

Business Principles



TGroup has its Business Principles

to achieve objectives of sustainable and stable growth as follows:

1 Competing fairly

Compete with good morality, integrity and good turnover with recognition of short-term and long-term impacts.



2 Operating businesses by respecting rights

Operate businesses by respecting rights and being responsible for shareholders and stakeholders.



3 Adhering to operating business

Recognition of society and developing or mitigating adverse environmental impacts.



4 Adaptability

Adapt under factors of changes.

Corporate Governance Policy



Realizing roles and responsibilities of the Board of Directors

As the organization leader to create value for the business in a sustainable manner.

1 Understanding and realizing responsibility as a leader

The Board is free to decide and is given rights and equality in making decisions on any matters, has legal obligations in accordance with the law and attends the meeting to consider business management according to specified agendas.

1.1 Defining or approval

Determine or approval of tasks, strategies, goals, policies, business plans and budgets.



1.2 Supervising and monitoring

Supervise and monitor performance of the Management regularly to meet the goals and business plans.

1.3 Monitoring the internal control and risk management

Ensure to have suitable internal control system to remain effective and have appropriate risk management measures.



2 Supervising value creation for sustainable business

Define Business Principles to operate businesses, and providing Corporate Governance Policy and Code of Conduct for the Directors, Executives and Employees to comply seriously and continuously as a part of the organizational culture.



3 Roles of the Board

Supervise and monitor business operations in line with the strategies, objectives, goals, regulations, resolutions of the shareholder's meetings and Corporate Governance principles with responsibility and integrity, also maintain benefits of the organization and dedicate time and ability to perform duties and responsibilities fully and independently.

Supervise the provision of control systems for operations, financial reporting and compliance with regulations and policies and provide personnel or sectors that are independent in performing such duties.



4 Scope of duties and responsibilities

Provide Board Charter to identify duties and responsibilities, and is reviewed at least once a year in terms of duties of the Board, CEO and the Management to be in accordance with the trends of the organization.

Authorization of business management to the CEO and the Management, such assignment does not release duties and responsibilities as it still has obligations to supervise the Management to perform assignments properly.

