

## 9. Corporate Governance

### 9.1 Corporate Governance Policy

The Company has established the written good corporate governance policies as approved by the Board of Directors' Meeting No. 7/2016, dated 15 August 2016. Review of and compliance with the good corporate governance policies will be conducted on a regular basis, and the Company will follow all rules and regulations stipulated by the Securities and Exchange Commission (SEC).

### 9.2 The committee

The structure of company consists of 6 the committees such as the Board of Directors, the Audit Committee, Nominating & Remuneration Committee, Good Corporate Governance Committee, Risk Oversight Committee and the Executive Committee

#### 1) Board of Directors

As of December 31, 2016, the Board of Directors comprises 9 members, whose names are as follows:

รายชื่อคณะกรรมการ	ตำแหน่ง
1. Professor Dr. Borwornsak Uwanno	Chairman of the Board of Director
2. Mr. Sophon Pholprasit	Vice Chairman of the Board of Director
3. Mr. Thitipong Tangpoonphonvivat	Director
4. Dr.Tawat Anantanavanich	Director
5. Mr. Wuttichai Sresthabutra	Director
6. Mr. Suchat Boonbanjerd Sri	Independent Director
7. Mrs. Pannee Jarusombat	Independent Director
8. Mr. Vichya Kreangam	Independent Director
9. Mr. Wirach Morakotkarn	Independent Director

#### Term of Office and Retirement from Office for the Board of Directors

Each director holds office for a term of 3 years as stated in the Company's Articles of Association and the director who retires from office upon expiration of term may be re-elected to hold office for another term. At every annual general meeting of shareholders, one third of the total number of directors shall retire from office. If the number is not a multiple of three, the number of directors closest to one third shall retire from office. The directors retiring from their office in the first and the second years after registration of the Company shall be made by drawing lots. In subsequent years, the directors who have held office longest

shall retire. Apart from retirement upon expiration of the term of office, the directors shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Lack of qualifications or possess disqualifications as director under the Law on Public Company Limited Act, or having characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange Act (No. 4), B.E. 2551
- 4) Retirement by a resolution of the shareholders' meeting (by voting of not less than three-fourths (3/4) of the number of the shareholders present and entitled to vote and having shares in aggregate not less than one-half of the number of shares held by the shareholders present and entitled to vote)
- 5) Retirement by a court order
- 6) Any director wishing to resign from his office shall submit his resignation letter to the Chairman of the Board of Directors.

In case a directorship becomes vacant other than on retirement upon expiration of the term of office, the Board of Directors shall appoint a person who has qualifications and who is not disqualified under the relevant laws at the subsequent meeting of the Board of Directors. This is except when the remaining term of the director is less than two months, the replacement director shall hold office only for the remaining term of office of such director he replaces.

#### Authorities, duties and responsibilities of the Chairman of the Board

1. Summon the meetings of the Board of Directors and supervise the delivery of meeting notices and related documents so as to ensure that the Board of Directors acquire adequate and timely information;
2. Preside over the Board of Directors meeting;
3. Promote CG standards of the Board of Directors;
4. Preside over the Shareholders meeting and conduct the meeting in compliance with the Company Articles of Association and follow the sequence of the agenda;
5. Supervise efficient communications between the directors and shareholders;
6. Perform the duty specified by law as the duty to be performed by the Chairman.

#### Scope of Duties and Responsibilities of the Board of Directors

- 1) The Board of Directors shall manage and carry on the businesses of the Company in compliance with the laws, objects, and Articles of Association of the Company, including the resolutions of shareholders' meetings, with responsibility, honesty, care and protection of the interests of the Company. The directors shall also supervise the business operations, following the ethics, code of conduct and practices on anti-corruption.

- 2) The Board of Directors shall have authority to nominate a person, who possesses the qualifications and dispossesses the disqualification as stipulated in the Public Company Limited Act, B.E. 2535, laws on securities and exchange, notifications of the Capital Market Supervisory Board, including rules and/or regulations regarding the stock exchange, as a director to the shareholders' meeting for approval.
- 3) In the case of a vacancy of directorship for reason other than expiration of the term of office, the Board of Directors shall have authority to appoint a replacement director. Also, the Board of Directors shall have authority to appoint Audit Committee, Executive Committee, Nominating and Remuneration Committee, Risk Oversight Committee, Good Corporate Governance Committee, etc.; to determine the vision, mission, targets, directions, policies, and charter; and to oversee the administration and management of executives or any assigned person to comply with the policies set by the Board of Directors. The policies shall be reviewed every 5 years.
- 4) The Board of Directors shall review, examine, and approve policies, strategic directions, business plans, and large-scale investment projects of the Company as proposed by the management team, as well as supervise management in subsidiaries and/or affiliated companies.
- 5) The Board of Directors shall continually monitor the operating performance results to be in accordance with the work plans and budget.
- 6) The Board of Directors shall consider and approve investment for business expansion, joint-investment with entrepreneurs in other business sectors, or investment in other companies or business activities.
- 7) The Board of Directors shall consider and approve appointment of the Chief Executive Officer; regularly evaluate the management's performance; and oversee payment of suitable remuneration to the top management.
- 8) The Board of Directors shall ensure that the management provides the reliable accounting system, financial reporting, and auditing; and that internal control system, internal audit system, and risk management system are suitably and sufficiently in place.
- 9) The Board of Directors shall establish the principles on general commercial terms for any transaction between the Company & its subsidiary and director, executive, or related person. "Such transaction has the same commercial terms as those an ordinary person would agree with any counterparty under the similar circumstances, on the basis of commercial negotiation and without any influence resulted from the status of the director, executive or related person."
- 10) The Board of Directors shall designate or change the names of the persons authorized to sign on behalf of the Company, including the regulations of the Company.
- 11) The Board of Directors shall consider and approve the Company to pay interim dividend to shareholders from time to time as the Board of Directors thinks fit under the provisions of law; as well as consider payment of annual dividend and further propose to the shareholders' meeting for approval.

