



Corporate Governance Policies

Ratchthani Leasing Public Company Limited

(Revised 2019)

Preface

Ratchthani Leasing Public Company Limited (“the Company”) in regarding a public company listed on the Stock Exchange of Thailand and a leading business organization, has set targets in sustainable success and creates a long term value for shareholders and stakeholders. The Company determined to conduct the business affairs by follows the principles of corporate governance policies and value the importance of business ethics, which reflect to the Company values. The main objectives are for the Company’s personnel all level to develop themselves and recognize their responsibilities with moral and ethical manner.

In order to achieve the aforementioned objectives, the Company determined the Good Corporate Governance Policies and Code of Ethics handbook for Directors, Executives, and employees as a guideline to adhere to the morality, honesty and comply with the related laws and regulations. Policies and Code of Ethics has been reviewed annually, to ensure that they are up to date and comply the titles and practice guideline with “Good Corporate Governance for Listed Companies 2017”, which were distributed by the Office of the Securities and Exchange Commission of Thailand, as well as the Regulation on Risk Supervision of Financial Business Group and the Corporate Governance of Financial Institutions which were issued by the Bank of Thailand.

The Company confident that the management processes is aligned with the International standard of Good Corporate Governance Policies, will enhance the Company’s competitiveness and be more acknowledged for both domestically and internationally. The acceptance is one of the business goals which enhance the economic values to the Company, also building confidence to shareholders and stakeholders, ensure that all of them will be treated in an equitable manner. As a result, reflect to the trust and positive image of the Company.

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Business Principles

Ratchthani Leasing Public Company Limited (“the Company”) has established the business principles to achieving sustainable and stable growth, which comply with Thanachart’s group as follow details;

1. To compete with moral and ethical manner with healthy performance, also consider impact for short term and long term.
2. To conduct business affairs by respecting the rights, and responsibility to shareholders and stakeholders.
3. To adhere the conduct of business affairs in a socially responsible manner, develop or reduce its negative environmental impacts.
4. To adapt regards to corporate resilience.

Corporate Governance Policies

Principle 1: Recognize roles and responsibilities of the Company’s Board of Directors as organizational leader in creating sustainable business values.

Principle 1.1: Understand and recognize responsibilities as leaders

The Board of Directors has a independent of their decision, the Company given provides each Director with the rights and equality in decision making on various matter. The duties of the Board of Directors, sub-committees, managing director and the managements are clearly segregated. The Board of Directors is not responsible for daily basis business operations, but as specified by the laws and responsible to attend meetings which relate to consideration of the Company’s business management with the established agenda or others as deemed by the Chairman of the Board, following;

1. Determine or approve missions, strategies, goals, policies, business plans, and budgets for the Company.
2. Regularly oversee and monitor management’s performance, to ensure the compliance with established goals and business plans.
3. Ensure the good internal control systems and appropriate risk management.

Principle 1.2: Oversee creation of sustainable values to the Company

The Board of Directors has established the principles of business operations, with the Good Corporate Governance Policies and the Code of Ethics Handbook as guidelines for Directors, Executives and Employees to adhere to conduct a business.

The Company's Directors and Executives at all levels must be a role model for employees in practicing of the compliance with Good Corporate Governance Policies, and the Code of Ethics Handbook. Compliance unit, management unit and human resource department are responsible for publish, share, clarify the knowledge in order to encourage employees at all levels to rigorously and continuously adhere to the Good Corporate Governance Policies and the Code of Ethics Handbook. Leverage the adherence to become a part of corporate culture in business operations and also required the performance report, the Good Corporate Governance Policies and the Code of Ethics Handbook to Corporate Governance Committee and the Board of Directors.

In order to ensure that the Company's Good Corporate Governance Policies and Code of Ethics Handbook are comply with the laws, rules, regulations by the state agencies and align with the constantly changes of the business environment, the Corporate Governance Committee is responsible to revise the policies and handbook at least once a year.

The Company's Directors, Executives and all level of Employees must understand and strictly adhere to the Good Corporate Governance Policies and Code of Ethics Handbook, also certified their compliance with every aspect.

Principle 1.3: Role of the Company's Board of Directors

The Board of Directors are leading in governance, oversee, and monitor the Company's business operations, to ensure that it is aligned with strategies, objectives, goals, rules, shareholder's meetings resolution, and Good Corporate Governance Policies, which must be performed in a responsible, honest, careful manner with the best interest of the Company. The Board required to reasonably ensure the implementation, attention to events that affect the Company and Business affairs. They must employ their time, abilities and dedication to the performance of their duties, with full responsibility and freedom of operation.

Oversee and ensure that the control systems of operations, financial reporting and practice of compliance with regulation and policies. To established an independent person or department, whom responsible for monitoring and auditing the control systems that will be disclosed in annual reports.

Principle 2: Define objectives and main goals of the business to support the sustainability.

Principle 2.1: Objectives and main goals to looking after stakeholder

The Company has defined the stakeholder as

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|-------------------------------------|-----------------------------------|
| 1. Shareholders | 6. Customers and trading partners |
| 2. Lenders | 7. Auditors |
| 3. The Company's Board of Directors | 8. Competitors |
| 4. The Company's Executives | 9. Society and environment |
| 5. The Company's Employees | 10. The Public Sector |

The Company's Board of Directors will ensure fairness to all group of stakeholders by performs as following:

1. To conduct business affairs, the Company must strictly comply with laws, and create a beneficial to society and public sector in areas including, economy, culture, tradition and environment.
2. To determined remuneration to shareholders, Directors, Executives and employees to be fair and appropriate.
3. Provide a service to customers with quality, honest, and fair with appropriate fees.
4. Responsible to customers and partners. For examples, professional standards, maintain high quality of service, maintaining customer confidentiality, and establish the complaint handling unit.
5. Conduct business with partners with honesty, not taken advantage and follow through the contracts.
6. Conduct business with transparency under the rules. It will not compete to such an extent that will negative impact of the overall business.
7. Disclose the Company's transaction with compliance to standards and regulation, in order to the transparency.
8. Encourage employees to acquire knowledge in environment and social. Support their participation in various activities of social and environments.

9. Adopt a clear policy of neither violation in human rights, nor committing any act which construed as an infringement of intellectual property or copyright in any forms directly or indirectly.

Principle 2.2: Define main objectives and business goals that foster sustainability.

