

## Corporate Governance in 2019

The Board of Directors of Group Lease Public Company Limited (the Company) realizes the importance of having good corporate governance in order to add value to the Company which, in turn, will contribute to the long-term interests of the Company's shareholders, employees, suppliers, customers and to society as a whole. Consequently, Corporate Governance Policy of the Company has been set up based on the Good Corporate Governance Principle 2012 and has been updated to be in relation to the Corporate Governance Code for listed Companies 2017 which focus more on the Board of Directors' roles and responsibilities to oversee that the company is always operates its business transparently, ethically, respecting the right of and be responsible for the shareholders and other stakeholders and at the same time striving for competitiveness and good performance including the resilience under various risk factors that might arise. For the year 2019, the Company has complied with the corporate governance principles as follows:

### Section 1 Rights of Shareholders

#### 1. Right Protection of the shareholders

The Company encourages and gives importance on the rights of the shareholders which was not limited to only the legal rights and also encourages the shareholders to exercise their basic rights, including the right to trade or transfer shares, the right to receive dividends, right to receive sufficient information from the Company, the right to attend and to vote in the shareholders' meeting to ensure that the shareholders have participated in the decision making of significant issues of the Company.

#### 2. Shareholders' Meeting

The Company has a policy to encourage every group of its shareholders, including institutional shareholders, to attend and vote in the shareholders' meeting. To ensure that this is possible, the Company will always ensure that the venue of its shareholders' meeting is easily accessible by road and by public transport and that the shareholders' meeting will never be convened on a public holiday, on a weekend, or otherwise outside normal office hours. The 2019 Annual General Meeting of Shareholders took place on Tuesday 23 April, 2019 at the Miracle Grand Convention Hotel located near the Company's head office at No. 99, Khampang Phet 6 Road, Laksi, Donmuang, Bangkok 10210 at 10.00 a.m.

Before each AGM and EGM, the details stipulated in the Notice of the Meeting, including the meeting date, time, venue and agenda, including an explanation and rationale for each agenda item, as well as the opinion of the Board together with the various attachments, such as details of the name, age, education and working backgrounds divided into listed and non-listed companies, the type of position proposed for election, past record of Board Meeting attendance and the date of appointment of the directors who shall be retired by rotation and be re-elected, Independent Directors' detail as a Proxy, the Company's Articles of Association in relation to the shareholders' meeting, the list of papers to show identification of the shareholders who have the right to attend the meeting and the proxy form B and form C which states 3 Independent Directors for proxy granting alternatives as well as the map of the venue were all posted on the Company's website in both Thai and English versions separately in advance so that the

shareholders have sufficient information and time to study each agenda item before making decision in person or by proxy at the shareholders' meeting. In addition, the shareholders are able to ask questions in advance via e-mail directly to the Company's IR unit at [IR@grouplease.co.th](mailto:IR@grouplease.co.th), already disclosed on the Company's website. Once the questions are received, the IR officer shall coordinate to have them answered by the authorized person or his representative.

### **3. Procedures on the shareholders' meeting date**

Before the commencement of shareholder's meeting, there will be announcements on the quorum, the procedure and method of vote casting, vote counting and vote reporting. The registration for and vote counting in the shareholders' meeting will be done by computer so that the meeting could be carried out efficiently. In addition, the shareholders are encouraged to use the proxy form which can specify their voting choice and there are 3 Independent Director's names offered as the shareholders' proxy granting alternative. Duty stamps are also provided without cost for the proxy granting and those shareholders who arrive late for the meeting are still afforded the right to participate in the meeting. On the agenda item relating to the re-election and appointment of new directors, the voting shall be done individually and voting cards are used for all agenda items and were kept for future reference, especially those disapproved and abstained voting for transparency and future auditing. In 2019 AGM, the Company had 2 volunteers from the shareholders to become witness for the vote counting before the meeting began and was introduced to the Meeting and recorded in the minutes of the meeting.