- 12) The Board of Directors shall hold the annual general meeting of shareholders within four months from the date ending the account period of the Company. The extraordinary general meeting of shareholders may be held when it is necessary.
- 13) The overall performance of the Board of Directors shall be evaluated annually and used as the basis for review of the Board of Directors' performance of duties.
- 14) The Board of Directors shall consider and approve other matters which are important and related to the Company, or deemed appropriate for the benefits of the Company. This is except for the following matters which shall be proceeded only upon approval of the shareholders' meeting first. As for the matter that any director or any person assigned by him or any person who may pose conflict of interest (as defined by a notifications of the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand) has interests in or conflict of interest with the Company and/or its subsidiary and/or related company, such director or the person assigned by him shall not have authority to approve such matters.
  - a. Any matters which require the resolutions of the shareholders' meeting as stipulated by laws
  - b. Any matters that a director has interest in and require approval of the shareholders' meeting as stipulated by laws or the Stock Exchange of Thailand's regulations.

The following matters shall require approval of the Board of Directors' meeting with a majority vote of the total number of directors present at the meeting, and also approval of the shareholders' meeting by votes no less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

- a. the sale or transfer of business of the Company, in whole or in essential part.
- b. the purchase or acceptance of transfer of business of other companies or private companies by the Company.
- c. entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.
- d. amendment of the Memorandum of Association or the Articles of Association
- e. increase and reduction of capital, and issuance of debentures.
- f. amalgamation or dissolution.

As for other matters stipulated in the laws governing securities and/or the Stock Exchange of Thailand's regulations that require consent of the meeting of the Board of Directors and approval of the shareholders' meeting by votes as aforementioned, the director or any person assigned by him or any person who may pose conflict of interest that has interests in or conflict of interest with the Company and/or its subsidiary shall have no right to vote on such matter.

### The Board of Directors' Meeting

1) The meeting of the Board of Directors shall be organized every quarter or at least 4 times a year. The meeting schedule of the whole year shall be arranged in advance. A special meeting may be summoned as necessary. In case of no meeting, the Company should deliver to the Board of Directors the operating performance result report in the month the meeting is not held in order to ensure the Board of Directors shall be able to continually supervise and oversee the operations of the management in time.

2) The Chairman and the Chief Executive of the Company shall jointly consider and approve the meeting agenda.

3) The Company Secretary shall deliver meeting notice together with meeting agenda, and supplementary documentation for the meeting to the directors not less than 7 working days in advance of the date of meeting in order for the directors to have enough time to study the information. This is except for the case of necessity or urgency, the notice of meeting may be served by other means and earlier date may be scheduled for the meeting.

4) The Chairman of the Company shall chair the meeting and arrange time for each agenda item which is enough for the directors to freely discuss and express their opinions in relation to the main issues, taking into consideration the benefits of the shareholders and related persons in a fair manner.

5) During the meeting, the directors shall not be present in the meeting during consideration of the matter they have interests in.

6) A resolution of the meeting shall be made by a majority vote. If such resolution is objected by any director, his objection shall be recorded in the minutes of meeting.

7) In consideration of any matter, the directors shall have the right to make a request to see or inspect the documents related to such matter, and to request related executives to attend the meeting to give explanations about the matter.

8) The Board of Directors shall set as the policy allowing non-management directors to hold meetings, in the absence of the management, to discuss the management-related problems which are in the spotlight. The results of the meetings shall be reported to the Managing Director.

9) The Company Secretary has the duties to record and prepare the minutes of the Board of Directors' meeting within 14 days; keep the minutes of the meetings and supplementary documents used during the meeting; provide support and follow up to facilitate the Board of Directors to perform the duties in compliance with laws, regulations, and resolutions of the shareholders' meetings; and coordinate with related parties.

### Articles of Association relating to the Directors are as follows.

The Company's Board of Directors at least five directors and not less than half of the total membership. Must be resident in the Kingdom. And directors must be qualified by the law. At the meeting, shareholders elected the Board under the rules and procedures below.

1. Each shareholder has one vote for one share, one vote.
2. Each shareholder must use his votes under (1) to elect one or more directors. But voters are split among the candidates is not much.

3. The persons receiving the highest votes in descending order. Elected as directors of the board are filled. A casting vote in those cases in which the person elected in descending order have equal votes exceeds the number of directors to be elected or elected at that meeting that the chairman has the final vote.

**Director and authorized signatory of the company.**

Include Mr.Thitipong Tangpoonphonvivat, Dr.Tawat Anantanavanich and Mr.Wuttichai Sresthabutra Two of these three directors jointly sign. And the company's seal.

**Succession planning (Succession Plan) management.**

Board of Directors He recognizes the importance of the management of the Company. Efficiency and effectiveness as well as the operation continues. This will lead to the growth and advancement of corporate sustainability. So in 2015, the company began planning successors for the first time. And to review and update the plan every year to reflect the reorganization of the Company. The succession plan is established procedures and processes successor CEO, which is the highest organization. And other senior management positions. To be sure, there are managers who are competent in succession. The importance of the organization in the future.

## 2) Audit Committee

As of 31 December 2016, the Audit Committee consisted of 3 directors with the following names;

Member of Audit Committee		Position
1. Mr.Suchat	Boonbanjerd Sri	Chairman of Audit Committee
2. Mrs.Panee	Jarusombat	Audit Committee
3. Mr.Vichya	Kreangam	Audit Committee

### Term of Office and Retirement from Office for the Audit Committee

The Audit Committee consists of at least 3 independent directors who possess qualifications as stipulated in the notifications of the Office of the Securities and Exchange Commission and shall be appointed by the Board of Directors of the Company. At least one member of the Audit Committee shall have sufficient knowledge and experience to review the reliability of financial statements pursuant to the Securities and Exchange Act (No. 4), B.E. 2551.

Each member of the Audit Committee shall hold office for a term of 3 years or shall vacate office upon:

- Death
- Resignation
- Removal by the Board of Directors
- Retirement from the position of director
- Retirement from the position of independent director

The Audit Committee members who retire upon the expiration of the term of office may be re-appointed for another term as the Board of Directors or the shareholders' meeting considers appropriate.

In case a vacancy exists on the Audit Committee for reason other than by retirement upon expiration of the term of office, the Board of Directors shall appoint a qualified person as the replacement member of the Audit Committee in order to reach a total number of members as stipulated in the charter by the Board of Directors. The replacement member of the Audit Committee shall hold office only for the remaining term of office of such member he replaces.