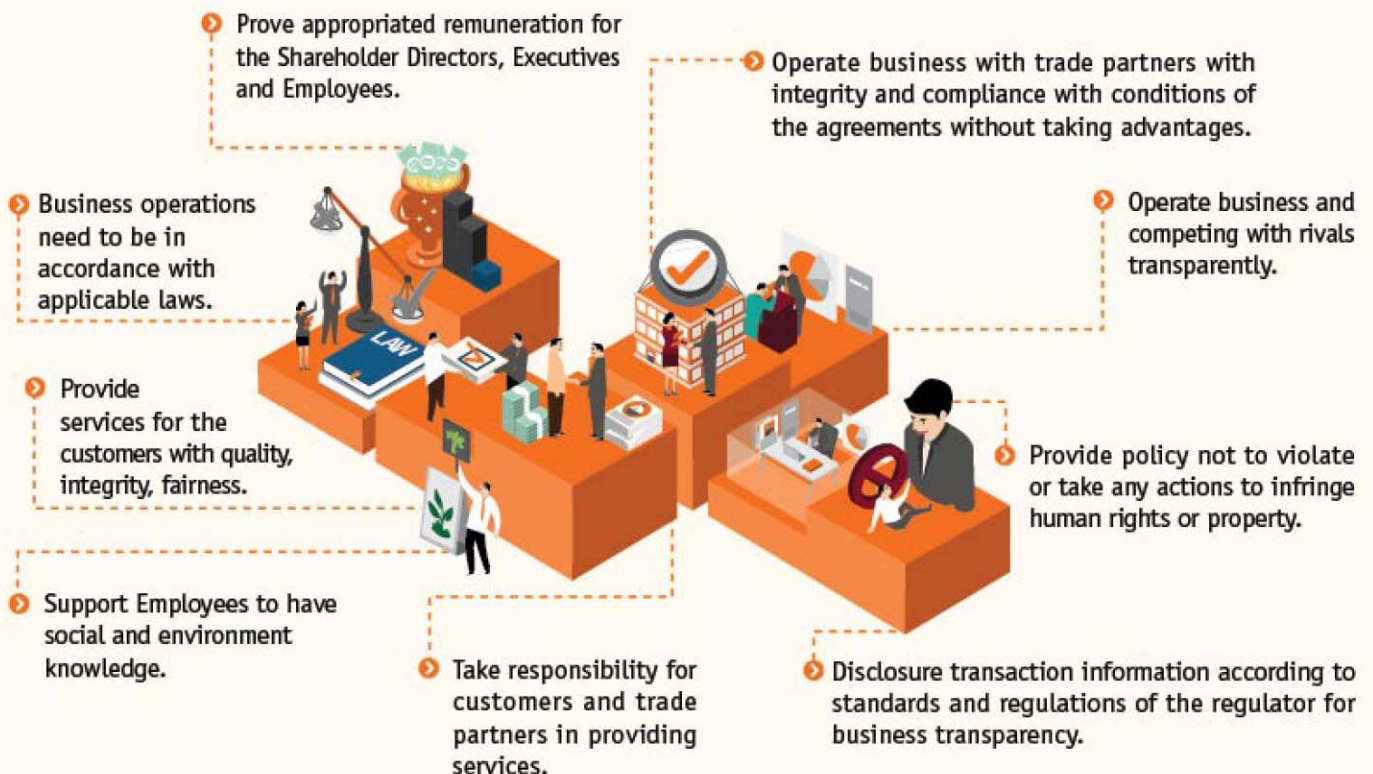


Determining objectives and goals of the business for sustainability

1 Main objectives and goals of supervising stakeholders



The Board will bring justice to all stakeholders as follows.



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Determination of business objectives and goals for sustainability

The Board supervises its business operations to achieve the main objectives and goals of the business by:

- 2.1** Recognize the environmental factors of the business, and various risks that may have impact to stakeholders.



- 2.2** Support the preparation or review of 3-5-year objectives, goals and strategies.



- 2.3** Promote the creation of innovation and implementation of technology to enhance the competitiveness and respond to the needs of the stakeholders properly based on social and environmental responsibility.



- 2.4** Define the appropriate goals for both financial and non-financial targets and realizing the risks of setting the goal that may lead to illegal or immoral acts.



- 2.5** Monitor the implementation of objectives and goals through strategies and business plans in the entire organization.



- 2.6** Supervise the suitable allocation of resources and operation controls as well as monitoring performance in accordance with the annual strategy and business plan.

Enhancing efficiency of Board

1 Defining and reviewing structures of the Board and Sub-Committee

Determine and review structure of the Board in terms of size, compositions, suitable proportion of Independent Directors and with various qualifications regarding skills, experience and specific characteristics to achieve the main objectives of goals of the organization.

1.1 The Board has compositions, duties, responsibilities and appointment methods as follows:

② Number of Director, and proportion

The number of Directors is subject to laws and Corporate Governance principles with suitable proportion of Executive Directors and non-Executive Directors (including Independent Directors) and also considers proportion of shareholding of each group of shareholders fairly so that the Board can consider and express sufficient opinions independently.



② Qualifications of Directors

Have various knowledge, skills and experience contributing to business operation, not having prohibited characteristics according to relevant laws and regulations, including additional qualifications in each category as follows:

Executive Directors

Director taking part in administrating works and supervising the Management to operate works and containing less than half of all Directors.

Independent Directors

Hold not over 0.5% shares with voting rights of the Company, holding the position not continuously over 9 years, and at least 1 Independent Director has experience in businesses.



1.2 Sub-committee has following composition, duties, responsibility and appointment methods

The Board sets up other committees to help studying, screening and supervising works as follows:

Executive Committee

Have the duties to supervise businesses as assigned and report the performance directly to the Board.

Nomination, Remuneration, and Corporate Governance Committee

Comprise at least 3 non-Executive Directors and most of them should be Independent Directors with duties specified by the Board and directly reports to the Board.

Risk Oversight Committee

Have duties to present risk management policy to the Board, to review or assess the effectiveness of risk management policy at least once a year.

Audit Committee

Comprise at least 3 Independent Directors, to work independently and supervising management work correctly and transparently.

2 Selection of the Board Chairman

Recruit and consider Independent Directors or non-Executive Directors who are not involved with the Management with qualifications to be the Board Chairman to ensure that the Board operates effectively to facilitate discretion in independent decision making from the Management.



Roles of the Board Chairman

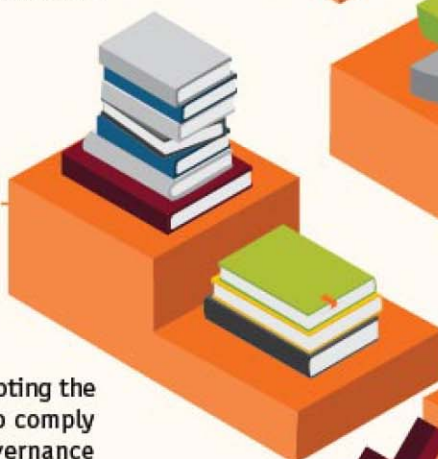
➤ Approval of meeting agenda proposed by the CEO and are consistent with duties and responsibilities of the Board, providing opportunity to each Director freely proposes matters beneficial for the Company in the meeting agenda and allocating time sufficiently for the Board to consider and discuss essential issues thoroughly.