Apart from having the Notice of the Meeting prepared in both Thai and English, the shareholders' meeting itself was also conducted in both languages so that both Thais and foreign shareholders were able to equally understand. Moreover, during the meeting, the Chairman provided the opportunity and sufficient time for the shareholders to express their opinions or ask questions concerning each of the agenda items and the Company's businesses fully before the vote casting. In addition, after all of the proposed agenda items had been completed, the shareholders were given further opportunity to ask additional or follow-up questions.

### **4. Writing and releasing of the minutes of shareholders' meeting**

Minutes of the shareholders' meeting shall always include the list of present and absent directors (if any). For 2019 AGM, there were 2 non-executive directors absent so that the proportion for director's attendance was recorded at 84.6 percent. However, the Chairman of the Board and Chairman of Audit Committee as well as CEO, CFO and Chairman of other sub-committee had attended the AGM. Moreover, the minutes also included the explanation of voting method and vote counting as well as the important questions and answers together with the name of the person who asked and answered the questions in every agenda. The voting result will show the number of shares approved, disapproved and abstained votes and such results was disclosed on the SET's disclosure system on the same date after the meeting and the minutes of the 2019 AGM was disclosed on the Company's website on 7 May, 2019 or within 14 days from the meeting date.

## Section 2 Equitable treatment of shareholders

The Board of Directors of the Company treats all shareholders fairly and equally, whether they be major or minor shareholders, corporate or individual shareholders, and irrespective of their nationality. In order to ensure the fair and equitable treatment of all of its shareholders, the Company follows the following guidelines:

### 1. Release of information before shareholders' meeting

For the Annual General Meeting of Shareholders 2019, the Board resolution on notice of shareholders' meeting together with the agenda and opinions of the Board both in Thai and English versions were disclosed to the SET and the notice of the meeting and other attachments were also posted on the Company's website on 25 March, 2019, or 29 days in advance of the meeting date and the invitation to the Meeting including the annual report was delivered to the shareholders on 12 April, 2019, or 11 days in advance of the meeting date which was still better than the rule of 7 days in advance since there was no special agenda. The Company used voting sheets for every agenda item and the vote counting method is based on 1 share per 1 vote for all shareholders. The meeting was informed of the voting method and the vote counting method together with the amount of shares / votes required from the shareholders to approve each agenda item was also announced before voting in each agenda item.

### 2. Protection of minor shareholders

Minor shareholders were provided with the opportunity of proposing agenda items and/or nominating qualified persons to be the Company's Director to be considered in the AGM FY2019 in accordance with the announcement on the SET Portal in which the procedures of making such proposals were disclosed on the Company's website and the period of proposal was during 1 October – 31 December, 2018. However, there were no agenda items or any director nomination proposed by the minor shareholders to be considered in AGM2019. In the re-election of Directors who retired by rotation, and the appointment of new directors, the shareholders had the right to vote for each person individually.

The Company did not include additional agenda items nor did it switch the sequence of the shareholders' meeting agenda in the AGM2019 from the sequence specified in the Notice of the Meeting.

### 3. Protection against insider trading

The Company has prescribed guidelines regarding its confidentiality policy and its policy relating to the insider trading in its official written Business Code of Ethics. The Company takes this matter seriously to ensure that all directors and employees especially those who involve in and have the knowledge of the financial information strictly comply with the Company's Business Code of Ethics regarding insider trading. Any director or employee who breaches shall be subject to disciplinary action according to the Company's internal disciplinary procedures and penalty under the Securities and Exchange Act Section 296 which is an imprisonment of not exceeding 2 years or a fine of not exceeding 2 times of the earned benefit but not less than 500,000 Baht or both imprisonment and fine. For the year, 2019, the Company's forbidden period for trading of its securities was adjusted to be 30 days prior to the disclosure of the Company's financial statement

and 24 hours after the disclosure of the inside information that has the impact on the Company's share price.

#### 4. Conflict of interest by directors

The Company's Directors and executives (under SEC's definition) have an obligation to disclose their own and their related persons' interests which might have any conflict with the Company's interests since their first appointment according to Section 89/14 of the Securities & Exchange Act B.E. 2535 and update the information whenever there is any change so that such related transactions shall be decided on the Company's highest benefit as a whole. Those directors who have significant conflict of interest which might limit their ability to make independent and impartial decisions shall not be entitled to participate in the decision making in respect of the matter for which the conflict has arisen.

