive including personnel plan and determination of compensation and performance evaluation of executive rules.
4. To learn an investment probability in new project and have an authority to consider any approval of company to invest or joint invest together with person, juristic person or other business organization as what an executive committee agrees to operate in accordance with objective of company as well as consider and approve of expenditure for that investment. Any contracts and/or operations relating to the mentioned under determined financial amount and/or related law and rule and/or company regulations.
5. To monitor the overall operations and progress in an investment project of each business and report overall problems or obstacles and solving method for company committee's acknowledgement.
6. To consider and give an advice or opinion to the company committee relating to any offering projects or transactions that relates to business operations of company as well as consider the options of fund – raiser when is required or exceeded the determined financial amount and/or related law and rule or company regulation. Also, to determine in shareholder meeting and/or a company committee is the one who can approve.
7. To consider and approve any financial transaction with the financial institute for opening a bank account, loan, credit, pledge, mortgage and others as well as any sell-purchase and land registration according to an objective for benefits of business operation including any contract, submitting/proposal, dealing with government agencies for any right of company and/or any operations relating to the mentioned thing under the determined financial amount and/or related law and rule or company regulations.
8. To consider and approve the rule, regulation, executive policy and business operations of company or any operations relating to company.

9. To supervise a risk management policy compliance and risk management frame in order to let a company to have the risk management system efficiency and practice continuously.
10. To supervise and support the operation in risk management in accordance with strategy and operational objective as well as promote risk management culture making to overall organization.
11. To review a system or evaluate the efficiency in risk management at least one time per year.
12. To report a company committee about risk and risk management in an organization. If there are any factors or situations that may affect to company. It is required to sudden report a company committee for acknowledgement and consideration.
13. To appoint and/or assign the executive committee or other person to do under term of executive committee as what an executive committee agrees and executive committee may terminate, withdraw or revise the mention authority.
14. To have any authority and responsibility according to the assignment or policy from a company committee.
15. To consider and approve an operational handbook for person who is appointed and/or assigned to know self-term, responsibility, authority and operate with reference as a systematic procedure.

Nomination and remuneration committee

Tenure of nomination and remuneration committee

A nomination and remuneration committee has three-year tenure from appointed date. When tenure ends. A former nomination and remuneration committee may get votes for reappointment again.

Term and responsibility of selection committee for compensation

1. To present a structure, component and qualification of any company committee and sub-committee.
2. To consider the rule and selection procedure and present the person who is suitable for a committee position to company committee for their consideration and nominating to shareholder meeting when tenure ends and present to company committee in any case.
3. To recommend a company committee who shall be in sub-committee of company.
4. To consider a person who is suitable for top management position, which is an executive managing director when position is vacant.
5. To give a consideration of choice for top management successor.

6) To consider the format and criteria for the remuneration of the directors and Chief Executive Officer is appropriate

7) To consider the criteria for the evaluation of the Chief Executive Officer and presented to the Board for consideration and approval

8) To evaluate the performance of the Chairman of the Executive Committee and present to the Board of Directors for consideration

9) To consider the annual remuneration of Directors and senior executives of companies including meeting allowances, annual bonus, welfare and other benefits by offering compensation to the Board of Directors

Chairman

The scope of the duties and responsibilities of the Chairman

1) Chairman is not the committee who is the executive and not the same person as the managing director and has no relationship with the management

2) To support, help, advice the business operation of management through the managing director but will not intervene the routine or daily business that manage through president's responsibility

3) Being chairman of the Board of Directors and join shareholders of the company meeting

4) Being the decisive vote in the event that the meeting of Board of Director has the vote and the 2 sides votes are equal

5) Being responsible as leader of the Board of Director in monitoring the administration of the Executive Committee and other committees to achieve the objectives according to work plan

Chief Executive Officer

The scope of the duties and responsibilities of Chief Executive Officer

1) To define policy, strategy, structure and management power as well as responsible for the preparation of the strategic plan and the annual budget plan presented by the management to propose to the Board of Director

2) To control, supervise and operate and/or manage general administration according to the policy, plan and budget that approved by the Board of Director

3) Being an attorney of the company in the company management in accordance with the objectives, rules, policies, regulations, orders, resolution of the shareholders' meeting and/ or resolution of the board of directors

- 4) To have an authority to act and present as the company's representative to outsiders in the business related and beneficial to the company
- 5) To consider and approve the operating plans of each department of the company and to consider and approve requests from various departments of the company that exceed the power of command of that division
- 6) To have the power to command regulations, announcements, records in accordance with the policies and interests of the company and to maintain the discipline to work within the organization
- 7) To assign authority to the company's management-level employees have to the power to act in a particular subject or multiple subject as considered appropriate
- 8) To approve the appointment of various advisory services required for the operation of the Affairs and to comply with the requirements of o Commission and Stock Exchange of Thailand
- 9) To have the authority and responsibility to manage the subsidiaries and the various departments in the company
- 10) To perform other operations according to assignment of the Board of Directors from time to time

Chief Operating Officer

The scope of the duties and responsibilities of Chief Operating Officer

- 1) To define missions, objectives, guidelines, target and mission of the company to propose to management meeting and operate in accordance to missions, objectives, guidelines, targets as well as the policies of such company including direct and oversee the overall operations. Consider hiring a competent staff and appoint as well as the transfer of migration across divisions / departments / divisions or termination of employment. Define wage, compensation, bonus including welfare of all employees in the company
- 2) To have the power to command regulations, announcements, records in accordance with the policies and interests of the company and to maintain the discipline to work within the organization
- 3) To operate relating to the General Administration of the company, along with the power to delegate and / or assign others to perform specific tasks on their behalf by delegation and/ or assignments within the scope of such delegation under a power of attorney and /or to comply with regulations or orders of the Board of Directors and/or company has defined. All of this power, as well as authority to third parties as we deem necessary will not include power and/or authority to approve any item or person who may have a conflict or have the interest or benefit in any other way conflict with the company or its subsidiaries according to the regulations of the stock exchange of Thailand. Where such approval must be presented at Board of Directors' meeting and/or the shareholder's meeting to consider and approve the list of mandatory requirements of such subsidiary or relevant laws