➤ Not being the Chairman or member in Sub-Committee so that performance of the Sub-Committee is truly independent.



➤ Supervise and promoting the Company's Board to comply with Corporate Governance principles and Code of Conduct.



➤ Strengthen good relationship between Executive Directors and non-Executive Directors and between the Board and the Management.



3 Recruitment and Selection of Directors

Supervise the recruitment and the selection of Directors to be transparent and clear to obtain Board with qualifications according to the specified components, which determining clear criteria of Director recruitment and selection procedures.



4 Remuneration of Director

The consideration for remuneration of the Board and Sub-Committee will be considered by the Nomination, Remuneration and Corporate Governance Committee with following criteria:

4.1 Remuneration structure

In accordance with strategies and long-term goals of the Company and recognized of current and potential risks in the future.

4.2 Remuneration model

Shareholders approve the structure and rate of remuneration for the Board and Sub-Committee in model appropriately.



5 Duty Performance and Time Management

The Directors are responsible for performing duties and managing time sufficiently.

➤ Perform duties with responsibility and full effort.

➤ Not being a Director in a company operating a business with same manners or as competitor with the Company.

➤ Hold positions in other listed companies or being Board Chairman, Executive Directors or authorized Directors shall be in line with the regulations.

➤ Be able to conduct general signatories which is trading agreement in the same situation with trading leverage without influence.

➤ Have duties to attend the Board meeting and considering agendas in the meeting.

➤ Have duties to supervise corporate governance that suitable with organization and manners of the business operation and risks.



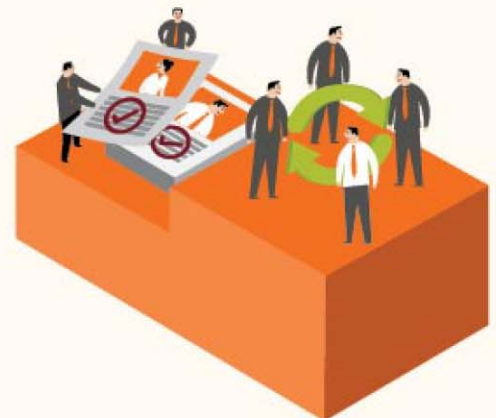
6 Supervising Subsidiaries and invested business

The Board has duties to supervise the Subsidiaries to maintain benefits in investments by considering and appointing suitable person for Director or CEO position.



7 Performance assessment

The Board and Sub-Committee assess their own performance at least once a year, to use the assessment for suitable structure of the Board, which reveal the criteria, procedures and performance assessment result of the Board as well as the whole group or individual Director along with Self-Evaluation and Cross-Evaluation in the annual report.



8 Enhancing skills and knowledge

Support each Director to enhance skills and knowledge to perform duties regularly by attending a training or seminar to have more knowledge for performance and are disclosed in the annual report.



9 Duty performance of the Board

Supervise to ensure that operations of the Board are well performed, necessary data are accessible with Company Secretary having suitable knowledge and experience.



Nomination and development of high Executives and Human Resource management

1 Nomination and development of Executives

The Board nominates and develops CEO and high Executives with knowledge, skills, and experience.

- Assign to consider criteria and method of nominating a person qualified to be the CEO or high Executives.



1.1 Roles of CEO

- Supervise Employees at all levels to perform duties according to the policy assigned by the Board and Executive Committee.



1.2 Roles of high Executives

- Implementation of policy and strategy along with ensuring suitable risk management system, setting of remuneration and Corporate Governance strictly and thoroughly.
- Set process and work system along with risk management system in overall and types along with controlling risks at suitable level.
- Implant organizational culture in recognition of risks and communicating risk management policy and strategy.
- Define structure of duties and responsibilities in chain of command.



2 Structure of remuneration and assessment

The Board supervises the specification of remuneration structure and assessment by recognizing current and potential risks in the future.

- All personnel receive remunerations according to the principles and policies specified by the Board for highest benefits of the organization. Rate of salary, bonus and incentives in the long term is consistent with individual performance by recognizing current and potential risks and sustainability of the Company.



3 Structure and relationship of shareholders

Understand the structure and relationship of shareholders and supervising data disclosure according to agreements with effects on business control.