Moreover, all directors and executives who have the obligation to report the shareholdings of the Company's shares must submit a report of any changes of such shareholdings to the SEC to comply with Section 59 of the Securities & Exchange Act B.E. 2535 according to the rules and method specified by the SEC. Such changes shall be acknowledged in the next Board of Directors' Meeting and the changing of directors' and executives' shareholdings of the Company's shares during the year shall be disclosed in the Company's annual report.

### Section 3 Role of Stakeholders

The Company gives importance to and respects the rights of all of its stakeholders, including its shareholders, customers, employees, suppliers, creditors, competitors, as well as the environment, the community, and society as a whole. The Board of Directors and management, therefore, have set up the following operational guidelines for the benefit of its stakeholders as follows:

#### Guideline towards the Stakeholders

The Company also ensures that it complies with good corporate governance and business ethics in all of its dealings with its stakeholders, both internal stakeholders such as directors, management, employees and other staff, and external stakeholders such as shareholders, customers, creditors, suppliers, competitors, as well as environment, the community, and society as a whole, all of which were prescribed in the Company's Business Code of Ethics and which may be summarized as follows:

Shareholders: The Company strives to be a good representative of the shareholders in carrying out the business operation for the best satisfaction of its shareholders, treating them equally and ensuring that the shareholders' benefits are carefully maintained by managing the Company's business to contribute to the long-term and sustainable growth in order to create value added and appropriate and continuous return while complying with the good corporate governance principles.

Employees: The Company realizes that employees are its most valuable resources and a key component to the Company's success. Therefore, good culture and working atmosphere are enhanced. Environment around the work area shall always be taken care of in terms of safety. As such, rules regarding the security and safety are established and included in the Employees Work Rules and Regulations 2016 for the employees to comply strictly. During 2019, there was no severe accident from work occurred. Moreover, recruitment, promotion, compensation, and transfer of employees will always be strictly based on labor law and will be considered equitably and fairly together with appropriate remunerations. Employees' performance

evaluations are done annually for their salary adjustment and bonus payment. Various kind of training courses are frequently provided to the employees in different departments to develop their respective knowledge and skills on a continuous basis, for example, Techniques to Become the Best Phone Collector, Professional Credit Analysis, Phone Collection Techniques, Writing and Managing Plans and Skills for Professional Supervisor as well as other training courses on Accounting, Tax Planning, Information Technology, the Personal Data Protection Act, B.E 2562 and its operational guideline, etc. to enhance their potential on their career path and finally for the benefit of the Company as a whole.

In the year 2019, the Company conducted a total of 11 internal training courses and 14 external training courses which were attended by a total of 740 persons or an average of 6 hours per person.

Employees were also provided proper health and recreation welfare such as group life and health insurance, annual physical check-up, provident fund, allowances on wedding, maternity and funeral expense allowance, scholarship for employee's children who achieved excellent academic results, motorcycle insurance for the staff who use motorcycle on their job and motorcycle hire-purchase to employees at low interest rates. For the year 2019, the Company provided employee loan as an additional welfare to release the employees' financial obligation. The Company still carried on with the recreation activities that were found to be appropriate and could successfully enhance good relationship among the employees and still encouraging them to do more exercise such as Weight Losing Competition including arranging internal football match between staff and management.

Customers: The Company aims to build satisfaction and confidence to its customers to ensure the best quality services under appropriate safety and technology and continue to raise its service standards. Information regarding the services offered will be disclosed completely, correctly, in a timely manner and without any distortion to the customers. The Company focuses on operating its business with reasonable cost while maintaining an efficient, fast, and high quality of service thus fulfilling the Company's business philosophy: First, Fast and Forward. Customers' confidential information shall always be kept confidential and such information shall not be used for the Company or other related person's benefit and never solicit or offer any illegal benefits to customers.