### Scope of Duties and Responsibilities of the Audit Committee

- 1) To review the Company's financial reporting to ensure that it is accurate in accordance with the generally accepted accounting principles and that sufficient information is disclosed.
- 2) To review the Company's internal control system and internal audit system, including risk assessment policy to ensure they are suitable and effective; to consider the independence of the internal audit unit; and to approve the appointment, transfer or dismissal of the head of internal audit unit or any other agency responsible for internal audit.
- 3) To review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business.
- 4) To consider, select, and nominate an independent person to be the Company's auditor as well as terminate such person; to propose such person's remuneration; and to attend a meeting with the auditor, in the absence of the management, at least once a year.
- 5) To review the Connected Transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations and are reasonable for the highest benefit of the Company.
- 6) To prepare and to disclose in the Company's annual report, the Report of the Audit Committee which shall be signed by the Chairman of the Audit Committee and consist of at least the following information:
  - (1) An opinion on the accuracy, completeness and creditability of the Company's financial report.
  - (2) An opinion on the adequacy of the Company's internal control system.
  - (3) An opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws relating to the Company's business.
  - (4) An opinion on the suitability of the auditor.
  - (5) An opinion on the transactions that may lead to conflicts of interests.
  - (6) The number of the Audit Committee meetings, and the attendance of such meetings by each committee member.
  - (7) An opinion or overview comment of the Audit Committee from its performance of duties in accordance with the charter.

- (8) Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.
- 7) To review and comment on the internal audit plan and the performance of the internal audit unit. In performance of its duties under the scope of duties and authorities, the Audit Committee shall have authority to invite relevant management, executives, or employees to express opinions in the meeting or submit related documents as necessary.
- 8) In performance of duties of the Audit Committee, if any of the following transactions or actions which may cause significant impacts on the financial status and the operating result of the Company is found or in doubt, the Audit Committee shall investigate such transaction or action, and report the result to the Board of Directors for rectification within the period of time as the Audit Committee deems fit.
  - (1) Report which contains conflict of interest.
  - (2) Dishonest or irregular activities or significant defects in the internal control system.
  - (3) Violation of the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business. If the Board of Directors or executives fail to carry out rectification within the period of time as the Audit Committee deems fit, any member of the Audit Committee may report such transaction or action to the Securities and Exchange Commission or the Stock Exchange of Thailand.
- 9) To consider, review, and revise the charter of the Audit Committee and propose to the Board of Directors for approval.
- 10) To perform any other act as assigned by the Company's Board of Directors with the consent of the Audit Committee.

The Audit Committee shall be directly responsible to the Board of Directors and the Board of Directors is responsible for the Company's operations to external people. In case of change in duties of the Audit Committee, the Company shall inform the resolution in regard to this change, and shall prepare the list of changes in scope of duties of the Audit Committee in the form as specified by the Stock Exchange of Thailand and submit it to the Stock Exchange of Thailand within 3 working days after the date of such change by using the method as stipulated in the regulations of the Stock Exchange of Thailand regarding reporting of information through electronic media.

### Audit Committee's Meeting

The Audit Committee shall have at least 4 meetings a year and has the authority to convene additional meetings as necessary. Management or auditor or experts may be invited to attend the meeting during consideration of the agenda item which is related to them.

### 3) Risk Oversight Committee

The Risk Oversight Committee consisted of 5 directors with the following names:

Member of Risk Oversight Committee		Position
1. Mr. Sophon	Pholprasit	Chairman of Risk Oversight Committee
2. Mr. Thitipong	Tangpoonphonvivat	Risk Oversight Committee
3. Dr. Tawat	Anantanavanich	Risk Oversight Committee
4. Mr.Chainarin	Sairungsri	Risk Oversight Committee
5. Mrs.wisadja	Kochsena	Risk Oversight Committee

The Risk Oversight Committee consists of the members who are representatives of different lines of work and relevant top management as appointed by the Board of Directors. There shall be at least 3 members in the Risk Oversight Committee and each member shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by resolution of the Board of Directors

Members of the Risk Oversight Committee comprise Chief Executive Officer, director or independent director, Managing Director, executive, and/or suitable risk management officer. The Risk Oversight Committee shall be chaired by an independent director.

The Risk Oversight Committee shall appoint an officer of the Company to be the secretary of the Risk Oversight Committee.

#### Scope of Duties and Responsibilities of the Risk Oversight Committee

1. To study, review, and assess both internal and external risks that may occur, and the tendency of the impacts on the organization, covering at least the following 5 risks:

- Strategic risk
- Operational risk
- Financial risk
- Regulatory compliance risk
- Corruption risk

2. To establish and submit the risk management policies to the Board of Directors for consideration of overall risk management, and to assess, monitor, and control the risks of the Company to the acceptable level.

3. To determine the strategies, organizational structure, and resources required for management of the Company's risks in conformity with the Company's risk management policies, strategies, and business direction.

4. To determine the amount of budget or activity type based on the risks for submission to the Board of Directors for approval as the criteria for operations in different risk scenarios.

5. To oversee and review sufficiency of strategic policies and practices to ensure the risk management strategies will be suitably implemented, and also effectiveness of risk management system for full compliance with the established policies, as well as control and supervision of overall risks.

6. To appoint the risk assessment team, and to monitor risks in overall organization.

7. To report the risk management results, including the status of each risk type to the Audit Committee and the Board of Directors to ensure the Board of Directors is aware of and realizes the factors which may cause significant impacts on the business operation of the Company.

8. To consider and amend the charter and propose to the Board of Directors for approval.

9. To perform other tasks as may be assigned by the Board of Directors.

### Risk Oversight Committee's Meeting

1. In the meeting of the Risk Oversight Committee, the presence of not less than one half of the total number of the Risk Oversight Committee members is required to constitute a quorum.

2. The meetings shall be convened no less than twice a year.

3. The Risk Oversight Committee may invite, as necessary, other persons to attend the meeting during consideration of the agenda item which is related to them.

4. The resolution on any matter shall be passed by votes of not less than one half of the total members present at the meeting.

The secretary of the Risk Oversight Committee is responsible for all arrangements for the meeting, including preparation of the meeting, meeting agenda, and supplementary documents for the meeting, and delivery of meeting documents via email to all members of the Risk Oversight Committee within the sufficient period of time or at least 7 days prior to the date of meeting. The secretary shall also prepare the minutes of the meeting and deliver to the Risk Oversight Committee members within 14 working days after the date of meeting.