4 Human Resource development

Supervise the administration and development of Human Resources appropriately to have competency, knowledge, skill, experience and motivations and to be treated fairly.



Promoting innovation and business operation with responsibility

1 Innovation enhancement

Support the creation of innovation bringing values for the business together with benefits for customers and relevant parties. The Company has social and environmental responsibility.



2 Social and environmental responsibility

Supervise the Management to operate business with ethics and social and environmental responsibility without violation of stakeholders' rights which are reflected in the operational plan. It will be a guideline for every sector in the organization to comply in accordance with objectives, main goals and strategies of the business in a sustainable manner.



3 Resource management

Monitor the Management to allocate and manage resources effectively and efficiently by recognizing impacts and development of resources along value chain to achieve goals and objectives sustainably as follows:

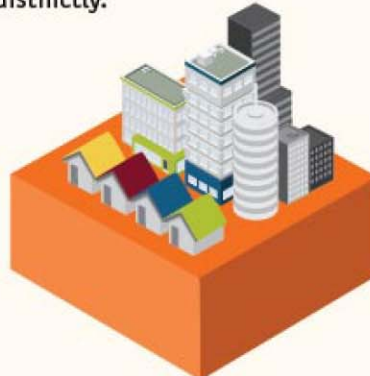
3.1 The use of resources

Recognize that using each type of resource can lead to reciprocal effects.



3.2 Impact of different business operations

Recognize various business models can have different impacts to resources distinctly.



3.3 Objectives and goals

Effective and efficient resource usage to achieve objectives and goals of the enterprise.



4 Information technology management

Provide frameworks of information technology supervision and management at organization level, monitor the implementation of information technology to increase business opportunities, and develop operations and risk management so that the enterprise can its main objectives and goals.



Risk management and internal control system

1 Risk management and internal control

The Board controls and supervises the financial businesses to have Risk Governance Framework with audit process, internal control system, risk management and work supervision that sufficient and suitable for business circumstances. It also supervises the implantation of risk culture.

1.1 Risk management

- ➊ Realize importance of risks that may affect business operations; risk management unit is establish to manage risks with following duties and responsibilities; also establish manual for risk consideration “Risk Policy and Guideline” as a guideline for risk management of the Company. In addition, employees are trained to have knowledge and understanding about risks.



1.2 Internal Control

- ➋ Provide internal control and internal audit so that internal control is sufficient.
 1. Define duties, responsibilities and scopes of approving authority along with sufficient and suitable control system.
 2. Provide mechanism to audit and balance with process of verification in each important step and operation, also including a sector to control, monitor and audit works that can perform duties efficiently.



2 Audit Committee

Establish the Audit Committee that can freely and effectively perform duties and emphasizing on review system which is essential to internal control and risk management regularly or at least once a year.



3 Conflicts of Interest

Establish principles not to allow Employees, Executives, Directors and relevant persons to seek benefits of their own or to a group of individuals.

- Define a guideline for Employees, Executives, Directors and relevant persons not to do any activities due to returns that are abnormal.
- Stipulate a way to maintain and protect internal data use, and not accept benefit from anything clearly gain from Conflict of Interest information and the approval of those transaction.
- The Directors have duties to provide interest report and supervise complete and correct data disclosure.



4 Anti-Corruption principle

Consider Anti-Corruption principle to be an important principle in business operation by not supporting enterprise, group of persons or individuals to be engaged in seeking non-rightful benefits directly and indirectly from misusing power and providing guidance to support and cooperate with the government and private sectors.



5 Complaint channel

Provide mechanisms in accepting complaints and operating in case of lead notification as well as revealing processes and channels of complaint acceptance on the Company's website.

Provide channel for complaint, as well as clear policy and guidance also protection policy of whistleblowers.



Maintaining financial credibility and data disclosure

1 Data disclosure and transparency

Supervise for fair treatment to all stakeholders, also responsible for financial reporting and correct, transparent and punctual disclosure. The data to be disclosed shall be screened by undertakers to be complete, correct and sufficient for decision of investors, without revealing.



2 Financial liquidity

Monitor for sufficiency of financial liquidity and solvency as follows:

- 2.1 Supervise the Management to monitor and assess financial position of the enterprise and report it to the Board regularly.
- 2.2 Supervise the approval any transactions not to affect continuity of business operation, financial liquidity or solvency.



3 Guideline of financial problem solving

Provide plans to solve problems or other mechanisms to solve financial problems.