Section 2 Operation according to the objectives and targets of the company

The company focuses on sustainable business operations. The Committee emphasized in the set of objectives, targets and the main strategy of the company as well as the annual work plan both medium-term and long-term with consistency and create value for its stakeholders as well as the community,

society and environment including encouraging companies to compete in the business of creating value to parties such as innovations and technologies applied to the operation as appropriate. As a result, the company can live sustainably under the opportunities and risks based on the business type of the company. To ensure that the strategy and performance of the company is entirely appropriate, the Board of Directors has delegated the Executive Committee, Chief Executive Officer and Chief Operating Officer to be persons who take responsibility and report to the Board regularly. In addition, the Board has provided an analysis of the environment and various risk factors that could affect the company's

operations including resource allocation and appropriate operational control and report to the Board regularly as well. In addition, the Committee promotes actions in order to ensure that the objectives, targets and strategy of the company are communicated to employees at all levels to achieve a better understanding and become organizational culture

Section 3 Enhancing Board Effectively

Board of Director focuses on important role in the governance of the company structure, authority, roles and responsibilities as clear as appropriate including oversee the operations of subsidiaries and associated companies to the maximum benefit of the company as follows;

Independent Director

Additionally, company determined the composition of the Board of Directors shall consist of Independent Director at least 1 in 3 of all directors of the company

Board of Directors or the shareholders' meeting (as the case may be) will appoint independent directors to join the Board company. The company has a policy to appoint independent directors not less than 1 in 3 of the whole Board of Directors and have at least 3 independent directors

Criteria for the selection of the independent Director shall be subjected to the criteria for the selection of directors by the qualifications of candidates to serve as independent directors by considering the qualifications and disqualifications of directors of a public company law and Securities and Stock market law including announcement, rules and / or relevant regulations. The independent directors have the educational background, specialized expertise, work experience and other suitability to be proposed to the shareholder's meeting to appoint as the company's committee afterwards. However, if there is any one of independent director has retired before the term expires, the board of directors may appoint independent directors with qualifications as defined above to maintain the position instead. The independent directors who comes into the Board will be in the position only for the remaining tenure of the independent Director on their behalf

However, the Board of Directors has established the qualifications of independent directors as follows;

- 1) Holding shares are not more than 1 per cent of the total number of shares with voting rights of the company, parent company, subsidiaries, associated companies, major shareholders or the authority controller also including the shares held by those involved of the independent director
- 2) Never been or been the committee who participated in management, employee, officer, consultant who receive regular salary or the authority control of the company, parent company, subsidiaries, associated companies, subsidiaries in the same rank as major shareholders or of the authority controller of the company unless it is clear from the foregoing relationship not less than two years before the date

of filing the issuance and offering Securities. Such prohibitions do not include cases in which independent directors used to be a government official or consultants of the government which is the major shareholder or authority controller of the company

3) Not being the person who has blood relation or legal registration as father, mother, spouse and child including spouse of a child of other directors, executives, major shareholders, control authority or the person who will be proposed as the Director, Executive Officer or controller of the company or subsidiaries

4) Not have or have ever had a business relationship with the company, parent company, subsidiaries, associated companies, major shareholders or control authority of the applicant in a manner that may impede their independent judgment. Neither is a significant shareholder nor authority person who has a business relationship with the company, parent company, subsidiaries, associated companies, major shareholders or control authority of the applicant unless it is clear from the foregoing relationship not less than two years before the date of filing the issuance and offering Securities

5) Never been or been the auditor of the company, parent company, subsidiaries, associated companies, major shareholders or control authority and not being a significant shareholder, authority person or the partner of audit office that the auditor of company, parent company, subsidiaries, associated companies, major shareholders or control authority belong to unless it is clear from the foregoing relationship not less than two years before the date of filing the issuance and offering Securities

6) Never been or been any professional service providers, including serving as a legal advisor or financial advisor which receives the service fee over 2 million baht per year from the company, parent company, subsidiaries, associated companies, major shareholders or control authority and not being a significant shareholder, authority person or the partner of such professional service providers unless it is clear from the foregoing relationship not less than two years before the date of filing the issuance and offering Securities

7) Not being a committee who has been appointed as a representative of the Board of Directors, major shareholders or shareholders who is related to the major shareholders of the company

8) Do not operate the same business nature and in significant competition with the business of the company or subsidiaries or not the significant partnership in the partnership or being the committee who participate in administration, employee, officer, consultant who receive regular salary or hold shares not more than 1 per cent of the total number of shares with voting rights of other companies that operate the same business nature and in significant competition with the business of the company or subsidiaries

9) There is no any other way that prevents independent opinions about the operation of the company

10) Not being a director appointed by the Board of Directors to decide on the operation of the company, parent company, subsidiaries, associated companies, subsidiaries in the same rank as major shareholders or of the authority controller of the company

11) Not being a committee of subsidiaries or subsidiaries in the same rank only as listed company

The Committee will examine the qualification and independence of their own at least once a year and report along with the historical data report of the committee at the end of the year and prepare for Annual Registration Statement (56-1) and company's annual report