### 4) Nominating & Remuneration Committee

As of 31 December 2016, the Nominating & Remuneration Committee consisted of 4 directors;

Member of Nominating & Remuneration Committee	Position
1. Mr. Wirach Morakotkarn	Chairman of the Nominating & Remuneration Committee <i>(Appointed at the 6/2016 meeting of the Board of Directors on June 9, 2016. The appointment took effect from June 9, 2016.)</i>
2. Mr. Thitipong Tangpoonphonvivat	Nominating & Remuneration Committee
3. Mr. Vichya KreaNgam	Nominating & Remuneration Committee

Member of Nominating & Remuneration Committee	Position
4. Mr. Wuttichai Sresthabutra	Nominating & Remuneration Committee <i>(Resigned on June 9, 2016.)</i>

### Term of Office and Retirement from Office for the Nominating and Remuneration Committee

The Nominating and Remuneration Committee is appointed by the Board of Directors and consists of at least 3 members who are directors and executives. More than one half of the members shall be independent directors. The Chairman of the Nominating and Remuneration Committee shall be independent director. The member who retires from office upon expiration of term may be re-appointed to hold office for another term as the Board of Directors deems appropriate.

Each member of the Nominating and Remuneration Committee shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the resolution of the Board of Directors

The Board of Directors has authority to appoint additional members of the Nominating and Remuneration Committee for the benefit of business operation in compliance with the objectives and to replace the members who vacate office due to 1), 2), or 3) as above-stated. The replacement member of the Nominating and Remuneration Committee shall hold office only for the remaining term of office of such member he replaces.

The Nominating and Remuneration Committee shall appoint an officer of the Company to be the secretary of the Nominating and Remuneration Committee.

### Scope of Duties and Responsibilities of the Nominating and Remuneration Committee

#### 1. Nomination

1) To establish the policies, criteria and methods for nomination of directors and authorized managers and propose to the Board of Directors for approval.

2) To select a person who possesses qualifications in accordance with related regulations and laws to be nominated as director, member of sub-committee, and authorized manager to the Board of Directors for approval.

For nomination of a director, the Nominating and Remuneration Committee shall consider his experience in at least one of the following professions, e.g. sales, finance, business administration, marketing, human resource management, law, management, etc. which is important for the Board of Directors. Consideration should be also given to the competence to assist the Board of Directors in performing duties in a more careful manner, the ability to make reasonable business decisions, strategic thinking, leadership experience, high degree of professional expertise, integrity, and other appropriate personal qualifications.

- 3) To disclose the nomination policy and procedure in detail in the Company's annual report.
- 4) To review and conclude the result of succession planning and suitable continuity of administration for top management annually and report to the Board of Directors for acknowledgement.

## 2. Remuneration

1) To determine the policies, criteria or methods for consideration of remuneration and other benefits, and propose the remuneration for directors based on the fair and transparent criteria to the Board of Directors for consideration to further propose in the meeting of shareholders.

2) To establish the guidelines for assessment of performance of directors and authorized managers for consideration of annual remuneration and propose to the Board of Directors for consideration to further propose to the meeting of shareholders.

3) To disclose the remuneration policies and all forms of remuneration, and prepare the remuneration report which shall at least contain details on operation targets and opinions of the Nominating and Remuneration Committee in the Company's annual report.

4) To propose the suitable remuneration of the Board of Directors and the sub-committees to the Board of Directors for consideration before proposing to the meeting of shareholders for approval.

## 3. Others

1) To perform duties as assigned by the Board of Director; to review and amend the charter to propose to the Board of Directors for approval.

The Nominating and Remuneration Committee shall be responsible to the Board of Directors and report the performance result to the Board of Directors in every meeting of the Nominating and Remuneration Committee. Also the Nominating and Remuneration Committee shall review and amend the charter which shall be proposed to the Board of Directors for approval.

### The Nominating and Remuneration Committee's Meeting

1) The Nominating and Remuneration Committee shall convene a meeting in case of nomination of directors or executives, or consideration of remuneration.

2) The Chairman of the Nominating and Remuneration Committee shall assign the secretary to deliver meeting notice together with meeting agenda, and supplementary documentation for meeting via email to the committee members 7 days in advance of the date of meeting in order for the committee members to have enough time to study the information. A written record of the meeting shall be prepared and kept in the well-organized filing system which is easy to retrieve. Details of the written record of the meeting cannot be changed without approval of the meeting and are ready for examination by the Board of Directors or related parties. The minutes of the meeting shall be prepared within 14 days after the date of meeting. The secretary shall keep the minutes of the meeting and supplementary documentation for the meeting; provide support to the Nominating and Remuneration Committee to ensure they perform duties in compliance with laws and regulations; and coordinate with related parties.

3) In the meeting of the Nominating and Remuneration Committee, the presence of not less than one half of the total number of the Nominating and Remuneration Committee members is required to constitute a quorum.

4) The meeting shall be convened at least once a year.

5) The resolution of the Nominating and Remuneration Committee shall be made by majority vote.

## 5) Good Corporate Governance Committee

As of 31 December 2016, the Good Corporate Governance Committee consisted of 4 directors;

Member of Good Corporate Governance Committee		Position
1. Mr. Vichya	KreaNgam	Chairman of Corporate Governance Committee
2. Mr. Wirach	Morakotkarn	Corporate Governance Committee <i>(Appointed at the 6/2016 meeting of the Board of Directors on June 9, 2016. The appointment took effect from June 9, 2016.)</i>
3. Mr. Wuttichai	Sresthabutra	Corporate Governance Committee
4. Mrs. Wisadja	Kochsena	Corporate Governance Committee

### Term of Office and Retirement from Office for the Good Corporate Governance Committee

The Good Corporate Governance Committee consisted of at least 3 members who are directors or Independent Director and executives of the Company. The Chairman of the Good Corporate Governance Committee shall be independent director and shall appoint an officer of the Company to be the secretary of the Good Corporate Governance Committee. The Nominating and Remuneration Committee shall appoint an officer of the Company to be the secretary of the Nominating and Remuneration Committee.

The Good Corporate Governance Committee who vacate office shall be replace and in case of any director from office before the end of the term shall be elected within 90 days of the vacancy. The director who has replace into the tenure of the vacancy of directors to act for them.

The Good Corporate Governance Committee shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the resolution of the Board of Directors

### Scope of Duties and Responsibilities of the Good Corporate Governance Committee

- 1) To consider, determine, review, and amend the policies and manual on good corporate governance practices, business code of conduct, ethics of employees, and anti-corruption at least once a year in compliance with the international practices; and to propose the criteria

for good corporate governance practices to the Board of Directors for approval and implementation at all levels.