- 3.1 Closely monitor and supervise the business operation with carefulness and complies with requirements regarding data disclosure.
- 3.2 Recognize fairness to stakeholders as well as creditors and monitor problem solving by allowing the Management to report status regularly.
- 3.3 Solve financial problem of the Company with any methods shall be reasonable.



4 Sustainability Report

Make a sustainability report as seen proper.

- 4.1 Consider suitability in disclosing data of legal compliance, conformity with Corporate Governance Policy, Code of Conduct, Anti-Corruption Policy, treatment to employees and stakeholders including fair treatment and respect to human rights along with social and environmental responsibility and considering frameworks of reported accepted domestically or internationally.
- 4.2 Supervise disclosure of important data to value creation for sustainable enterprise.



5 Investor Relation

Establish “Investor Relation Unit” as the center to be responsible for communication with institutional investors, shareholders, analysts and government by coordinating with high Executives and Business Units in the Company.



Supporting participation and communication with shareholders

1 Support shareholders to take part in decision on subject matters

1.1 The shareholders have fundamental rights equally in attending a meeting.



1.2 Arrange shareholder's meeting every year within 4 months after the end date of accounting period of the Company.



1.3 Deliver a letter of invitation to the meeting along with agendas and opinions of the Board in advance before the shareholder's meeting date.



2 Shareholders' meeting

2.1 Define rights of shareholders in following matters:

- Rights of shareholders in nominating a person to be elected as a Director.
- Rights to attend meeting and vote in every meeting.



- Publish sufficient information related to the Company to shareholders to support decision in each meeting.
- Rights to appoint and discharge a Director.



- Rights to authorize others as the representatives to attend the meeting and vote by making an authorization letter according to the applicable laws.
- Rights to examine data of their own shareholding as of the close date at the Company or Thailand Securities Depository Co., Ltd.
- Rights to appoint an Auditor.



2.2 Shareholders' meeting

Every Director has duty to attend every shareholders' meeting. The shareholders can inquire the Chairman of Sub-Committee about related matters and facilities are provided for the shareholders in every meeting.

Shareholders' meeting location

Provide a venue which the size shall be sufficient for shareholders with full facilities and convenient to travel. The meeting atmosphere is good and equipped with modern communication devices so that the meeting proceeds quickly, correctly and precisely.



Proper date and time

Set proper time and date.

Advance question submission

The Company specifies that the shareholders can submit questions in advance before the meeting date and informs all shareholders meeting. Furthermore, the Company publishes such advance question submission on the Company's website.



Meeting agenda

- Provide explanations and reasons in each agenda or to support the resolutions as identified in the letter of innovation to shareholder's meeting or enclosures to the meeting agenda. Any actions that limit chances of the shareholders to study information are omitted.
- Provide criteria for minor shareholders to propose agendas in advance before the meeting date clearly.



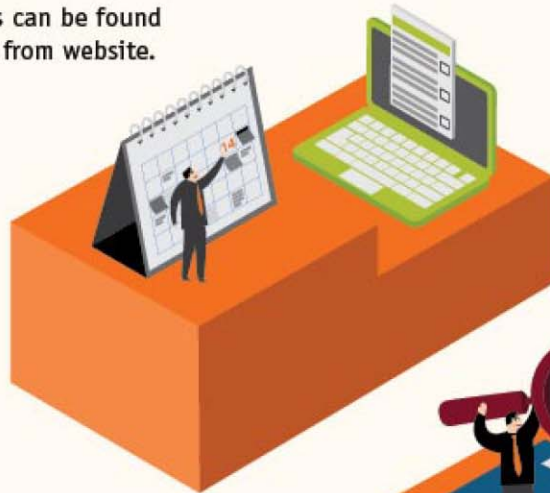
Voting

- Vote in each agenda for consideration and vote a resolution in each list in case of the agenda containing many lists such as director election.
- Provide ballots for voting in every meeting.
- Vote counting must be clear, and transparent
 - Votes collected from the power of attorney submitted to the company prior meeting.
 - Votes collected from the attendants.
- The Chairperson of the meeting shall report the result to the meeting.
- Independent observers to observe counting or checking votes in the shareholder's meeting independently.

3 Resolutions and disclosure of the minutes

Disclose of meeting resolutions and provide the shareholder's meeting minutes correctly and completely.

- 3.1** The minutes shall be provided within 14 days. The shareholder's meeting minutes can be found and downloaded from website.



- 3.2** Store documents related to the meeting and categorize data so that the shareholders can view and examine the documents.



- 3.3** The shareholders have rights to receive profit share in form of dividend equally.



- 3.4** The shareholders will have rights as regulated by laws.