The Company's Board of Directors responsible for oversee and ensure that the objectives and goals, as well as strategy in medium-term and /or annual term are aligned with objectives and goals by:

1. Consider the organization's surrounding factors, opportunities and acceptable risk that might affect to stakeholder, with a mechanism to understand the actual requirements of stakeholder.
2. Support the formulation or revise the objectives, goals and medium term's strategies (3-5 years).
3. Oversee and support to create innovation and technology to comply the competitiveness and response the stakeholders requirement based on social and environmental responsibility.
4. Determine the appropriate goals of business environment and business potential by setting the target both the monetary and non-monetary. Moreover, to be aware of the risk that arising from goals that might lead to illegal or unethical behavior.
5. Oversee the objectives and goals and ensure that they are propagated across the organization.
6. Oversee the appropriate resource allocation and operational control. Follow the implementation of annual strategies and business plans.

Principle 3: Enhance Board of Directors effectiveness

Principle 3.1: Determine and review the Board of Directors and sub-committees structure.

The Board of Directors is responsible for determine and review the Board of Director's structure in terms of size, composition and appropriate proportion of Independent Directors. Also ensure the Board of Directors consists of diversity qualified in terms of skill, experiences, abilities and specific characteristics, gender and age. These are necessary for achieving the objective and goals of the Company, which can be achieved by board skills matrix preparation, which describe the expertise of Directors, as a result Directors has an appropriate qualification, understandability and cater the needs of stakeholder.

The following are the details related to the Board of Directors composition, duties, responsibilities, and appointment methods.

Number of Directors and proportion

The number of Directors shall align with the legal requirement and the principles of good corporate governance with appropriate proportion between executive directors and non-executive directors (including Independent Directors). Also consider the appropriate and fair proportion of shares held by each group of shareholders which ensure the Directors can adequately and independently suggest their opinion. The Board of Directors shall disclose the composition and information about each Director in the Annual Report and Company's website.

In addition, Board of Directors specifies that the number of Executive Directors shall not exceed one half, not less than one third, and not less than 3 persons of the total Directors. They must be independent from management and must not have any interest nor relation with the Company's businesses. Independent Directors proportion shall be aligned with total shares from each group of shareholders.

Qualification of Directors

1. Directors must have knowledge, skills and various experiences, which support Company's business affairs and useful specialized expertise that aligned with company's business strategies. Directors must consist of at least one Director, whom has information technology experience. In addition, Board of Director must consist of at least one Independent or non-executive director, whom has related experience with Company's businesses, regardless of gender.
2. Director shall not possess any of prohibited characteristics prescribed by applicable laws and regulations.
3. Additional qualifications required for each of the Directors types could be described as following:

Executive Directors

- Executive Directors are participating in business management and ensure that the management conducts business affairs aligned with the Board of Director's policies.
- Shall not exceed one half of the total directors.

Independent Directors

- Independent Directors shall hold the shares less than 0.5% of the total voting shares in the Company.

- Independent Directors shall not hold the shares directorship continuously for more than 9 years. The tenure calculated by first day of directorship or aligned with rules from state agencies. (In case of need to continue directorship, the board of directors shall appropriate consider the need of it)
- Independent Directors possess the qualification aligned with rules established by the Bank of Thailand, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, or other state agencies concerned.
- Independent Directors shall not possess any characteristics, that are against the Capital Market Supervisory Board's criteria.
- At least on Independent Director must have experience in the Company's businesses.

Sub-Committees are composition, duties, responsibilities and appointment methods.

The Company's Board of Directors established sub-committees in order to assist in study, screen, and oversee the following areas:

1. Executive Committee

Executive Committee consist of Executive Directors, or Directors who representative of major shareholders, or outsider. One of them will serve as Chairman of the Executive Committee and the Managing Director hold an Executive Committee by the role. The Executive Committee is authorized to control and oversee the Company's businesses to align with assignments given by Board of Directors, and required to report the performance to the Board of Directors.

2. Audit Committee

Audit Committee consists of at least 3 persons, qualified with the regulatory agencies requirements. Perform the duties with full independent manner. The Audit Committee is a key person of Board of Directors and report directly to the Board of Directors for oversee and ensure that the business operation management are appropriate, transparent and complies with the regulation of the state agencies and company which ensure the quality of internal control, reliable reporting system which beneficial to all party including shareholders.

3. Nomination and Remuneration Committee

Nomination and Remuneration Committee consists of at least 3 of Non-Executive Directors, most of them should be Independent Directors, the Chairman of the Committee is an Independent Director, with power and duties as specified by the Company's Board of Directors. The roles and responsibilities of the Committee are reports directly to the Board of Directors which specified in the charter of the Nomination and Remuneration Committee. In case of Board of Directors appoints any person to serve as advisor of the Nomination and Remuneration Committee, the information about the advisor and his or her independence and no conflict of interest shall be disclosed in the annual report.

4. Corporate Governance Committee

Board of Directors have given a priority to good corporate governance, in order to foster the Good Corporate Governance Policies as following the good practices of listed companies and disclose the Corporate Governance Policies in the Annual Report. Therefore, all member of the Board of Directors are responsibility of Corporate Governance Committee. In case of the Board of Directors meeting, the agenda of Good Corporate Governance Policies must be an agenda in the invitation letter at least once a year. In case of the Board of Directors has appointed any person as Corporate Governance Policies advisor, the information of that advisor must be disclosed as well as his or her independence and no conflict of interest in the annual report.

5. Risk Management Committee

Risk Management Committee consists of at least 3 persons including management who in charge of all kind of the Company's risk, determining the Risk Management Policy that applicable cover the organization. The Risk Management Policy must be screen by Risk Management Committee and present to Board of Directors for approval. In addition, the policy shall be appropriate and suit with the structure of the Company's infrastructure, business affairs, transaction volume, and related risk and submit for approval at least once a year, or when there is a significantly changed by Executive Committee and present to the Board of Director for approval. The management division is a person in charge of conducting the policy and regularly report to the Board of Directors, also revise and evaluate the performance of Risk Management Policy at least once a year and every change in the risk level, including the sign and or forecast alert that might lead to abnormal risk.

Principle 3.2: Selection of the Chairman of the Board of Directors

The Board of Directors has established the rules of nomination and consideration of the Chairman of the Board of Director, and oversee that the composition and implementation of the Board of Directors support the independent decision making.

Roles of Chairman

1. To leadership for ensure the quality of Board of Directors to support the highest beneficial of the Company and independent from management unit.
2. Responsible for consideration and approval of the agenda items, which already proposed by the Managing Director, so that the objective is aligned with the Board of Directors duties and responsibility, also allow each of the Board of Directors to propose an agenda that is benefit to the Company in to the meeting's agenda.
3. Adequate time for the management to propose a key points or agenda to be justify in a careful manner. The Chairman also required to encourage the Board of Directors to exercise discretion and independent on the opinion.