- 2) To consider, determine, review, and amend the policies, manual and guidelines on corporate social responsibility (CSR) for submission to the Board of Directors for approval and implementation at all levels; and to ensure operation in compliance with CSR policies.
- 3) To provide advice on CSR to the Board of Directors.
- 4) To promote and oversee the Company's business operation and the performance of the Board of Directors, executives, and employees to be in compliance with CSR policies.
- 5) To assign the person to be responsible for overseeing Company's business operation in conformity with relevant laws, regulations policies, and practices.
- 6) To perform other tasks as may be assigned by the Board of Directors and/or the meeting of shareholders.
- 7) To report the results of the performance and the meeting of the Good Corporate Governance Committee to the Board of Directors for acknowledgement or for approval.
- 8) To review and amend the charter of the Good Corporate Governance Committee to propose to the Board of Directors for approval.

#### The Good Corporate Governance Committee's Meeting

- 1) The Good Corporate Governance Committee shall convene at least 4 meetings a year.
- 2) In each meeting, the presence of not less than one half of the total number of the Good Corporate Governance Committee members is required to constitute a quorum.
- 3) Any member of the Good Corporate Governance Committee who has an interest in the matter to be considered shall abstain from expressing opinions and voting in such matter.
- 4) A final decision of the meeting shall be made by majority vote. In case of equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote. In making a resolution, not less than two-thirds of the total Committee members shall be present at the meeting.
- 5) The secretary of the Good Corporate Governance Committee shall deliver meeting notice via email to the committee members not less than 7 days in advance of the date of meeting. The minutes of the meeting shall be recorded and prepared within 14 days after the date of meeting. The secretary shall keep the minutes of the meeting and supplementary documentation for the meeting; provide support to the Good Corporate Governance Committee to ensure they perform duties in compliance with laws and regulations; and coordinate with related parties.

## 6) Executive Committee

As of 31 December 2016, the Executive Committee consisted of 4 members:

Member of Executive Committee		Position
1. Mr. Thitipong	Tangpoonphonvivat	Chairman Executive Committee / Chief Executive Officer
2. Dr. Tawat	Anantanavanich	Executive Committee / Managing Director
3. Mr. Wuttichai	Sresthabutra	Executive Committee

### Term of Office and Retirement from Office for the Executive Committee

The Executive Committee consists of the directors who have experience and suitable qualifications as recommended by the Nominating and Remuneration Committee, and approved by the Board of Directors. The Chairman of the Executive Committee shall be appointed by the Board of Directors. The Company Secretary shall act as the secretary of the Executive Committee, except otherwise assigned by the Executive Committee.

The term of office of the Executive Committee member shall be the same as that of director and shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Removal by the resolution of the Board of Directors

Any member of the Executive Committee who wishes to resign from office shall tender a letter of resignation to the Chairman of the Board of Directors. In case a vacancy exists on the Executive Committee, the Board of Directors shall appoint a new member of the Executive Committee within 90 days in order to have the total number of the Committee members as stipulated by the Board of Directors.

### Scope of Duties and Responsibilities of the Executive Committee

1. To propose the strategic plan, yearly business plan, cost budget, business targets, and project plans to the Board of Directors for approval.
2. To manage the Company's business to achieve the established objectives and targets; to control the business operations in compliance with laws and policies of the Company; and to oversee the Company's business management as determined.
3. To perform general business-related matters of the Company; to study, consider, and monitor the Company's business activities, e.g. investment which requires a considerable amount of money, launch of new products, joint-investment, loan offering or guarantee.
4. To supervise and monitor the operating performance results and financial status of the Company and its associate companies and report to the Board of Directors for acknowledgement every quarter.

5. To seek and assess new investment opportunities.
6. To consider and provide suggestions about the Company's dividend policy to the Board of Directors.
7. To review transactions relating to investment and disposal of assets, human resources management, general administration, and other business-related transactions of the Company within the scope of authority as assigned by the Board of Directors.
8. To supervise and manage the Company's investment budget, and to contemplate the important matters of the Company before raising the matters for consideration in the meeting of the management of each business sector.
9. To consider and provide comments on the matters which are not the Company's normal business affairs and shall be approved by the Board of Directors .
10. To consider and review the risk management and internal control system of the Company.
11. The Executive Committee may authorize an executive or a person to perform any act or all acts as it deems appropriate. Approval of the Executive Committee and/or empowerment shall not involve Connected Transactions or the transactions that may lead to conflict of interests or transactions that any member of the Executive Committee has interest in as stipulated in the Articles of Association of the Company and the notification of the Capital Market Supervisory Board. Approval of any transactions shall be in compliance with the policy and procedures stipulated by the Board of Directors and the regulatory compliance unit.
12. To consider employment of independent advisors or persons to provide opinions or suggestions as necessary.
13. To invite management team or related persons of the Company to provide opinions, attend the meeting or give related information.
14. To report important operation results to the Board of Directors on a regular basis, including significant issues that the Board of Directors should be aware of.
15. To consider, review, and amend the charter of the Executive Committee and propose to the Board of Directors for approval.
16. To perform any other duties as assigned by the Company's Board of Directors.

### The Executive Committee's Meeting

1. The Executive Committee shall arrange or call a meeting as it deems appropriate at least once a month and all members shall regularly attend the meeting.
2. In each meeting, the presence of not less than one half of the total number of the Executive Committee members is required to constitute a quorum.
3. A resolution of the Executive Committee's meeting shall be made by a majority of votes of the members in attendance to form a quorum. Any member of the Executive Committee who has an interest in the matter to be considered shall not be present during the consideration of the matter or abstain from voting in such matter.

4. The Chairman of the Executive Committee or the secretary by order of the Chairman of the Executive Committee shall deliver meeting notice via email to the committee members not less than 7 days in advance of the date of meeting. This is except for the case of necessity or urgency, the Chairman of the Executive Committee shall call a meeting without delivery of the notice of meeting in advance. The minutes of the meeting shall be recorded and prepared within 14 days after the date of meeting. Other responsibilities include keeping of the minutes of the meeting and supplementary documentation for the meeting; providing support to the Executive Committee to ensure performance of duties in compliance with laws and regulations; and coordinating with related parties.