Election of Committee

In the election of committee, Nomination and Remuneration Committee which consists of 2 independent directors from 3 of Nomination and Remuneration Committee will responsible for the selection and screening of individuals who are qualified under the regulations of the company who is the proposed qualified person in order to obtain a professional committee and there are diversity and offer an opinion to the Board of Directors for the approval of the Director. Then, to present such committee at a meeting of shareholders for committee selection according to the criteria

The Nomination and Remuneration Committee has considered the nature of the business and future plans. The qualifications of committee are having good knowledge about the company's business

The Nomination and Remuneration Committee provides the opportunity to committees and shareholders to participate in the nomination of qualified committee

Election criteria and procedures

1. In voting for the election of committee shall be deemed a shareholder has the vote for one share per one vote

2. In voting for the election of committee, each shareholder can use all votes according to number 1) to elect 1 person or several persons to be committee. In case several persons are committee, they cannot divide the vote to any persons much or less

3) Person who receives the highest votes in descending order is elected as committee have equal votes as the number of committee to be appointed or elected at that election. In case person elected in descending order have equal votes exceeds the number of committee to be appointed or elected at that election, the chairman of the meeting will have the right for casting vote

In the event that the committee position is vacant due to reasons other than the expiration of the term, the Nomination and Remuneration Committee shall select persons who are qualified and not disqualified under a public company law and Securities and Stock market law to be the committee in the next committee's meeting unless the committee's agenda is less than 2 months by a person who is a committee of such replacement shall be the committee only the remaining tenure of the committee they replace

The resolution of the Board of directors pursuant to the first paragraph must consist of not less than 3 in 4 of the remaining directors

Structure of the Board of Directors

Composition of the Board of Directors

1.1 The Board of Directors of the Company comprises at least 5 people, with independent directors not less than one third of the total directors but not less than 3 persons which conform to the criteria of Office of the Securities and Exchange Commission and Stock Market. The Board of Directors of the Company is the qualified person in business, accounting and finance which are relevant and support the company's business by the company have another 3 sets of Board committees include the Audit Committee, the Management Committee, the Nomination and Remuneration Committee

1.2 Chairman of the Board of Directors, Chief Executive Officer, Executive Chairman and Managing Director have different responsibilities. The Board define the powers and duties of Chairman of the Board of Directors, Chief Executive Officer, Executive Chairman and Managing Director clearly and prevent anyone who has power without limits

1.3 The company has appointed the Company Secretary to provide legal advice and rules that the committee must be informed and oversee the activities of the Board of Directors including coordinating the implementation according to the resolution of the committee

2. Qualifications of Directors

2.1 All of the Board of Directors are qualified and no disqualification as defined by a public company law and Securities and Stock market law and the announcement of the regulatory agencies

2.2 The Board of Directors has the experience, knowledge, business capabilities and related industries. This is to provide an overall benefit to the company, able to work effectively, offer useful perspectives about the significant risks also honest and goof ethics

3. The meeting of the Board of Directors

3.1 The company holds a Board of Directors meeting regularly for 1year period at least once every 3 months and there will be additional meetings as necessary. The meeting is scheduled since January of every year in advance which the Board of Directors give priority by attend all meetings except in cases of necessity. The company has delivered the invitation letter that clearly set the agenda prior to the meeting at least 7 days so that the directors have sufficient time to consider the agenda and meeting documents

3.2 At the meeting of the Board of Directors, committee is able to express opinions openly and freely. Meeting reports are recorded in writing and keep meeting reports which were certified by the Board of Directors so that the directors and those involved can check. In addition, there may be some agenda that the executives will attend to provide information technology as an additional benefit as person involved and know the policy directly and can be implemented effectively

3.3 Chairman of the Board of Directors is person who consider the agenda of the Board of Directors meeting and all directors are free to propose agenda in the meeting

3.4 The Committee have the right to access additional necessary information from the managing director or company secretary or other executive who was assigned in the assigned scope and in case of necessity. If necessary, the Board of Directors may provide an independent opinion from consultants or practitioners outside as the company' s expense

3.5 In the voting at the meeting of the Board of Directors will hold a majority decision mainly by a Board of Directors has one vote by the directors who have interest will not attend the meeting and without the vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote

3.6 In each meeting, Secretary of the Board of Directors attends the meeting and record minute of meeting and send it to the Chairman of the Board of Directors to sign for authentication by proposing to the meeting to certify the first agenda of the next meeting as well as storing information or documents relating to various meetings in order to make it convenient to find the reference

The orientation of new directors

The company has scheduled an orientation program for new directors by providing a lecture presented an overview of the company to new directors to be aware of the topics below

- 1) Operations framework (laws, regulations, regulations)
- 2) Information operations and activities
- 3) Important projects
- 4) The development of the organization. Business development
- 5) Good governance
- 6) Corporate social responsibility

Self-assessment of the Board of Directors

The Company has policy that the Board of Directors has evaluated the performance at least 1 time per year to help the Committee review performance, issues and obstacles during the past year and increase the performance of the board of Directors by evaluating the performance of the Board of Directors by dividing into two aspects as follows;

- 1) The evaluation of the performance of the entire Board of Directors by evaluating various aspects which are;
 - 1) Structure and properties of the board of Directors
 - 2) Roles and responsibilities of the board of Directors
 - 3) The meeting of the Board of Directors
 - 4) Duties of the Director
 - 5) Relationship with management
 - 6) Self-development of the Director and executive development
- 2) The evaluation of the performance of the individual Committee by evaluating various aspects which are;
 - 1) The readiness of Directors

- 2) Strategy formulation and business planning
- 3) Risk management and internal control
- 4) Taking care to avoid conflicts of interest
- 5) Monitoring financial reporting and operation
- 6) The meeting of the Board of Directors
- 7) Others

Section 4 Development, recruitment, appointment, management of executive directors and senior executives

The company pays attention to personnel at all levels from directors, executives and employees in order to ensure that the company, driven by personnel with knowledge, skills and experience required, resulting in the company to the objectives and targets set.