4. The Chairperson shall not be the same person as the Managing Director, the information shall be disclosed in the annual report and the Company's website.
5. The Chairman shall not be as Chairman or member of any sub-committee, in case of there is no clear segregation, the Company will consider appointing an independent to collaborate in the Board of Director's meeting agenda.
6. Oversee and encourage the Board of Directors to adhere to the principles of Good Corporate Governance as well as the Code of Ethics Handbook.
7. Foster the relationship between Executive Directors and Non-Executive Directors, also between the Board of Directors and the Management.

Principle 3.3: Nomination and selection of Directors

The Company's Board of Directors oversees the Directors nomination and selection, and ensure that the process has clarity and transparency, in order to have the qualified Directors and aligned with the Board composition requirements. The requirements must be clear identified, and established the Nomination Committee and identified the remuneration. Most of the Committee and the Chairman shall be Independent Director, the roles and responsibility shall be specified in this policy and the Charter of the Nomination and Remuneration.

The Director tenure shall be compliance with the laws, regulation, and this policy. The nomination of the Director shall be elected by the Shareholders, not only consider in the requirement of nomination, but also consider the knowledge, past performance, independent of expressing an opinion which aligned to the roles and duties of each Director.

Principle 3.4: Remuneration of Directors.

The proposal of the pay structure and remuneration of the Company's Board of Directors and Sub-Committees shall be approve by the shareholder, the Board of Directors will consider the appropriate pay structure and remuneration with the responsible manner and motivate the Board of Directors to lead the organization to operate on the short-term and long-term goals.

The consideration of remuneration for the Board of Directors and Sub-Committees shall be the responsible of the Nomination and Remuneration Committee by following the guidelines:

1. The pay structure of the Board of Directors should be aligned with the Company's strategies and long-term goals of the Company, taking the current and future risk, the experience, the duties, accountability and responsibility, also the benefit that each of director could contribute. The Director, whom assigned with additional duties and responsibility shall receive the appropriated additional remuneration, for example, if a director being a member of Sub-Committees, then he /she should receive an additional remuneration. However the practice of remuneration shall be comparable with the nature of the industry.

2. Shareholder shall approve for the pay structure and remuneration rates for the Board of Directors and Sub-Committees for both monetary and non-monetary remuneration. The Board of Directors, will consider the appropriate each form of remuneration.

Principle 3.5: Operation and time allocation.

The Board of Directors shall oversee all Directors and ensure that each of them has a responsibility to operation their duties and appropriately allocate time;

1. Carry out duties with responsibility and fair to organization, shareholders, management and employees.
2. Directors shall not hold the Directorship more than 5 companies, in case of holding any position in Chairman, Executive Director or Director with authorize signatory, the Director shall not hold such position more than 3 group of business. Holding of any position in any other companies must not violate the requirements or regulations of the regulatory agencies and must inform within 7 days after the executive was appointed or assumes the position.
3. Directors shall not hold a directorship in any other company, which operate the same nature and competing to the Company, regardless for own benefit or other benefit, unless the directorship has already been notified to the Shareholder's meeting prior to the election. The Nomination and Remuneration Committees that responsible for proposing the Director, must examine and ensure that the candidate do not hold a directorship or operate a business in the same nature and compete with the Company.
4. Directors, Executives, or related persons are allowed to create a transaction, which is arm's length basis of the Company or member of companies, the transaction must be under the same commercial terms as ordinary person would agree on in the same situation. The negotiation terms shall not influenced, except the prohibited transaction by the laws or directives issued by the state agencies.
5. Responsible for participating in all of the Board of Directors meetings, in case of any absent required, the Director must inform the chairman or the company secretary of the absence in advance. Each Director shall attend at least 75% of all Board meetings held each year.
6. Consider the agenda items brought to the attention of meetings, participate in questioning and express a useful opinion with full capability, including Good Corporate Governance Policies.
7. Oversee the corporate governance that appropriate to the nature of business and risk.

Principle 3.6: Governance subsidiaries and associate companies.

The Company's Board of Directors is responsible for governing subsidiaries to safeguard the Company's interest, the Board of Directors shall consider an appropriate person as Director or

Managing Director or person in charge of that company, except the small company which served as operating arms of the Company the person in charge will be setup by the Managing Director.

The appointed person as Director, Executive or person in charge of the subsidiaries shall be responsible for oversee the subsidiaries' business operation to aligned with the Company's policy, and ensure that subsidiaries has a control system that is tightly secured. The list of operations shall be complying with the laws, rules and regulation. The information of operational performance shall be reported and disclosed in a complete and adequate manner to the Company.

In case of the investment in other businesses is significant, such as the investment in voting rights share from 20% but not exceeding 50% of the investment, or the Company might require a significant additional investment, if necessary, the Board of Directors require to create a Shareholder's agreement or any other agreement, in order to clarify the rights of management and participate in the key matters as well as monitoring the operational performance. The agreements can be used as support information for the Company's financial statements in a standardized and timely manner.

Principle 3.7: Performance Appraisal.

The Company's Board of Directors should establish an annual performance appraisal of Board of Directors, Sub-Committees, and Individual Director, the performance shall be used in further operational development.

The Company should establish the performance appraisal of Board of Directors, as a whole, and individually. Both of self-evaluation and cross evaluation shall be used for evaluation at least once a year, in order to collaborate the Board of Directors in output performance and issue to be solved, so that it could be used to consider the appropriate of proportion of Board of Directors.

The Company shall disclose the rules, procedure and operational performance of Board of Directors as a whole in the annual report.

The Board of Directors may consider and external advisor, to assist on the director, and feedback the performance evaluation of the Board of Directors as least every 3 years, the operational shall be disclosed in an annual report.

Principle 3.8: Enhancing skills and knowledge

The Company's Board of Directors oversee each of Directors, and ensuring that each one of them has knowledge and understanding about their roles, responsibility of business operations, and related laws. Moreover encourage every Board of Directors to always development their skills and knowledge to perform their duty, by attending a training or seminar that will fortify their knowledge. The information shall be disclosed in an annual report.

Principle 3.9: Board of Directors duties.

The Company's Board of Directors ensure that the Board of Directors operational is well organized, with accessibility to necessary information. The Company's secretary, who has knowledge and experience to support the Board of Directors duties.