#### Duties and responsibilities of Chief Executive Officer.

1. The Chief Executive Officer is responsible for managing operations and perform routine tasks. For the benefit of the company For the purposes and requirements of the company. Regulations, policies, plans and resolutions within the framework of the law and jurisdiction of the Board of Directors determined.
2. To consider the annual budget prepared by the management. To be presented to the Board. Including spending controls an annual budget of each agency.
3. The President is authorized to take any action. Operating normally.
4. The Chief Executive Officer shall be presented to the Board of Directors approved the investment in the development of any project. Not in the annual policy of the Company.
5. Powers Act and the presence of a representative of the business to a third party.
6. Approved the appointment of consultants necessary to the operation of the business.
7. Consider hiring, salary adjustments And benefits for their work positions. Including bonuses to executives. And all employees of the company hierarchy.
8. To approve the action plans of each department. And approve requests from various departments. Beyond the jurisdiction of the task.
9. Perform other duties as assigned by the Board of Directors each time.
10. The actions related to the transaction. As defined by the Securities and Exchange Commission ( SEC) for approval to the Board of Directors.
11. The profits and losses of the Company. The proposed interim dividend. Or annual dividend To the Board of Directors.

The above authorization to the Chairman of the Executive. Will be subject to the rules of law and regulations of the company. In the event that the action may have interests or interests of the Chief Executive Officer. Or a person who may have conflicts of interest. (As announced by the SEC) Chairman administrative duties as assigned or no authority to take such action. The Chief Executive Officer will be presented to the Board of Directors.

Also, in the case of a transaction or a transaction. Or related to the acquisition or disposition of assets of the Company. Within the meaning defined under the Notification of the Stock Exchange of Thailand. The transaction must receive approval from the shareholders meeting. And / or perform any other

rules and procedures as defined in the announcement as well. To comply with the requirements of the Stock Exchange of Thailand on the matter.

### 9.3 Nomination of Directors and high level Executives

#### 1) Definition of independent directors of the Company

1. Shareholding no exceeding 1 % of shares with right of total votes of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, anyhow, including a shareholding of related person of such independent directors.

2. Not being or has never been directors taking part of administration, employee, staff, advisor with permanent salary or authorized person to control the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, except to be retired from such descriptions no less than two years prior appointment.

3. Not being a person with blood relationship or by legal registration in description of being father, mother, spouse, siblings and children, including the spouse of children of the executives, large shareholders, authorized persons to control or persons to be proposed as an executive or authorized person to control to company or subsidiary company.

4. Not having or has been in business relationship such as normal business transaction in order to conduct of renting or leasing properties, particulars of assets or services or offering or accepting financial assistance including other similar behaviors with the company, large company, subsidiary companies, associated companies or juristic person may be in conflict to be obstructed to the self-consideration independently including not being large shareholder, director which is non-independent director or executive of the person with business relationship to the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, except to be excepted from such description no less than 2 years prior appointment.

5. Has never been or has been the auditor of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, and not being large shareholder, director which is non-independent director, executive or managing partner of auditing office with the auditor of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict available, except to be exempted from such description no less than 2 years prior appointment.

6. Not being or has been any professional provider including legal advisor or financial advisor with service charge more than 2 MB a year from the company, large company, subsidiary companies, associated companies or juristic person may be in conflict, anyhow, in case the professional provider is a juristic person, it shall include the large shareholder, director which is not independent director, executive or managing partner of such professional provider as well, except to be exempted from such description no less than 2 years prior appointment.

7. Not being a director appointed to be a representative of the board of directors, large shareholders or shareholders who is related to the large shareholder of the company.

8. Not being a director assigned from the board of directors to decide in business operation of the company, large company, subsidiary companies, associated companies or juristic person may be in conflict.

9. If the independent directors hold the position of independent director in large company, subsidiary company and subsidiary company in the same ranks, the company shall disclose such information of position holding with remuneration received by such independent director in or 56-1 and or 56-2 too.

10. Has no other aspect cause inability to give opinion independently on the operation of the company.

## 2) Nomination and Appointment of Directors and Top Management

### 2.1) Nomination of Independent Directors

Regarding nomination of independent directors, in the case that any independent director completes the term of office or in case of necessity to appoint an additional independent director, the Company by the Board of Directors holding office at that time shall discuss to select the qualified person who possess experience, knowledge and competence which are beneficial to the Company, and also have the following minimum qualifications, and then propose to the meeting of the Board of Directors or the meeting of shareholders for consideration in accordance with the Article of Association of the Company.

According to the Company's policy, the number of independent directors shall not be fewer than 1/3 of the total number of the members of the Board of Directors and there shall be at least 3 independent directors. The Company has also established the qualifications of independent directors in accordance with the requirements of the Capital Market Supervisory Board. All independent directors shall possess all of the following qualifications:

1. Holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, or jurist entity which may pose conflict of interest, including shares held by related persons of such independent director.

2. Neither being, nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, or juristic entity which may pose conflict of interest, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company (if any).

4. Neither having, nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, or juristic entity which may pose conflict of interest, in a manner which may interfere with his independent judgment, and neither being, nor used to be a major shareholder or director who is not independent director, or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, or juristic person which may pose conflict of interest, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director. The foregoing business relationship shall cover normal business transactions to conduct renting or letting for rent of real estate, asset- or service-related transactions, offering or accepting

financial assistance by receiving or giving loans, and giving assets as collateral for loans, including other similar activities, causing the Company or the party to the contract has burden to pay debts to the other party at least 3 per cent of the net tangible assets of the Company or at least 20 million baht depending on which one is lower. Calculation of such debt burden shall follow the method for calculation of value of the connected transactions pursuant to the notification of the Capital Market Supervisory Board regarding criteria for connected transactions mutatis mutandis. Such debt burden shall cover all debts arising during the period of 1 year before the date of having business relationship with such person.

5. Neither being, nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, or juristic entity which may pose conflict of interest, and not being a major shareholder, director who is not independent director, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, or juristic entity which may pose conflict of interest, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director.

6. Neither being, nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, juristic entity which may pose conflict of interest, and not being a major shareholder, director who is not independent director, controlling person or partner of the provider of professional services which is juristic entity, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Securities and Exchange Commission, or prior to the date of being appointed as independent director.

7. Not being a director appointed as representative of director of the Company, major shareholder or shareholder who is related to major shareholder.