The Board of Directors delegated the Nomination and Remuneration Committee determines criteria and procedures for candidates with the right qualifications including the feasibility study for a succession plan for senior management and reports to the Board of Directors.

Recruiting top management

In recruiting for the position of Chief Executive Officer / President / Chief Operating Officer, the Executive Committee will consider a preliminary screening of candidates with the required qualifications knowledge, skills and experience that are beneficial to the operations of the company and understand business as well and can be administered to achieve the objective that the Board of Directors has set. Then present to the Nomination and Remuneration Committee for approval and present to the Board of Director for further consideration.

Remuneration of Directors and managers

- 1) The remuneration of directors is in a manner comparable with levels in the industry, experience, accountability and responsibility including the benefits expected to be received from each Director. Directors who are assigned duties and increased responsibility such as being the membership of the committees should receive appropriate additional remuneration.
- 2) To arrange the remuneration of The Board of Directors and senior executives in accordance with the principles and policies of the Commission and for the best interests of the company. The level of remuneration that is salary, bonuses and incentives are aligned with the performance of each executive and to consider the benefits that shareholders would receive.

- 3) The non-executive directors or the remuneration committee is responsible for evaluating directors and executives annually to be used in determining the remuneration of directors and executives by using the norms agreed in advance with the directors and executives as tangible criteria including financial performance works about compliance with strategic objective in the long term. Executive development, etc. and propose the results of the above evaluation to the Board of Directors for approval and Chairman of the Board of directors or Senior Director should communicate the results to acknowledge the President.

Development of Directors and Executives

- 1) To promote and facilitate the training and knowledge to those involved in the system of governance of the company, such as Director, Audit Committee, Company Secretary and etc. to improve their performance continuously. Training and education may be an internal in the company or using external institution services.
- 2) Every time when a new director is appointed, management will provide the documents and information that is beneficial to the performance of the new director including the introduction of business and business practices of the company to the new director.

The supervision of the operations of the subsidiaries and associated companies

To supervise the operations of the subsidiary. The company has sent company representatives as directors of the subsidiaries which such persons must have the appropriate qualifications and experience to mentioned business and no conflict of interest in business by such representative will administer and manage the business of the subsidiaries in accordance with the consent from the company, and according to the rules and regulations as set forth in the articles of Association of the company and the laws of the relevant subsidiaries.

In addition, the company will also closely monitor the performance and operation of such businesses and present the results of the analysis, including any comments or suggestions to the

Board of Directors of subsidiaries or associates or joint venture that jointly controlled entity itself. In order to consider policies to promote or enhance the business of its subsidiaries associates or joint venture controlled jointly develop and grow steadily further.

Section 5 Promotion of sustainable business and innovation support

The company promotes a business with responsibility and supports an innovation for the creation of value to the business while generating maximum benefits to all our stakeholders, under community responsibility. society and the environment by promoting business responsibility and support innovation, consistent with the objectives, goals and strategies as well as in the Operation plan. Also featured on the allocation of resources to efficiently and effectively manage information technology in the enterprise that can bring more opportunities and improve the company's operations by company set up a mechanism resolution and policies below.

Policies and guidelines for employees

The company realized that employees are key success factors of the company's goals with value. It is company policy to treat employees fairly in terms of a return on opportunity, appointment, transfer and capacity building in order to comply with such policies as follows

- 1) To treat employees with politeness and respect as an individual.
- 2) To provide fair compensation to employees, including the establishment of a provident fund and the importance of caring for the welfare of employees.
- 3) To maintain working environment that is safe for life expectancy and the property of the employee.
- 4) To pay an attention on developing the abilities of employees by giving them the opportunity to thoroughly and regularly. To develop the ability of staff to accommodate the growth of the organization.
- 5) To comply with laws and regulations related to the strictly staff.

Policies and practices to customers

The company recognizes the importance of the customer by setting a policy to treat customers as follows.

- 1) To provide the control system governing the production process and supply great quality products to customers including the importance of improved production technology and product quality inspection are always up to date
- 2) To provide a control system to comply with the agreement provided to customer strictly and with integrity, empathy and consistently
- 3) To provide the control system for maintaining the confidentiality of customer information as a corporate secret and not to apply for their own benefit or related wrongful

Policies and practices to partners and / or creditors

The company has a policy of treating employees as partners, and/or the creditor honestly, fairly and not exploited loyal partners in consideration of the best interests of the company. The basics of obtaining a fair return for both parties, avoid situations that pose a conflict of interest, negotiation is based on the business relationship by practice as follows

- 1) Not demand, receive or pay other benefits that illegal in trading with partners and/or creditors
- 2) To comply with the agreed conditions. If it is unable to comply with any condition will jointly find solutions to such problems

Policies and practices to the competitors

The Company's policy is to treat all competitors. Without breaching confidentiality or reveal secret knowledge of a fraudulent way the competition by setting policy as follows

1. Abide by the rules of the competition
2. Do not seek confidential information of competitors by illegal means.
3. Do not act deliberately to destroy the reputation of competitors by accusing the deterioration

Policies and practices on society and/or the community

The company's policy is to conduct business that is beneficial to the economy and society, and adherence to act as good citizens and follow the laws and regulations in its entirety. The company will strive to develop, promote, and enhance the quality of life, social and community is where the company is located, along with a better growth of the company.