1. The Management shall send important information to the Board of Directors at least 5 days before the meeting date. In case of Board of Directors require additional documents, the request shall be sent to Managing Director or Company's Secretary. In deemed necessary, the Board of Directors can obtain an independent opinion from external advisor or professional advisors. The expense considering to the Company's expense.
2. The Company establish a meeting and agenda of various committees in advance, and notify each Director of the schedule, so that they will allocate their time to attending the meetings as follows:
 - 2.1 The Board of Directors shall meet at least 6 times a year.
 - 2.2 The Executive Committee shall meet at least 6 times a year.
 - 2.3 The Audit Committee shall meet at least 4 times a year.
 - 2.4 The Nomination and Remuneration Committee shall meet at least 2 times a year.
 - 2.5 The Corporate Governance Committee shall meet at least once a year.
 - 2.6 The Risk Management Committee shall meet at least 6 times a year.
 - 2.7 The numbers of meeting for other Committees, shall depend on the discretion of each Committee's Chairman.
3. The numbers of Director attends a meeting, which constitutes a quorum, shall be at least two out of third. The numbers of other committees shall align with notice or charter issued by each of the committees.
4. The Company's Board of Directors encourage the Managing Director to invite high-ranking executives in the meeting, so that the Executive could provide additional details as necessary to the Board's consideration, also given an opportunity to the Director get to know high-ranking executive, which could be used as their succession plan.
5. Oversee the minutes of meetings, and ensure that all of the agendas have been included, the key opinion given by each Director or any other important agenda items shall be noted for important agenda consideration.
6. To hold an internal Board of Directors meetings, without the participation of any member from management at least once a year.

7. Organize at least one meeting annually, that include only non-executive Director.
8. Appoint a Company Secretary, who has knowledge and necessary experience that will support the Board of Directors' performance of duties. The Company Secretary shall continuously attend training courses related to laws, accounting or secretary operational. Moreover the Board of Directors shall disclose the qualification and experience of Company Secretary in an annual report and the Company's website.
9. The Company Secretary shall attend training and continuously improve knowledge, that will benefit his or her duties. In case of the certified program available, the Company Secretary shall attend that training.

Principle 4: Nominate and develop high-ranking executives and human resource development.

Principle 4.1: Nominate and develop executives.

The Company's Board of Directors make an arrangement for recruitment and development of Managing Director and high-ranking executives with knowledge, skills, experience, and characteristics that necessary to drive the organization to the goals, including:

1. The Board of Directors takes into consideration or assigns the Nomination and Remuneration Committee to consider the guidelines and methods for candidate identification, whom appropriate to serve as Managing Director.
2. Oversee the Managing Director, ensuring that he or she is supported by an appropriate team of high-ranking executives. At least, the Nomination and Remuneration Committee cooperates with the Managing Director in considering the guidelines and methods for identifying and appointing the person proposed by the Managing Director as high ranking executives.
3. The Board of Directors have hiring human resource system for identifying and nominating appropriate candidates as key Executives at all levels. The nomination of high-ranking Executives shall follow a nomination procedure which takes into consideration candidates from both within and outside and also provide an Executive development program while developing a succession plan.
4. The Board of Directors gives support to and encourages the Managing Director and high-ranking Executives to attend training courses for the purpose of enhancing their knowledge and experience useful for the performance of their duties.
5. High-ranking Executives of the Company must not work as a full-time employee of another organization, except that the performance of the duties for another organization will have no impact on the efficiency in performing the duties assigned by the Company.

6. Managing Director whom has the rights to assigns the consultant, must not hold position more than 5 other listed companies domestically or abroad. Moreover, in case they hold one or more of the following positions in other companies: Chairman, Executive Director or Director who is an authorized signatory, they are not allowed to hold such positions in more than 3 business groups.

High-ranking or senior Executive of the Company who will take up directorship in another company (except the company which is owned by their immediate family member), which does not consume too much time in the performance of duties must receive the Executive Committee's approval before taking up the directorship. As regards, the Managing Director who will take up directorship in another company (except the company which is owned by his or her immediate family member) which does not consume too much time in the performance of duties, must approval from the Board of Directors before take position of the directorship. In this connection, holding of a position in any other companies must not violate the requirements or regulations of the other regulatory agencies concerned. As well, the Company must be notified of the appointment within 7 days after the Executive is appointed or assumes the position.

Roles of Managing Director

1. Managing Director's roles include duties and responsibilities relating to the management of the Company's businesses and operations within the scope of the duties and authority assigned by the Board of Directors and the Executive Committee.
2. Managing Director oversees the performance of employees at all levels, ensuring that they carry out duties in line with the policies established by the Board of Directors and the Executive Committee.

Roles of high-ranking executives

1. Duties and responsibilities of high-ranking executives relating to implementation of the policies and strategies, as well as risk management framework, acceptable risk. Also implement the policy that related to remuneration, which strictly aligned to the Company's principles of good corporate governance.
2. Responsible not only for determination of work processes and work systems as well as enterprise-wide and specific risk management but also for maintaining the Company's risks at the levels which are appropriate and acceptable. In addition, they are responsible for regularly reviewing the risk management processes and systems as well as the risk limits.
3. Cultivating a risk intelligent culture. As well, they ensure that employees are aware of and understand the risk management policies and strategies.
4. Report the risk status, performance, guidelines for risk management, risk intelligent culture status, factors, significant problem, and issue to be resolved to Board of Directors and other related committees or when any issue occur, so that the resolution can be

determined in a timely fashion. Also oversee the report to be correct, complete, on time, and reflect the risk, also including fund and company liquidity.

5. Determining appropriate and clear structure, duties and responsibilities of employees under their supervision or employees who have to report to them.
6. Provide employees with adequate knowledge and ability to carry out duties related to risk management and internal control.
7. Assist the Board of Directors in ensuring that those who have power in management are suitably qualified and able to manage the Company's businesses.

Principle 4.2: Remuneration structure and performance appraisal

The Company's Board of Directors oversees the establishment of a remuneration structure and a performance appraisal system which are appropriate, taking into consideration the current risks and those which may arise in the future.