Suppliers: Suppliers will be selected on a fair and equitable basis. The Company shall deal with its suppliers in strict compliance with the commercial terms of the arms-length legal agreements executed with them. The Company does not do business with suppliers who are suspected of corruption or of soliciting bribes. Under no circumstances will the Company accept, solicit or offer any bribes to its suppliers.

Creditors: The Company strictly complies with the terms and conditions made with its creditors, including the punctual repayment of its debts and other conditions specified in the agreement.

Competitors: The Company supports and encourages fair competition with other firms doing the same business. Competition is done under the framework set by the industry or regulators. The Company does not act to take advantage of its competitors by using improper or unethical methods

Community,  
Society &  
Environment

The Company has policy in operating the business with responsibility towards community, society and environment in terms of safety, quality of life and natural resources conservation. We promote the efficient utility of energy and resources, e.g. we reduce paper usage by circulating e-mail instead, offer assistance to the community by making donations and encouraging employees to arrange and participate in various social responsibility activities or environmental conservation in order to instill consciousness of social responsibility to the employees.

In 2019, the Company participated in social responsibility activities, including donations of used but good condition office furniture, meeting tables, desk, chairs, etc. to Wat Suan Kaew and donated consumable stuffs and catering lunch to the Home for Disabled Babies (Bann Fuengfah) in which the employees also participated in the activities as well as the cash donation. We continued with the blood donation project with the Red Cross Society undertaken at the Company's head office. Moreover, the employees were encouraged to change from using plastic bags to using cloth bags instead. There was a painting competition on a cloth bag to promote the campaign and the employee who won the competition was prized with cash reward and her design was taken as original model to produce cloth bags to be given to the employees.

**Policy on anti-corruption and prohibition of bribery for commercial benefit of the Company**

The Company's Board of Directors passed a resolution to establish an Anti-corruption Policy in January 2016. Formerly, the Company had stipulated corruption as a prohibited action in the Employees' regulations and also included such matter in the Company's Code of Business Ethics. However, the Board of Directors has enhanced such regulations for clearer and more updated provisions and this Anti-corruption policy was inserted as a part in the Company's Code of Business Ethics. The latest update for the present version was in Sept 2019.

The Anti-corruption Policy states that:

*"Directors, executives and employees of the Company and subsidiaries are prohibited to participate in any corruption, briberies either to or from the government or private officers in any form whether directly or indirectly in return for wrongful benefits for oneself, family, friend and acquaintances or to get business for the Company or for commercial advantage. They must also comply with the Company's Business Code of Ethics and other laws in Thailand in relation to anti-corruption."*

Process on Risk Evaluation from corruption and guideline on governance and risk monitoring

- 1) Internal Audit Department is responsible for the risk evaluation from corruption actions by setting up yearly audit plan which covers various audited items that may incur the risk from corruption done by employees to the Company during the performing of duty or done with the outsiders such as customers, suppliers or government officers and report the results to the Audit Committee for further action in compliance to the Company's rule or related laws as the case may be. The auditing should be done regularly in each department and the risk criteria and Company's rules should be reviewed regularly to always ensure the effectiveness to control the risk to be within the acceptable level and to ensure the implementation of such policy.

- 2) When there is any corruption cases found, an investigation committee will be established to investigate the case and if found guilty, the person shall be penalized or put under disciplinary action according to the Company's rule.
- 3) In order to be fair to the accused of corruption in case of disagreement to the accusation, such person can file a complaint by following the complaint filing procedure specified in the Company's rule.
- 4) Anti-corruption Policy has been set as a course in the employees' training course and the orientation of new employees. It was posted on the intranet of the Company in both Thai and English versions in order to declare the Company's intention of doing business without corruption.