Environmental policy and the efficient use of resources

The company is a manufacturer of food with regards to environmental security in the process and environmental impact report made strict by placing system and generating operations impact the environment both within and surrounding areas and also the promotion of knowledge, training environment for all staff including the importance of promoting the use of efficient resource providing maximum benefit by consideration of environmental impacts and measures to prevent, mitigate the potential impact systemically.

Occupational Health & safety policy, safety and working environment

The company is committed to the protection of health care, safety and working environment of personnel, assets and work processes. Setting policy activities to enhance occupational safety, health and working environmental protection to always secure the life and property of the employees, community and collective society by setting policy and provide occupational health committee, safety and environment in the workplace. To improve security system management, improve the control and prevention of dangerous operation of a company with activities promoting awareness of safety in the workplace for all staff.

Intellectual Property Policy

The company has policy and practices regarding intellectual property rights according to the law. Whether it is a trademark, patent, copyright, trade secret and other intellectual property law, the Executives and employees of a company, every person must comply with the code of ethics of intellectual property or copyright.

Anti-corruption policy

The company is committed to conducting business in a transparent manner under the principle of good governance, anti-Bribery The corrupt and encourage personnel at all levels and the importance of consciousness in anti-corruption. The company has also signed a Collective Action Coalition of the private sector in Thailand in anti-corruption, including setting anti-corruption policy in writing as the guidelines for directors, executives and employees are all strictly practice.

Practical Guidelines for Prevention and Anti-Corruption

Any operation according to anti-corruption policy, abide by company's business ethics manual, policy and policy approaches to different stakeholders including relevant regulations and operating manuals involved as well as other practices, the company further improved for clarity in the matter at a high risk of corruption, the company has formulated the following policies

1. General chapters

- 1) To comply with policy that is consistent with the protection and the anti-corruption seriously as well as the rules and regulations in all its forms whether intellectual or indirectly.
- 2) Do not take any action that an intent to fraud to those stakeholders that are associated with the company in matters in which they have a responsibility, both direct and indirect benefits to organizations, themselves or related people
- 3) Do not ignore or neglect When witnessed acts of corruption related to the company and not oblige to notify the secretary of good governance or other channels of complaint as appropriate through cooperative investigation fact
- 4) The company will support and encourage employees at all levels and the importance of consciousness in anti-corruption as well as establish the internal controls to prevent fraud in all its forms and in all countries where the company has been invested
- 5) Those who commit fraud will be investigated, regardless of whether they hold any positions because it is deemed to be an offence according to the rules and regulations regarding the administration which apply to all levels of employees shall be considered subject to disciplinary action including defined maybe punishable by law if the action is prohibited by law
- 6) The company will provide a fair treatment and protection of employees or any other person that the clues or evidence of fraud related to the company and its employees, that decline per fraud protection measures or who cooperate in reporting corruption as defined in the policy to receive complaints and to protect whistleblowers
- 7) The company will review the practices and measures carried out regularly to conform to changes in the laws and conditions of business operation

2. Political assistance

The company is a politically neutral organization that does not focus on political groups or any politician and adherence to democracy. There is no policy to provide financial support, assets or take part in political parties, any politician or person involved in politics whether directly or indirectly in order to facilitate the company's business. The Company recognizes that employees have the right and duty in a democracy to participate or support various political activities freely under constitutional provisions, related laws and regulations

Charitable donations policies and guidelines and financial support

The company must be careful in charitable donations and financial support because it is an activity that involves spending money without a tangible payoff, which could cause a risk of corruption. Regarding charitable donations and financial support, the company will be transparent, not in conflict with the law and morality including must be approved by the authorized representative of the company and to review the document and to keep track of evidence. By donating to charity and support it must be subject to the conditions that is to represent and the purpose of the project is clearly, like save the requester's request, name of the owner of the project, objectives, results achieved and the benefits of the project with other documentation, including the project must not be in a manner that represents any action that other benefits implied in the fraud.

Policy and practice of gift-giving or receiving, reception and other expenses

- The company assigned to provide or accept gifts and/ or the reception and / or other expenses. To / from any person must be based on the type and value which is appropriate, according to the traditional practice
- Employees are prohibited in demanding or receiving gifts, reception fees, service fees wrongfully to incentivize compliance or omissions as well as any other benefits from contractors, subcontractors, clients, customers, vendors, the vendors, partners, or stakeholders of all parties in any cases
- If a company has organized the bidding, employees must not accept gifts, reception fee, service fee or other benefits from companies that participated in the bidding

Communication channels and contacts

The company has a channel for stakeholders to submit suggestions, comments or questions, including complaints to the company through a sealed letter to Board of Directors or the Chief Executive Officer of the company or an e-mail to the Chairman of the Board, the Chairman of the Audit Committee and the Governance Committee which appeared in company website www.tfg.co.th topic "Complaint channels" by the company has taken measures to maintain the confidentiality of the information of the complainant in order to ensure the confidence of the complainant.

Clue notification policies and mechanisms on whistleblower protections

The Commission has set up channel to inform the clue into two channels which are executive in each level, Internal audit and Director level including the Board of Directors, the Audit Committee. The company has a channel of complaint, comments and suggestions as well as clues to the offense or the ethical behavior that may imply to fraud or misconduct in the company both from the staff and stakeholders of the company and has established guidelines for the protection of whistle-blowing and give priority to keep complaints confidential information which will be realized only in a group of individuals who have been delegated only in order to ensure the complainant.