1. In determining remuneration for Directors, Chairman, Board of Directors and Sub-Committees to the Nomination and Remuneration Committee will be in charge of policy proposal and remuneration.
2. The appraisal of the performance as well as the determination of remuneration of Managing Director and the Chairman to the Nomination and Remuneration Committee will be evaluated.
3. The Nomination and Remuneration Committee is responsible for establishing guidelines for appraising the annual performance of Chairman and Managing Director. The performance appraisal outcomes will be used for determining the remuneration, which have been agreed upon in advance. The appraisal will also take into the financial performance and also performance related to the implementation of the long-term strategies in line with the objectives, as well as executive development, among others. The Board of Directors shall give their feedback to the above performance appraisal outcomes. In this connection, the Board of Directors may assign the Chairman of the Nomination and Remuneration Committee to consider and communicate the result to the Chairman of the Board of Director and Managing Director.
4. Employees receive remuneration in line with the guidelines and policies established by the Board of Directors in the highest benefit of the Company. In this connection, the remuneration levels in the form of salaries, bonuses as well as long-term incentives must be in line with the performance of each employee, taking into account the current risks, those which may arise in the future and the Company's sustainability.
5. The Board of Directors oversees and ensures the establishment of the guidelines and factors to be used for performance appraisal across the organization.

Principle 4.3: Shareholder structure and relationship

The Company's Board of Directors conducts and understands of the shareholder structure and shareholder's relationship, which have impacts on the power in the management, ensures that relations will not affect the duties of the Board of Directors. The information about the various agreements which have impacts on the control of the business is disclosed to the public.

Principle 4.4: Human resource development

The Company's Board of Directors monitors and oversees the management and the development of human resources, ensuring that they are developed in line with the organization's direction and strategies. The Employees at all levels shall have knowledge, ability, skills, experience, appropriate motivation, and treated fairly so that the organization is able to retain capable employees.

The Company's Board of Directors makes an arrangement for the establishment of a provident fund. The objective is to ensure that employees have enough savings for retirement. In addition, the Board of Directors encourages employees to acquire knowledge and understanding of financial management and the selection of the investment policy which corresponds with the stage of their life cycle and their level of risk tolerance.

Principle 5: Stimulate innovation and conduct business affairs responsibly

Principle 5.1: Create innovation

The Company's Board of Directors pays attention to and support creation of innovation which not only adds value to businesses but also is of benefit to customers or the parties concerned. The Board of Directors also has responsibility towards society and environment. The related details are as follows:

1. The Board of Director places emphasis on cultivating a culture of innovation and encourages the Management to take into consideration the innovation culture cultivation when they review strategies, develop plans for streamlining business operations and monitoring performance.
2. The Board of Directors fosters creation of innovation with an aim to add values to businesses, taking into account constant changes in the environment which encompasses adoption of business models, designing perspectives, development of products and services, research and work processes as well as cooperation with trading partners.

Principle 5.2: Responsibility towards society and environment

The Company's Board of Directors monitors the implementation of the management and ensures that the management not only conducts business affairs in an ethical manner with responsibility towards society and environment but also avoids infringing the rights of stakeholders. These reflect to the operational plans, which serve as guidelines for ensuring that all the concerned parties in the organization act in line with the main objectives and goals as well as the business

strategies for achieving sustainability. In this connection, the principle will cover the following areas:

1. Responsibility towards personnel and employees

The Company complies with the related laws and standards. It not only treats its personnel and employees in a fair manner but also respects human rights. Among others are fair determination of remuneration and other benefits as well as provision of welfare benefits which are at least equal to the levels imposed by the law or at higher levels as deemed appropriate. Also noteworthy are the workplace health and safety as well as training activities aiming at broadening the knowledge, enhancing potential and supporting career advancement of personnel and employees. In addition, the Company provides personnel and employees with opportunities to develop their skills in other work areas.

2. Responsibility towards customers

The Company complies with the related laws and standards. It pays attention to fairness, customer confidentiality, after-sales services, and assessment of customer satisfaction for improving products and services, as well as advertisement, public relations and sales promotion activities which have to be implemented in a responsible manner in order to prevent misunderstandings or avoid taking advantage over customers' misunderstandings.

3. Responsibility towards trading partners

The Company puts in place procurement and hiring processes, ensuring that the terms and conditions of the related contracts or agreements are fair. The Company also assists its trading partners in broadening their knowledge, enhancing their potential and making the quality of their services on a par with the established standards. Also given clarifications and ensures that its trading partners respect human rights and treat their own labor fairly with responsibility towards society and environment. As well, the Company monitors and appraises the performance of its trading partners for the purpose of developing sustainable business relationships with them.

4. Responsibility towards communities

The Company makes use of its business knowledge and experiences in developing projects which can provide communities with benefits in concrete terms. In this connection, it monitors and assesses the progress of the projects and the long-term achievements.

5. Responsibility towards environment

The Company prevents, reduces, manages, and ensures that the Company will not create or make negative impacts to the environment, for example, the use of energy and water, resource recycling, etc.

6. Fair competition

The Company conducts its business affairs in a transparent manner and avoids gaining unfair competitive advantages over its competitors.

7. Anti-fraud and anti-corruption

The Company complies with the related laws and standards by participate in Thailand's Private Sector Collective Action Coalition against Corruption (CAC) membership. The Boards of Directors of the Company adopted the anti-corruption policy and anti-corruption as well as guidelines on whistleblowing, the information of which is made available on the Company's website.

Principle 5.3: Resource management

The Company's Board of Directors monitors the implementation of the management and ensures that the management allocates and manages the available resources in an efficient and effective manner. Also takes into consideration on impacts and resource development across the value chain, to achieve its main objectives and goals in a sustainable manner. The related details are as follows:

1. Recognizes the necessity of the resources to be used, and aware that each type of resource will have impacts on one another.
2. Recognizes that different business models create different impacts, hence the impacts and values created by using the resources need to be considered, base on the Code of Ethics, responsibility and creation of values to the organization in a sustainable manner.
3. Oversee that in order to achieve the organization's main objectives and goals, the management regularly reviews, develops and uses resources in an efficient and effective manner by taking into account of changes in internal and external factors.

Principle 5.4: Information technology management

The Company's Board of Directors establishes the framework for information technology management and governance at the organizational level, ensuring that they are aligned with the organization's needs. In addition, ensures that the information technology will be used not only for increasing business opportunities but also for developing business operations and risk management. The objective is to enable the Company to achieve its main objectives and goals.

1. Arrangement to establish the policy on allocation and management of information technology resources. Including the allocation of adequate information technology resources for business operations. In case of adequate resources could not be allocated, the guidelines for addressing problems shall be established.

2. Ensures that the organization's risk management includes the management of information technology risks.
3. Arrangement to establish the policy and measures on information technology security.

Principle 6: Risk management and internal control systems

Principle 6.1: Risk management and internal control

The Company's Board of Directors oversees and looks after the financial conglomerate, ensuring that not only do they establish a good and efficient risk governance framework, but also the internal control, risk management and adequate governance. The Governance shall be appropriate to the business environment, and cultivation of a risk culture.