Whistle Blowing Policy and Channel provided to receive Anti-corruption Complains including the dealing of complain and the protection of the Whistle Blowers

Stakeholders who observed any suspicious act of corruption or bribery or a suspected violation of the law, the Business Code of Ethics or the good corporate governance policy of the Company or any malpractice which may adversely affect the Company's image by directors, management and employees may report in writing specifying their name, contact address or number or any other contact channel, stating the details of matter of concern and submitting the evidence to the Company via 3 of the following channels:

1. Registered mail addressed below:

Chairman of Corporate Governance Committee  
Group Lease Pcl.  
P.O Box 149, Bang Sue,  
Bangkok 10800

2. E-mail address: [whistleblowing@grouplease.co.th](mailto:whistleblowing@grouplease.co.th)
3. LINE: GLWhistleblowing or QR Code



This PO Box and e-mail address and LINE was specially opened exclusively for the purpose of complaints on corruption or bribery reporting and the Chairman of Corporate Governance Committee who is the independent director is the direct responsible person. After receiving the complaints, Investigation Committee shall be set up to investigate the matter. The accused person is given the right to defend himself before final result and penalties can be summarized and report to Audit Committee and the Board of Directors for acknowledgement.

In addition, in order to protect the rights of the whistleblower or those who reveal the information, the Company shall take appropriate care to conceal the identity and address or other information that can lead to the identity of the whistleblower. The employee who discloses matters of concern in good faith will not be penalized or put under disciplinary action or demotion, suspension or layoff or any other actions that may have an adverse effect on such employee. Employees who make



false accusations will be dealt with very seriously in accordance with the Company's internal disciplinary policy.

For other complaints such as problem on service rendered or other violation of rights or the complaints other than corruption cases can be done via e-mail address: [glplc@grouplease.co.th](mailto:glplc@grouplease.co.th) or by telephone number: 0 2580 7555 contact Customer Service or access through the Company's website at: [www.grouplease.co.th](http://www.grouplease.co.th) /Investor Relations. All the complaints shall be forwarded to the related Management who shall promptly investigate the matter and take the best action to solve the problem and make improvement.

#### **Section 4 Disclosure and Transparency**

The Company has a policy to disclose important information both financial and non-financial regarding the Company's business and operating result which is clear, accurate, sufficient and timely to all concerns in order to strictly comply to the rules set by the SET and SEC to be transparent. The Company's information which was disclosed through the SET's electronic system (SETLINK) is also posted on the Company's website under "Investor Relations" section to enhance the equality of information to public.

Besides disclosing the mandatory information through SET Portal system, the Company also discloses other important information through form 56-1 and annual report including its website in Thai and English versions. Such information shall be updated regularly so that investors and other stakeholders are able to use them in making investment decision accurately and equitably. Those who are interested may visit the Company's website at anytime to view Thailand's information at [www.grouplease.co.th](http://www.grouplease.co.th). And at: [www.grouplease.international](http://www.grouplease.international) for direct, fast and easy access to our global network.

The Board of Directors had set up Investor Relations Department and the Chief Executive Officer or his designated shall be assigned to be the Company's speaker who has the duty to communicate with the investors, shareholders, analyst including the related governor and the analyst meeting has been arranged regularly in order that the Company's important information shall be disclosed efficiently. In the year 2019, the Company arranged 4 Analyst Meetings/press conference in March, May, August and November, 2019 or once a quarter after the financial statement has been disclosed.

Disclosure Policy of the Company is summarized as follows:

- The Chief Executive Officer shall be the highest authorized person to determine the contents of the drafted important information and to make decision whether to disclose or not disclose any such information as well as being the main spokesperson in disclosing important information of the Company or designate other related persons to do the disclosure. Chief Financial Officer, the Investor Relations Officer, Legal Officer or Company Secretary shall assist the Chief Executive Officer in preparing important information or presentations to ensure that such information are complete, correct and in compliance to the Disclosure Rules
- The information to be disclosed should be correct, transparent, equally and timely as regulated by the SET or other related regulators.
- The Company shall disclose inside information and other information needed to be disclosed according to the SET's rule through the SET's electronic system (SETLINK) before or simultaneously with the disclosure on the Company's website for transparency and equality of the information received.
- In the case of inside information that has impact on the investment decision making of the investors or that has impact on the share price of the Company is not due for disclosure, the



Company shall take care that those information will be kept confidential among the related persons only.