Practice support innovation

The company supports the creations of innovation both within the organization and outside the organization especially the promotion and development of products in the agricultural group of the Covenant to enhance the quality of products of the farmers into an internationally for export and create opportunities to increase revenue for farmers by developing Information technology systems or processing information with the management of the farm according to the main international standards, reduce the risks that may occur including sending animal veterinary, husbandry and expert team to the area for advice, promote knowledge to farmers who participate in the project, making farmers have higher productivity ,chicken meat is high quality and safe to meet market demand.

For support the creations of innovation within the organization in the long term, Thailand Foods Group encourages employees furthering the creative innovation for sustainability for the Group companies by establishing an innovation committee of the Group companies for year 2017 which includes the Vice President and assistant to the Chairman of the Group total for 5 members by acting

administrator actions innovation of group company in order to propel the ideas of all employees on the creative, effective and create effectiveness. The goal is to create sustainable value creation for the Group companies and employees. The company is also responsible for the annual innovation contest of Thai Foods Group Company which is scheduled to be held at least once a year. The contest is for selection the innovation between the employees in all Thai Foods Group Company. For year 2017, it has been well received by employees and there are 30 projects that qualify for consideration of innovation Board. These are all projects that are finalists in the contest would have been selected to develop a simulation project. The Group companies will support the costs as appropriate to measure the effect of the ongoing project to continue contribution to the selection process for the next winner.

Section 6 Risk management and internal control systems

Use of internal information

The company has the use of internal information according to the principles of good governance by defined written policy manual for the use of the internal resources of the company which will be given to the Director, management and employees when they first worked by the following key policy summary.

- 1) The company will educate the directors and executives of the company and its subsidiaries regarding the reporting obligations in the company's securities holdings by ourselves, spouse and underage children to the Office of the Securities and Exchange Act pursuant to Section 59 and punishments under Section 275 of the Securities Act. including reporting the acquisition or disposition of securities of the Company by their spouses and underage children of the Securities and Exchange Commission pursuant to Section 246 and Section 298 of the punishments under the Securities and Exchange Act
- 2) The Board and executives of the company including the spouse and underage children prepare and disclose report securities holding and chang of company securities holding to the Securities and Exchange Commission in accordance with article 59 and article 275 of the Act of the Securities and Exchange Commission and submit the copy of this report to the company on the same day that submit to the Securities and Exchange Commission
- 3) The Company's directors, management and executive level positions in accounting or finance or equivalent level managers and workers involved have been informed on the internal subject matter. Changes that affect securities prices will need to suspend trading of the company during the time prior to the publication or dissemination of the financial statements on the financial status of the company until the company disclose the information to the public. The Company will inform the directors and management. Including those who hold management positions in accounting or finance or equivalent level manager refrain from

- trading securities of companies in writing at least 30 days prior to the disclosure of information to the public and should wait at least 24 hours within the core of the disclosure to the public including prohibiting disclosure of the subject matter to others
- 4) Companies impose disciplinary action if there is a breach of internal information to use for their own benefit which ranges from a written warning, temporary wage cuts, suspension without pay or to leave the punishment to be determined by the intent of the act and the particular seriousness of offence
 - 5) Directors, managers and employees are not allowed to use the company's internal information which may have an impact on changes in the prices of the securities of the company and have not revealed publicly that has learned in a position to foresee or as it used to buy or sell or offer to buy or sell or persuade others to buy or sell or offer to buy or sell shares or other securities (if any) of the company whether directly or indirectly in a manner that is likely to cause damage to the company, whether directly or indirectly and whether such actions is done to benefit themselves or others or the fact that the disclosure of such acts for others or receive the benefits in return or not
 - 6) Directors, executives and employees or former directors, executives and employees who resigned are prohibited to disclose internal information or confidential information of the company as well as the company's partner that has been known from their duties to third parties even if such disclosure will not cause sensitivity to the company and the company's partners
 - 7) Directors, executives and employees of the company or former directors, management and employees have a duty to maintain confidentiality and/or the information within company and is responsible for the use of internal information for the benefit of company's business operations only. Besides, directors, executives and employees of the company are prohibited to reveal confidential and/ or company's internal information to other companies that they are in the position of shareholders, directors, managements, staffs and employees

Conflict of Interest

The committee has the policy on the prevention of conflicts of interest on the principle that any decision in business activities will need to be done in the best interest of the company and should avoid actions that pose a conflict of interest. The people who are involved or stakeholders in the consideration list must notify the company about relationship or having their interests in the such list and must not participate in the decision-making process including not authorized in the transaction

If there are items that might pose a conflict of interest arise which are not normal business operations or in accordance with the general terms of trade must be presented to the Board of Directors meeting for the approval. The Audit Committee considered carefully for presentation to the Board of Directors. The Company is required to comply with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand

Business Ethics

The Committee has established a code of ethics to guide and good practices for directors, executives and employees adhere to the company's mission duties with integrity, honestly and fairly as it treats the companies, stakeholders group as well as the tracking system to follow such

guidelines on a regular basis. The company held a workshop to clarify the employee in order to acknowledge business ethics practice continuously. Directors, executives and employees of the company are obliged to abide by a code of ethics strictly. Commanders at all levels are responsible for monitoring and encouraging their subordinates to conduct the code of ethics as defined and act as a good role model to encourage employees to follow. The company has published a code of ethics on the company website www.tfg.co.th

Risk Management

The committee determines a clear business objective and can measure its performance. An executive shall always compare the actual performance with determined goals by evaluating risk factors from internal and external. Analyzing the factor that caused and determining a monitoring measurement with situation that cause risk factor, risk reduction measurement as well as assigning to related department to monitor that risk regularly and report a progress to supervisor