Risk management

The Company recognizes the importance of risk management, the Board of Directors and high-ranking management continuously oversee, follow and develop the risk management. This is to ensure that all of the policy are related and adapt to internal and external risk that is constantly changed. The change in risk might affect the Company's business operations. As a result, it has established the Risk Management Department responsible for the following:

1. Formulating plans which aims to put in place risk management systems for all areas of the Company's business.
2. Overseeing and looking after risk assessment development and preparation of reports on details of various risks.
3. Coordinating with various work units, ensuring that the risks are managed in an efficient manner.
4. Studying new techniques of assessing and managing risks.

In addition, the Company not only has adopted a risk management policy but also has prepared a "Risk Policy and Guideline", in order to serve as guidelines for managing the Company's risks. In this connection, the Company will organize training activities aiming at providing employees with more knowledge and better understanding of the Company's risks in various areas of business.

The Company operates its business operation under risk management, with the group of committee, whom manage several kinds of risk, including, Credit Risk, Marketing Risk, Liquidity Risk, Strategy Risk, Information Technology Risk, and Compliance Risk.

Internal control

1. Specified the internal control and adequate internal audit, also describes duties and responsibilities as well as the scope of approval authority. Puts in place adequate and appropriate control systems.
2. Has an appropriate system of checks and balances. In particular, it puts in place verification processes for each step and key operational, as well as clear segregation of duties and responsibilities. It also establishes an internal audit unit responsible for controlling, overseeing and checking. Being independent, this unit is able to carry out its responsibilities in an effective manner. The unit also clearly describes the duties and responsibilities of each work unit and establishes a system for reporting any conduct which does not comply with the laws or the Company's internal rules and regulations. In this connection, the internal audit unit shall report directly to the Audit Committee and the Board of Directors. Importantly, the Company reviews the appropriateness of the system of checks and balances as well as the segregation of the duties and responsibilities of various work units or persons in a regular manner.
3. Ensures that various work units including business units, control units, and operations units have appropriate resources and personnel with knowledge, ability and experience suitable for performing their duties. In addition, the Company puts the position and status of the head of each unit in order of importance, ensuring that the position and status are high enough so that they can carry out their duties in an effective manner.
4. Controls and keeps financial accounts of all the Company's transactions. It puts in place financial accounting and reporting systems which give information about the Company's financial position, performance and risks in an accurate and timely manner.
5. Puts in place control systems which are adequate and appropriate for looking after and protecting the Company's work areas and assets, as well as the right to access key work areas as well as the right to access important assets.

Principle 6.2: Adequacy of Internal Audit and Risk management system

The Company's Board of Directors established the Audit Committee who can carry out their duties in an efficient and independent manner.

The Board of Directors or the Audit Committee shall give their opinions on the adequacy of the internal control systems as well as the risk management systems in the Annual Report. In addition, they place emphasis on reviewing the key systems related to internal control and risk management regularly or at least once a year.

Principle 6.3: Conflict of interest prevention

The Company has established the principle for employees, Executives, Directors and the parties concerned to avoid pursuing one's own interests or the interests of other groups of people. The related details are as follows:

1. Established guidelines for employees, executives, directors and the parties concerned on avoiding committing any act which will give them undue benefits other than those given normally or in line with the Company's conditions
2. Established guidelines for employees, executives and directors on not participating in the decision making on the transaction in which they have a conflict of interest.
3. Establishes guidelines for keeping insider information and preventing its use. The guidelines have been disseminated to all the parties concerned in writing, require all parties in the organization to adhere to the guidelines and also disclose them in the Annual Report.
4. Establishes guidelines for executing transactions with related parties, taking into account the available information and actual principles which are rational, with their prices being the same as those of transactions executed with normal customers.
5. Establishes guidelines prohibiting employees, executives and directors from accepting other benefits from parties related to the matters which have to be discussed or decided upon.
6. Requires the Board of Directors to be informed of related-party transactions and conflict of interest transactions. Importantly, it requires the Board of Directors to be careful in considering these transactions every time and to comply with the regulations of the Company's regulatory agencies.
7. The Company requires the Board of Directors to disclose related-party transactions and conflict of interest transactions in the Annual Report and also in the Annual Registration Statement (Form 56-1).
8. The Company's Directors who have a conflict of interest in any agenda item are required to give a report on the conflict of interest and not to participate in the discussion of the agenda item. The objective is to enable other Directors to discuss and adopt resolutions in an independent manner and disclose in the minutes of the Board Director's meeting.
9. Directors are assigned with the responsibility of preparing conflict of interest disclosure forms. As well, they are required to disclose their personal information such as information about the shareholders who belong to their group, ensuring that the information is complete and accurate.

Principle 6.4: Anti-corruption

In the conduct of business affairs, the Company adopts the important principle of not supporting businesses, groups of people or persons participating in or supporting direct or indirect pursuit of undue advantages by abusing one's authority. In this connection, the Company has put in place clear guidelines for supporting and cooperating with both the public and private sectors. In addition, the Company became a member of Thailand's Private Sector Collective Action Coalition against Corruption (CAC). Moreover, the Boards of Directors have approved anti-corruption policies and anti-corruption measures. The Company has also established guidelines for whistleblowers, the information of which is made available on the Company's website. Importantly, the Company has established guidelines for checking and assessing the progress achieved in the implementation of the anti-corruption policy.

Principle 6.5: Complaint channels

The Company's Board of Directors oversees and ensures that the Company puts in place a mechanism for receiving complaints and taking actions in case a whistleblower exposes misconduct occurring within the organization. The Complaint channels are disclosed on the Company's website or Annual Report. The related details are as follows:

1. Establish the convenient channels for receiving complaints from stakeholders through a call center, the Company's website, letters, and telephones, among others. The complaint shall be report to work units or concerned committees.
2. Adopted a clear policy and guidelines for whistleblowers. The Complaint channels could be direct to the Company's Board of Directors, the Executive of Complaint unit, in-line Manager or through the Company's website. In case of the complaint related to high-rank management, or director, the complaint shall be submitted director to chairman of Audit committee, also put in place the processes for checking information about business operations, which will be reported to the Board of Directors.
3. Adopted a policy of protecting whistleblowers who expose fraud or corruption. As well, it has put in place appropriate processes for resolving complaints.