- In case of rumors, leakage of inside information or an unintentional disclosure occurs, the Company will explain or disclose the fact of such rumors immediately or as soon as possible as deemed appropriate through the SET's electronic system (SETLINK) and post on the Company's website.
- The PR news or other news that does not have any impact on the share price of the Company shall be disclosed on the Company's website or any other channel as appropriate.

## Section 5 Responsibilities of the Board

### 1. Roles and responsibilities of the Board

- Review and approve key business issues The Board of Directors involved in determining the Company's vision, mission and planning of strategy, objective, policy, and budget. It also advises and controls the implementation of the plan according to the policy. There will be presentation of performance to be presented in the Board of Directors Meeting every month. The Board of Directors will be responsible in reviewing the Company's objectives and business plan and strategies as appropriate or as deemed necessary or at least once every 5 years to ensure that those strategies and plans are in line with and suitable for the business' environment, opportunity as well as condition and status of the Company.
- Corporate Governance Policy The Board of Directors set and approved a written corporate governance policy for the Company starting from the year 2007 and regularly updated to be more appropriate and in line with the existing corporate governance principles in which the latest update was in 2019 which updated the compliance with the Corporate Governance Code for Listed Companies 2017 and was disclosed on the Company's annual report and posted on the Company's website, for example, the Board reviewed the Board of Directors' Charter, Code of Business Ethics, the Anti-corruption Policy, added whistleblowing channel and reviewed the disclosure and insider trading policies putting them into writing, determined the number of directorship in other listed company of each director to be not more than 5 companies, set up Compliance Unit under the Legal Department, etc.
- Business Ethics Guidelines for appropriate operation of Directors, management and the employees were set up in writing according to the Code of Business Ethics or Statement of Business Conduct communicated to directors, management, and employees by including in the orientation of new employees and posted on the Company's intranet system, sent to every employee via e-mail and posted on the Company's notice board as well as communicated to public by posting on the Company's website. Furthermore the operation guidelines were also set up in writing as the Company's rule so that the employees can follow as operational guidelines to enhance good moral and discipline in carrying out their duties and such rule also states penalties in violation of the regulations.
- Conflict of Interests The Board of Directors is aware of the transactions which may have conflict of interest and set up the direction and operational guidelines to comply with the process and disclosure rules prescribed by law or related regulator

and ensure that such transactions are for the benefit of the Company and shareholders as a whole. The guidelines are as follows:

- 1) Significant transactions between the Company and related persons have to be considered and approved by the Board of Directors and in presence of Audit Committee and in compliance with the SET's rules and regulations and the Securities and Exchange Act. Directors who have conflict of interest in such transaction cannot vote. Additionally, the minimum quorum while making resolution in the Board Meeting should not be less than two-third of the total number of the Board of Directors.
  - 2) Related party transactions shall be disclosed completely, correctly, transparently and in a timely manner according to the rules together with the opinion from the Audit Committee or independent financial advisor whether such transactions are appropriate in terms of price and justification of the transaction (as regulated).
  - 3) Directors and executives shall disclose their interest or related persons when they first engaged in the Company on the form determined by the Company and have the duty to update the Company whenever there is any change. The copy of such report shall be acknowledged by Chairman and Chairman of Audit Committee.
  - 4) The Company's Board of Directors' Meeting No. 8/2008 held on August 21<sup>st</sup>, 2008 had approved in principle that the management is able to approve the related transactions which have the same commercial terms as those an ordinary person would agree with any unrelated party under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person.
- Internal control System The Board of Directors realizes the importance of internal controls in every procedure to get the most efficient operations and to have sufficient internal control appropriated for each operation procedure of each system. As a result, Internal Audit Department was set up to assess the sufficiency and appropriateness of the internal control system and report directly to the Audit Committee. The Company sets up duties and scope of authority to access inside database system of the staff and management in different levels by using employee's code as the password to access the system so that different staff shall have different scope of authority to access the Company's database differently. In addition, the Company also segregated the duties of the operator and evaluator clearly. For financial control, the Company sets appropriate financial reporting system and proposed in the Management meeting for consideration regularly on monthly basis.
  - Risk Management Policy It is the policy that every division is to perform in compliance with the regulations and relevant laws. Operating policy, operating regulations and command of authorization are in writing and revised to be in line with the on-going operation as well as the business of the Company. The Risk Management Committee together with the management of each department shall

assess the risk from the business and the result shall be used as the base for the internal audit planning. In addition, the result of the risk assessment of the business that may have impact to the Company and the solution to manage such risk shall be acknowledged by the Board of Directors.