Internal control and Audit

TFG has the efficiency and effectiveness in a supervision system, risk management and internal control in accordance with international standard. There is an audit committee who has duty to determine a supervision policy to have a freedom for internal audit, internal control and audit shall be operated by Internal Audit Department and present to the audit committee for approval prior to report to a company committee

Regulation Compliance Supervision

TFG has an operational supervision department which is responsible for controlling and monitoring a management to avoid risk of any law and regulation compliance and complying with anti-corruption policy and others

Auditor Compensation

In extraordinary general meeting 4/2014 on August 5, 2014 TFG had appointed PricewaterhouseCoopers ABAS Ltd. who is an auditor under permission of the Securities and Exchange Commission to be and auditor office of company. On December 31, 2014 TFG paid the Audit Fee not over 6.5 million THB per year for TFG and subsidiaries in Thailand in total number of companies and the amount of money is not over 21,500 USD per year. For 1 company subsidiaries operating in Vietnam (had appointed PricewaterhouseCoopers (Vietnam) Limited as an auditor)

In annual general meeting in 2015 on March 9, 2015 TFG had appointed PricewaterhouseCoopers ABAS Ltd. who is an auditor under permission of the Securities and Exchange Commission to be and auditor office of company and paid the audit fee for annual audit 2015, financial statement of specified business, fiscal financial statement and annual financial statement at 1.38 Million THB

In annual general meeting in 2016 on April 28, 2016 TFG had appointed KPMG Phoomchai advisory Ltd. who is freedom and expert in auditing with no relationship and benefit relating to company, executive, major shareholder or related person to audit a company with paid audit fee of company and subsidiaries at 8.94 Million THB with no other compensation

In annual general meeting in 2017 on April 21, 2017 TFG had appointed KPMG Phoomchai advisory Ltd. who is freedom and expert in auditing with no relationship and benefit relating to company, executive, major shareholder or related person to audit a company with paid audit fee of company and subsidiaries is not over 9.79 Million THB with no other compensation

Section 7 Reliable administrative and information disclosure

TFG concentrated on significant information disclosure relating to company with financial and non-financial information correctly, completely, in time, transparency according to Stock Exchange of Thailand and the Securities and Exchange Commission regulations as well as other information that may affect to stock price of company and its concerns about decision making of investor and company stakeholders. A company committee shall monitor and supervise for operating as follows.

1. A mechanism that ensure a communication and report disclosure to investor and stakeholder correctly, no offence and sufficient for decision making of investor by determining an investor relations who has knowledge, skill and experience to be as responsible person in reporting and information disclosure that disclosure shall consider to any factor related such as the accordance with objective, main target, strategy and company policy, an opinion of audit committee as well as evaluating result of sufficient of internal control, opinion of auditor in financial report and notice of auditor relating to internal control system in order to ensure properly, fairly under prevention of confidential information and information that affect to stock price for communication and information disclosure efficiency
2. The monitoring system to assess the sufficient of liquidity and ability to repay debt such as to evaluate and report a financial status of company to a committee regularly in order to plan a mechanism or guideline management in business carefully with validity and in time by realizing to fairness of all stakeholders as well as approving any transactions or giving an opinion in shareholder meeting to ensure a committee that transaction shall not affect to liquidity or ability to repay debt
3. To report a business supervision policy, business ethics and other policy such as risk management policy, environmental and social care policy, anti-corruption policy, employee and stakeholder policy, human right policy that was approved and outcome of compliance on the

mentioned policy shall reflect a values building to business sustainably as well as be able to comply with the mentioned policy with reason by reporting through a modern information technology such as annual report, annual sustainable report and website of company in both Thai and English

4. To reveal a responsibility report of committee to financial report along with audit or report in annual report. If any information related to a committee that committee must reveal that part completely, correctly such as shareholder's information, disclosure in part that related to shareholder's agreement of own group
5. System that ensure a financial report and any significant information disclosure correctly, sufficiently, in time and in accordance with regulation, standard and related guideline by revealing the mentioned information including a financial statement that showing and annual information (format 56-1) annual report (format 56-2) which can reflect a financial status and overall operation sufficiently with management discussion and analysis: MD&A for a financial statement disclosure in order to acknowledge and understand a financial status and overall operation of company apart from financial statement
6. To disclose ab audit fee and service fee of serviced auditor
7. To disclose role and duty of committee and sub-committee, number of meeting and number of each committee participating in meeting in recent years and opinion from duty as well as training and occupation development continuously of committee in annual report
8. To disclose a compensation policy of committee and top management in order to reflect duty and responsibility of each person in aspect of compensation. However, the disclosed compensation amount should also be a compensation of each committee while working as committee of subsidiaries and compensation of auditor
9. Apart from an information disclosure according to determined regulation through the Stock Exchange of Thailand as showing and annual information (format 56-1) and annual report (format 56-2). A committee shall also consider in revealing an information in both Thai and English through other channels such as company website with updated information

Section 8 Promotion of Shareholder's participation and communication

TFG realizes the importance of care and recognize the stakeholder at all groups either an internal stakeholder such as stakeholder, executive and company employee or external stakeholder such as customer, creditor, partner, competitor, government agency, society community and etc. TFG realizes that promotion and opinion of all stakeholders are woeful to operate and develop a business of company. Thus, TFG shall comply with law and regulation related in order to give right to the mentioned stakeholder's right without any action relating to violation of stakeholder's right apart from business operation of company but also realizes stakeholder's right as the following guidelines;

Shareholder policy and guideline

TFG always realizes that the shareholders are business owner and company has a duty to add value to shareholder in long term. Therefore, a committee, executive and employee must comply with guideline as follow;