Principle 7: Maintain financial credibility and information disclosure

Principle 7.1: Information disclosure and transparency

The Company's Board of Directors ensures that all groups of stakeholders are treated equitably. The Board of Directors is responsible for financial reporting and for disclosing information in a correct, transparent and timely manner. In this connection, the Company shall disseminate news, data and information of the business in compliance with the legal requirements as well as the regulations of the Company's regulatory agencies. The information to be disseminated must be screened by the responsible persons, ensuring that the information is complete, accurate and adequate for investors' decision-making. The disclosure of the information must be approved by the Company's authorized persons. Confidential information about the

Company, its customers or trading partners shall not be disclosed to any parties who are not involved, unless the disclosure is approved or must comply with the law. The Company shall not disclose exaggerated information in order to prevent misunderstandings of material issues. In this connection, the information disclosure could be separately grouped as follows:

1. Types of disclosed information

- 1.1 Disclosure of performance, statement of financial position and statement of comprehensive income (including all reviewed and audited statements), disclosure of a summary statement of assets and liabilities on the 21th day of every month (not yet reviewed), as well as Management's Discussion and Analysis (MD&A) which accompanies quarterly financial statements, the objectives of which are for investors to have the information and to better understand the changes to the Company's financial position and business operations in each quarter in addition to only financial numbers shown on the financial statements.
- 1.2 The Board of Directors' responsibility statement together with the auditor's report in the Annual Report.
- 1.3 The reports on the good corporate governance policies, the code of ethics, and the risk management policy which have been approved by the Company's Board of Directors as well as the results obtained from implementing those policies. The reports are made available through various channels including the Company's annual reports and website, among others.
- 1.4 Policy on remuneration for Directors and high-ranking Executives, which reflects burdens, duties and responsibilities of each person. The policy also covers both the forms and characteristics of the remuneration. In this connection, the disclosed remuneration amounts shall also include the remuneration which each Director receives from serving as Director of subsidiaries.
- 1.5 Roles and duties of the Board of Directors and sub-committees, number of their meetings and the meeting attendance record of each Director over the past year as well as opinions on the Board of Directors' performance of duties and their participation in training activities and professional development programs in a continuous manner, the information to be disclosed in the annual report.
- 1.6 Audit fees and other fees related to services given by the auditor.
- 1.7 Information of the Company in compliance not only with the requirements, conditions and methods related to information disclosure, which are issued by the Stock Exchange of Thailand as guidelines, but also with the legal requirements such as disclosure of the Company's acquisition or disposal of assets, related-party transaction, and change in the Company's registered capital, among others.

- 1.8 Disclosure of the Director related stakeholders, also ensure that his / her information is complete and correct, for instance, the information of his / her shareholder group, among others.
- 1.9 Disclosure of the qualifications and experience of the corporate secretary in the Annual Report and on the Company's website.
- 1.10 Disclosure of other information including the fines imposed by the regulators.
2. Channels for dissemination of information include the following:
 - 2.1 The Office of the Securities and Exchange Commission,
 - 2.2 The Department of Business Development, Commerce Ministry,
 - 2.3 The Company's website: www.ratchthani.com
 - Annual Registration Statement (Form 56-1)
 - The Company's financial statements and Annual Reports.
 - Resolutions of the shareholder's meeting.
3. Analyst Meeting.
4. Company visits/one-on-one meetings.
5. Local and overseas roadshow events.

Principle 7.2: Financial liquidity

The Company's Board of Directors monitors the Company's financial liquidity adequacy and ability to repay debts. The related details are as follows:

1. Ensures that the management monitors and assesses the financial position and sends a report to the Board regularly. The Board of Directors and the management will jointly find solutions promptly if there are signs indicating problems relating to liquidity and the ability to repay debts.
2. In approving any transaction or giving opinions on a transaction for approval by the meeting of shareholders, the Board of Directors ensures that the execution of the transaction will not affect the Company's business continuity in terms of financial liquidity or the ability to repay debts.

Principle 7.3: Guidelines for solving financial problems

The Company's Board of Directors develops plans or any other mechanisms which could solve financial problems in the event that the business is faced with financial problems or is expected to encounter problems, under the rights of stakeholders.

1. In the event that the business is expected to be unable to repay debts or encounters financial problems, the Board of Directors shall monitor the situation closely. The Board shall also ensure that business affairs are conducted in a careful manner and that the Company complies with the requirements related to information disclosure.
2. The Board of Directors develops plans for addressing the financial problems, taking into account the fairness to stakeholders and lenders. As well, the Board of Directors shall monitor the progress towards solutions of the problems and require the management to regularly send a status report.
3. Any consideration in order to rectify any financial problems, no matter on method, shall be rational.

Principle 7.4: Sustainability reports

The Company's Board of Directors takes into consideration the preparation of sustainability reports as deemed appropriate.

1. The Board of Directors takes into consideration the appropriateness of information disclosure, compliance with the laws, compliance with the good corporate governance policies, the code of ethics, the anti-corruption policy, the treatment of employees and stakeholders, which includes the fair treatment and respect for human rights as well as responsibility towards society and environment bearing in mind the reporting framework which is acceptable domestically and internationally. The information is disclosed in the Annual Report.
2. The Board of Directors oversees the disclosure of the important information. This information reflects the practices which brought to creation of values for businesses in a sustainable manner.

Principle 7.5: Investor Relations

The Company requires the establishment of the "Investor Relations department" which serves as a center responsible for communicating with institutional investors, shareholders, analysts and the public sector by coordinating with high-ranking Executives and work units within the Company.

The Managing Director, Chief Financial Officer, Company Secretary and head of Investor Relations department have been assigned as persons responsible for disclosing any information about the Company and its subsidiaries. In this connection, they can assign any person to disclose on their behalf, with limitation of information only about the work under the authorized person.

Principle 8: Promote participation of and communication with shareholders

Principle 8.1: Encourage shareholders to participate in decision making on important matters

1. Shareholders have equal rights to participation in meetings. In this connection, the Company shall inform shareholders of the rules of procedure used in the conduct of meetings, which include voting rights by type of shares, voting steps, expression of opinions, and receipt of information about the Company's financial position and performance.
 - The Company's Board of Directors ensures disclosure of the policy to support or encourage all groups of shareholders including institutional shareholders, to participate in the meetings of shareholders.
2. The Company holds shareholders meeting annually called "ordinary general meeting" within four months after the end of the Company's fiscal year. Other shareholders' meetings which are held as deemed necessary, as the case may be, are called "extraordinary general meetings."
3. The Company shall send a notice of the annual general meeting together with the meeting agenda as well as the Board of Directors' opinions, both Thai and English to the Stock Exchange of Thailand, prior to the meeting date. The Company shall assign Thailand Securities Depository Company (TSD) serving as the Company's share registrar to send the information to shareholders within the timeframe established by the law. As well, the Company shall make available the information on the Company's website at least 30 days before the meeting date.