8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company, or not being a significant partner in a partnership, or not being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.

9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

10. Not being a director assigned by the Board of Directors to make decision on the business operations of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, or juristic entity which may pose conflict of interest.

11. Not being a director of the parent company, subsidiary company, or same-level subsidiary company which is a listed company.

Each independent director shall check and endorse his qualifications of independence at least once a year and shall submit the report together with his profile at the end of each year for preparation of the annual information disclosure form and annual report of the Company.

## 2.2) Nomination of Directors

According to the articles of Association of the company, the Company's Board of Directors consists of Committee of not less than 5 persons and a Committee of not less than one half of the total membership must be resident in the Kingdom.

The general meeting of shareholders at every annual, Directors must retire from office at the rate of one-third. If the number is divided straight into 3 parts does not, then the number closest to the number 1 in 3 is the directors who retired by rotation may be elected to serve as directors of the new company. Both assigned to the shareholders elect directors under the rules and procedures prescribed in the Articles of Association of the Company.

1) Each shareholder has one vote per one share, one vote.

2) Each shareholder must use all his votes to elect one or several persons as directors, in the case of the election of several directors, the votes to break any much impossible.

3) The persons receiving the highest vote down. Was elected as directors or board of directors shall be elected at the time. In the case of a person who was elected in descending order of votes equal to the maximum number of guests. Or be elected at that time. To the chairman a casting votes.

In the event of a vacancy, reasons other than retirement by rotation. The committee will select one person who is qualified. And not prohibited by law. To be appointed at the next Board Meeting. The votes of not less than 3 in 4 of the remaining directors, except directors remaining term of less than two months, such person shall be a director instead. Be in position for the remaining term of the Director whom he represents.

Meeting of Shareholders May approve any director from office before the expiration of their term. The votes of not less than three-fourths of the shareholders at the meeting with voting rights and shares amounting to not less than one-half of the shares held by the shareholders present at the meeting and entitled to vote.

The Company has not set a maximum number of directors to be elected to a new director, includes properties in terms of age. However, the Company will take into account the time devoted to knowledge useful to the company. Including the ability to perform the duties is important.

## 2.3) Nomination of audit committee

The Audit Committee shall be appointed by the Board of Directors or shareholders. All members of the Audit Committee shall be independent directors and have the qualifications of independence as stipulated in the notifications of the Office of the Securities and Exchange Commission and the corporate governance principles. The Audit Committee consists of at least 3 independent directors and at least one member shall possess accounting and/or financial literacy to review and supervise the business operations of the Company, including financial reports, internal control system, selection of auditor, and consideration of conflict of interest. Each Audit Committee member shall holds office for a term of 3 years.

## 2.4) Nomination of Management

For nomination of a top-level executive, the Company shall consider the suitable person who possesses knowledge, abilities, skills, and experiences which are useful for the business operations of the Company, and thoroughly understand the business nature of the Company to be nominated as the executive of the Company.

## 9.4 Supervision the operation of the Subsidiaries and Associated

In accordance with the resolution of the Board of Directors 2/2559 February 25, 2016, approved the corporate governance policy to the performance of the company and the company by the effect from the date of the resolution of the Board of Directors Meeting 2/2559 February 25, 2016 with the compliance of the company and the company shall be according to the code of conduct in the business (conduct guidelines as well as Regulatory Strategic Goal Business Continuity and to track the performance of the company and the company continuously.

The policy and the management of the supervision of the performance of the company and the Company (current and or if it will be available in the future.):

### The Policy

- The Company has the respect of the rights and the stakeholders has had equitable and responsibility for the decisions and actions that can explain and clarify. accountability encompasses its.
- The company to have the disclosure of information with transparency can check reorganizing.
- The company to have to rely on ethical conduct and the Code of Conduct is the foundation of business code of conduct and the code of ethics).
- The Company the growth to the company and the company with and add value to the long-term shareholder (creation of long-term value, research with due regard to the rights of all stakeholders, including coordinating a superior equilibrium between the different stakeholders each group and with the company with a fair to all parties.
- In the event that the Company and its subsidiaries or affiliates may have a bid competition. The Company has a policy not to compete in the main business with each other and will continue to provide maximum benefit to all stakeholders of both the Company or Companies.
- The Company has a sense of responsibility in the obligations and act with the capabilities for the actions of their stakeholders, particularly the shareholders to behave according to.

### The administrative side

- Consider sending a qualified person to a representative of the Company to directors and/or management in the company and the company at least according to the shareholders proportion to supervise and control the business.
- The delivery report such representation with the features of the agent for the Board of Directors to Acknowledge.

- Compliance. The Company has treated according to a power of approval and the action as well as the disclosure of information and any action that is based on the rule that with the Securities and Exchange Commission and the regulations announced the command or the requirements of the Stock Exchange of Thailand as well as the provisions on the disclosure of information of the connected transaction and/or assets.
- The summary report the performance of the company and the company to the Board of Directors every quarter and in the case where there is a significant of the company, such as the capital increase/decrease the capital of the company to offer it to the Board of Directors of the company to approve any action.
- Depending on the action is above the company to recognize the importance of the principles of good corporate governance as a primary factor in building an organization to have a system that is efficient and is committed to conducting business in accordance with the orientation of the good corporate governance in order to create a mechanism to control the operations of the company to have the transparency is fair and confidence to interested parties.

### 9.5 Supervision on the Use of Inside Information

The Company realized the importance of the use of inside information to comply with the principles of good corporate governance by the good governance principle that are good integrity in its business and to the shareholders of the company. Get the news that is equal, the company has the policy on the disclosure of information on financial reports and performance by are summarized as follows.

1. Disclosure of financial information and information about the business and the results of the company to correct and complete enough trust in time and regularly to the shareholders, investors and securities analysts and the general public. The Company has complied with the laws, regulations, procedures related to the disclosure information in strict accordance to the Board of Directors and management when the securities trading must report to hold securities by the Securities and Securities Exchange Act (No. 4) B.E. 2008. The Report Changes to hold securities in within the specified.

2. In the care of the use of inside information is the responsibility of the directors, executives and staff at the will not disclose the information within the material that will affect the business and the price of the securities of the company and is not disclosed to the public and will not use the opportunity or the data from the director, executive, or employees of the company in prohibiting or inside information to other people.