- 1) To perform duty with loyalty as well as make a decision in any operations according to occupational principle with carefulness, thoughtfulness and fairness to major and minor stakeholders for the highest benefits of overall shareholder
- 2) To present a company status report, turnover, financial condition information, accounting and other reports regularly and completely as a matter of fact
- 3) To disallow in seeking the benefit for self and others by using any information of company with no revealing in public or any operations that may occur to a conflict of interest to company

The company provides support and importance to shareholders and ensure that the opportunity to participate in decision-making in matters of rights of shareholders which is not limited to the right that law defined. The company will not take any action to violate or deprive the rights of shareholders. The company gives priority to encourage shareholders to use their rights, such as the basic rights of the shareholders include the sale or transfer of the shares, the profit share of the company, participation, receive news, information and communication between shareholders and the company adequately, to attend a meeting to vote at meetings of shareholders to appoint or remove the Board of Directors, appointment of auditor and issue that has affected the company such as the allocation of dividends. To define or edit a company's memorandum of Association and the regulations, decrease or increase capital and approval of special items, etc. The Committee provides the importance both in law and in others that have an impact on the operation of the company through the consideration or approval of the shareholders, as the case may be in the shareholder's meeting. In addition to the basic rights mentioned above. The company has also set guidelines on various matters. To encourage and facilitate the exercise of shareholders' policy to facilitate and promote the General Meeting of Shareholders which include the following matters;

- 1) To disclose a policy in Support or encourages all shareholders to attend the shareholders meeting
- 2) To provide an information on the time, place and agenda of the meeting with the explanations and rationales for each agenda includes a resolution or a request as specified in the invitation to the annual general meeting of shareholders or in the enclosure of the agenda and will not take any action that limits the chances of shareholders in a company's information technology education
- 3) To facilitate shareholders' rights to participate in the meeting and to vote and refrain from doing anything to limit the opportunity to attend a meeting of shareholders, such as

- meeting for voting should not be too cumbersome methods, the venue for shareholder meeting is convenient for travel
- 4) The Chairman of the meeting will allocate appropriate time and encourage shareholders have the opportunity to express their opinions and ask questions at the meeting on matters related to the Company as well as the opportunity for shareholders to submit questions prior to the meeting date to clearly defined criteria and let shareholders along with the submission of the invitation for the shareholder meeting and will publish guidelines to submit questions in advance on the company website
 - 5) To encourages the shareholders to support the use of proxy forms that can determine the direction of shareholders voting by nominating companies independent directors at least 1 person as an alternative to the shareholder's proxy
 - 6) To promote the committee to encourage all executives of the Company attended the shareholder meeting to answer the questions of shareholders
 - 7) To provide for voting at the shareholders meeting for each item in the case that there are several agenda items such as the agenda for the election of Directors
 - 8) To operate in integrating the technology for using in shareholder meeting such as the registration of shareholders, the vote count and display so that the meeting can be fast, accurate and precise
 - 9) To encourage someone who is independent party as counting or checking of votes at the General Meeting and Extraordinary General Meeting of Shareholders and disclose to the meeting and recorded in the minutes
 - 10) To provide a shareholder meeting has the record to clarify the process of voting, how to display the score to the meeting before the meeting as well as the opportunity for shareholders to set the issues or questions and record the answers and questions whether the voting results on each agenda are agreed, opposed or rejected by shareholders including note the list of directors who attend or not attend the meeting
 - 11) To disclose in public for the results of voting for each agenda item in the General Meeting and Extraordinary General Meeting of Shareholders on the next working day on the company's website and the website of the Stock Exchange of Thailand

In addition, the Committee has held a shareholders meeting smoothly. Transparent, effective and beneficial to the shareholders to exercise their rights as above-mentioned, the Board of Directors also manage policies for all shareholders both shareholder who are Executive and who are not executives or major shareholders and minority shareholders including foreign shareholders are treated equally and fairly in order to disclose the meeting and prepare minutes of the shareholders as to accuracy and completeness as the following guidelines:

- 1) To send the invitation to the shareholders meeting by an agenda and the opinion of Committee of the Stock Exchange of Thailand and publish through the company website at least 28 days before the date of the shareholders meeting and published along with the invitation to the shareholders meeting both in Thai and English
- 2) To inform the shareholders about meeting rules, the step of voting including voting rights according to each category of shares
- 3) To establish rules to allow minority shareholders to propose the agenda prior to the meeting of shareholders clearly in advance to demonstrate fairness and transparency in

the consideration of whether to add an agenda item for minority shareholders or not. In addition, executive shareholders should not add an agenda that is not informed in advance by the unnecessary. Particularly important agenda that need time to study the information before making a decision

- 4) To define the method for minority shareholders in nomination of qualified person to be elected as directors. The board of directors may nominate through the Nomination and Remuneration Committee before shareholder meeting date with the information for consideration in qualification and consent of the nominees
- 5) To allow the shareholders to exercise their rights to appoint directors individually
- 6) To assign all directors and executives who have the responsibility in reporting Securities holding under the law to submit report to the Board regularly including the disclosure in the annual report
- 7) To establish the guidelines to protect and prevent the abuse of internal information and in written notifications and inform such guidelines to everyone in the company to practice. Also, the internal information related persons are prohibited to buy or sell securities of the company within 1 month prior to the disclosure of quarterly consolidated financial statements and annual audited financial statements 24 hours after the disclosure of important information
- 8) To define the board of directors to report the interest at least before consideration of such item and record in the committee's minute of meeting and ensure that the stakeholders significantly in ways that could lead such director is not able to comment freely should refrain from participating in that meeting agenda

In 2017, the company did not receive any complaints about not respecting the fundamental rights of the shareholders. The company has treated shareholders equally