Principle 8.2: Meetings of shareholders

1. In holding shareholders' meetings, the Company determines the rights of shareholders over the following matters:
 - 1.1 The right of shareholders in proposing the name of candidate for appointment as the Company's Director which the Board of Director develops a method for minority shareholders to propose the name of such candidate through the Nomination and Remuneration Committee at least 3 months before the meeting date. For consideration, the proposal must be accompanied with supporting information about the candidate's qualifications and agreement on the proposal.
 - 1.2 All shareholders are entitled to attend and vote at each meeting. They can participate in the meeting and cast their vote on each agenda item, except in that a shareholder has a conflict of interest in any agenda item and the law requires that they are prohibited from participating in and casting their vote on the related agenda item at the meeting.

- 1.3 The Company shall ensure disclosure of adequate information about the Company to shareholders for their decision making at each meeting. For example, the notice of the meeting shall give rationale behind each agenda item together with supporting information adequate for decision making, minutes of the previous meeting, and an annual report which has been prepared in line with the guidelines issued by the Stock Exchange of Thailand and the Securities and Exchange Commission.
 - 1.4 The right to appoint or remove Directors individually.
 - 1.5 The right to appoint auditors.
 - 1.6 Shareholders can appoint other person as a proxy to participate and cast votes at a meeting on their behalf, using the proxy form in the format specified by the law. As well, the Board of Directors encourages shareholders to use the proxy form in the format that enables them to decide the direction of their voting. In addition, the Board of Directors proposes at least one Independent Director as an alternative proxy which could be appointed by shareholders.
 - 1.7 Shareholders can check their shareholding status on the book closure date at the Company or Thailand Securities Depository Company Limited.
2. In the meetings of shareholders, the Company has a policy of requiring all members of the Board of Directors to participate in each meeting of shareholders. Shareholders can inquire the questions to Chairman of Sub-Committee about related matters. As well as, the Company makes a facilities and amenities for shareholders at every meeting to emphasis shareholders to participate in the meeting. The objective is to ensure equitable treatment of shareholders.

2.1 Venue of shareholders' meeting

In holding each meeting of shareholders, the Company shall hold it at a place in Bangkok which its headquarters are located in. The venue must be large enough to accommodate all attended shareholders. The Company must make available all the necessary facilities and amenities, accessibility, modern business environment and modern equipment for the meeting, such as audio visual equipment, microphones, and stationeries.

The Company shall use technology for the meeting of shareholders in shareholder registration, vote counting and showing of voting results for the purpose of making the meeting procedures efficient, correct and accurate.

2.2 Appropriate date and time

Additional the legal timeframe requirement, in determining the date and time for the meeting of shareholders, the Company shall take into consideration the appropriate time period. For example, the meeting shall not be held during public holiday, long

weekend, among others. The Chairman at the meeting shall also allocate appropriate time for shareholders and encourage them to express opinions and inquire questions about matters relating to the Company.

2.3 Voting

- 2.3.1 The Company shall arrange for voting for each agenda item. As well, voting must be arranged separately for each sub-item in case there are several sub-items under an agenda item, such as the agenda item regarding the election of Directors.
- 2.3.2 The Company shall prepare ballots to be used for voting at each meeting.
- 2.3.3 The counting of vote must be done in apparent, transparent, verifiable manner. The Company shall separate vote counting methods as follows:
- Counting votes from the proxy forms submitted to the Company before the meeting.
 - Counting votes collected from the participants at the meeting.
- 2.3.4 The Chairman of the meeting shall be responsible for reporting the results of the counting vote based on the proxy forms submitted before the meeting, plus the results of the counting vote of shareholders at the meeting. The Chairman shall notify the meeting of the results.
- 2.3.5 The Company shall arrange for an independent person to observe or check vote counts at the meeting of shareholders. The Company shall notify the meeting of the information and also disclose it in the minutes of the meeting.

2.4 Meeting Agenda

- 2.4.1 The Company provides an explanation and rationale for each agenda item or resolution to be adopted, as specified in the notice of the shareholders' meeting or in the supporting documentation for agenda items. The Company avoids any action which limits opportunities for shareholders to study its information.
- 2.4.2 The Company establishes rules for minority shareholders to propose additional agenda items in a clear manner before the date of the shareholders' meeting. The objective is to demonstrate the fairness and transparency as to whether the additional agenda items proposed by minority shareholders could be considered for inclusion.

2.5 Submission of questions in advance

The Company requires shareholders to submit their questions in advance before the meeting date and inform shareholders of the requirement together with the notice of the shareholders' meeting. In addition, the Company provides the criteria of submission of advance questions on the Company's website.

Principle 8.3: Meeting resolutions and disclosure of minutes

The Company's Board of Directors ensures that the resolutions adopted at the meeting of shareholders and the minutes of the meeting are prepared in an accurate and complete manner.

1. Preparation of the minutes of the shareholders' meeting

- 1.1 The Company provide minutes after the closure of each meeting. The minutes shall record the number of shareholders participating in the meeting in person and the number of shareholders who appoint a proxy to attend the meeting on their behalf, as well as the number of shareholders, the number of their respective shares and the proportion of the number of shares held by the participating shareholders in comparison to the number of the fully paid-up shares.
 - 1.2 The minutes of the shareholders' meeting must be completed within 14 days after the meeting which record the names of the Directors attending the meeting and the names of those who are absent. The minutes shall include the voting procedures and the methods for showing vote counts, of which the Company informs shareholders before the commencement of the meeting, in addition to provision of opportunities to shareholders for raising issues or inquire questions. The minutes is also include the questions and answers, details of deliberations, discussion points, and opinions of the shareholders as well as the results of vote counts for each agenda item which include the number in favor, the number against and the number of abstention. In this connection, shareholders can find or download the details of minutes of the shareholders' meeting on the Company's website (www.ratchthani.com).
 - 1.3 The Company shall disclose to the public the voting results of each agenda item at the shareholders' meeting on the Company's website next day right after the meeting.
2. The Company shall keep the documentation related to the shareholders' meeting and file them by using an appropriate classification system so that shareholders can request and verify them.
 3. Shareholders have right in the Company's profits in dividend equitably.
 4. In addition to the above-mentioned, shareholders will receive various rights in accordance with the provisions of the law.