- Governance on Company's subsidiary In order to manage the Company's investment in subsidiary company to the best interest, the Board of Directors has assigned appropriate personnel to become director in the subsidiary in order to control the operations of the subsidiary to be in line with the Company's policy and to ensure that various transactions are carried out in compliance with the rules and laws of each country. The operating result of the Company's subsidiaries was regularly reported in the Board of Directors' meeting.

## **2. Check and Balance of directors**

The Board of Directors determined the proportion of its member between executive and non-executive directors appropriately to be able to balance the authority of the Board of directors so that no single group can make decision on their own. As of 31 December, 2019, the Company's Board of Directors consisted of 13 members, however, in Jan 2020, there was 1 non-executive director resigned leaving the number of member at 12 which divided into 3 Executive Directors, 4 non-executive directors and 5 Independent Directors which makes the ratio of non-executive directors of 75% of the total members of the Board and Independent Directors ratio of 42% of the total members of the Board who are also the Audit Committee.

## **3. The Aggregation and Segregation of Role**

At present, Chairman of the Board of Directors of the Company is an Independent Director and is a different person from the Chief Executive Officer. In addition, both roles are clearly separated in order to balance between management and good corporate governance.

## **4. Board of Directors' Meeting**

At present, the Company's Board of Directors meeting is arranged once a month. The Audit Committee meeting is set to be held once a quarter. In December of each year the Board will be proposed to determine the next year's Board of Directors and Audit Committee meeting schedule as well as AGM meeting schedule in advance. However, if there is any urgent agenda that the Chairman or other directors need to bring in for the Board's attention, additional meetings can be arranged as necessary. In 2019, the Board of Directors' meeting was held altogether 14 meetings of which 12 meetings were monthly meetings and the rest 2 meetings were extra ones and the average percentage of Board Meeting attendance was about 86.26%. The Company Secretary will send notice to the Board meeting and the Board papers (if any) to all directors about 7 days in advance which was considered sufficient for the directors to study before coming to the meeting. Should any directors need more supporting information or reports, he can always ask from the related executives. In each monthly meeting, the agenda on operating result of the Company and its subsidiaries both in Thailand and overseas is set as regular agenda to ensure that it was in line with the set strategies and plan, and the Meeting is also updated on the market outlook, competition situation and other significant issues regularly

each month. For each meeting, Chairman has allocated sufficient time for the meeting and all directors always pay high attention and give sufficient time to each proposed agenda as appropriate.

Moreover, the Board of Directors has the policy to let the Audit Committee which comprises of non-executive directors arrange a meeting with the external auditor of the Company in absence of management team at least once a year in order to discuss various problems concerning management issues independently and the result will be reported in the Board of Directors' meeting. As for the year 2019, the Audit Committee had one meeting with the external auditor without presence of management in the Meeting No. 3/2019 held on 23 April, 2019.

## **5. Board of Directors' Reporting**

Board of Directors is responsible for the report on the Company's consolidated financial statement as well as the financial information disclosed on the Company's annual report. Such financial statement was prepared in accordance with the generally accepted accounting standard in Thailand with appropriate accounting policy consistently implemented so that the reports are accurate and reflect the important and sufficient information in the notes to financial statement.

Audit Committee was assigned to be responsible for the quality of the financial reporting and the internal control. Audit Committee's report is shown in the Company's annual report. The Board of Directors has the opinion that the Company's financial statement as of 31 December, 2019 was accurate, complete, and reliable.

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