3. Trading in Securities of the company and in the business that compete with the company or business related company has defined the protected by the limited to recognize the Data Only Directors and high level executives only related actions violate any of the Company received the loss or damage the business opportunity the Company considered to be contrary to the policy and ethical conduct of the business must have a penalty in serious disciplinary action and also has the responsibility of the Securities and Securities Exchange Act (No. 4) B.E. 2008.

\*\* by the specified in the manual the principles of good corporate governance and regulatory treatment of the company to be acknowledged and comply.

## 9.6 Remuneration of Auditors

The Annual General Meeting of Shareholders 2016 on April 21, 2016 had the resolution to approve the appointment of

- (1) Mr. Somckid Tiatragul, Certified Public Accountant License No. 2785 or
- (2) Mrs. Sumalee Chokdeeanant Certified Public Accountant License No.3322 or
- (3) Mr. Teerasak Chuasrisakul Certified Public Accountant License No. 6624 or
- (4) Ms. Sansanee Poolsawat Certified Public Accountant License No. 6977 from Grant Thornton

Company Limited as the auditor of the Company and its subsidiaries. The audit fee for 2016 was determined at Baht 21,975,000 and incurred expenses including authorizing the Board of Directors to approve the remuneration for the interim revisal of financial statement of the subsidiary or associated companies which may be occurred during the year.

(Unit: Million Baht)	General Engineering Public Company Limited and Subsidiaries	Year
1. Audit fee	1,975,000	2016
	2,370,000	2015
2. Non-audit fee *	124,272	2016
	109,395	2015

**Remark :** Non-audit fee is the actual expense, such as travel allowance, overtime and accommodation, etc.

### Compliance with the principles of good corporate governance.

General Engineering Co., Ltd. (“the Company”) has recognized the importance of good corporate governance. This is the most critical to the business for sustainable growth. To create confidence among our shareholders. Investors and all parties concerned to allow the administration to be transparent. Can be checked and good governance. It can be recognized by the public. The Board of Directors is essential to help encourage good corporate governance policy to adopt in practice. The Supervisory Board has determined a policy on good governance on August 15, 2016 as the resolution of Board of Directors Meeting No. 7/2016 and has reviewed a policy for annual.

A major force that contributes to the policy of good governance. To be consistent with the principles of good corporate governance, the Stock Exchange of Thailand. And the Securities and Exchange. The Board of Directors has adopted corporate governance guidelines that exploration survey on corporate governance of listed companies in Thailand. Thailand Institute of Directors (IOD) This has been recognized by the SET and the SEC. The prototype operating system to create good governance.

The Company has realized of the importance of good governance to benefit its business to build confidence for the shareholders, investors and all the involved parties so the management can be transparent, accountable and equitable. It has considered the right and equity of the shareholders, The responsibility of the stakeholders as the important factors in increasing long-term value and promotes its sustainable growth.

The good governance policy is consistent with the good governance principle of the SET and the regulations of the SEC, which the Company has practiced continuously as follows:

- 1) Right of the shareholders.
- 2) Equitable treatment of the shareholders.
- 3) Role of the stakeholders.
- 4) Revelation of information and transparency.
- 5) Responsibility of the board of directors.

### **Chapter 1 Right of the shareholders**

The Company gives priority to the right of the shareholders with the realization that the shareholders have the right of ownership by controlling the company through the appointment of the board of directors to act on their behalf, and the right to make the decision relating the important changes to the Company.

The basic rights of the shareholders are participating to appoint and remove the directors; appointment of the auditor and the matters that affect the Company, e.g. a revision of the rules and the articles of association, a reduction or increase of capital, allocation of dividends, and approval of the related items. The shareholders are also given the right to transact or transfer their shares, profit-sharing, or dividends, including receiving information from the Company continuously. The Company shall not do anything to violate or derogate the right of the shareholders with the good guidelines toward them as follows:

1. The Company has appointed Thailand Securities Depository Co., Ltd. as its registrar to send a meeting invitation to the shareholders and the supplemental documents to all the shareholders before a meeting date a minimum of 7 days in advance. The meeting invitation shall contain complete information and opinions of the board of directors on each item clearly.

2. The Company shall bring the meeting invitation with the supplemental documents to announce to the shareholders via the channel of the SET and on its Web site 20 days in advance before the meeting date to open the opportunity for the shareholders to study the information before the meeting date.

3. The Company has arranged the meeting venue of the shareholders at a convenient location, provided convenience for the shareholders exercise their right to attend the meetings, and vote fully without limiting the opportunity to attend the meeting. It is to promote the right of the shareholders and opens an opportunity for the shareholders to inquire and talk informally with the board of directors.

4. The chairman of the board, chairman of the committees, the president, and everyone attends the shareholders' meetings, as well as the auditor to attend the annual general meeting (AGM) with the directors to answer the involved issues.

5. The Company has notified the method of voting and counting using the ballots to the shareholders in advance before the meeting, which is not complicated. There are minutes of the meeting clearly recording the accepted and rejected votes, and the absence on each voting item.

The company has a policy to encourage and facilitate its shareholders, including institutional investors in attendance. The company selected the venue, which has a mass transit system and adequate access for shareholders to attend easily. The company invites shareholders to send documents to register prior to the meeting. To shorten the time to examine the documents on the company and the Channel

Register. As a meeting place for individual shareholders and institutional investors The Company uses the bar code used in the registration and voting to allow the registration and processing of the ballot is very fast and has provided duty stamps provided. Shareholders in the proxy, in order to facilitate the shareholders.

## Chapter 2 Equitable Treatment of the Shareholders

For building confidence to the shareholders, the board of directors and the management shall supervise the spending of the shareholders' money, suitably as the important factor toward confidence in the investment with the Company. Therefore, the board of directors has supervised the shareholders to be treated and protected of their basic rights equitably.

1. The board of directors manages the process of the shareholders' meetings in terms of supporting by sending a proxy form to all shareholders, in case the shareholder is not convenient to attend the meeting in person it can appoint someone to attend by proxy. The format of the proxy form makes the shareholder can vote by proxy by agreeing, disagreeing, or abstaining. Also the Company shall arrange for its Chairman and the two Audit committees as the alternative for the proxy, supplemented by the qualified four directors.

2. Giving the right to the minority shareholders to present in the agenda of the shareholders' meeting, or present the name of the people to be elected as a board director before the meeting date of the shareholders' meeting. There were no headings stated on the website officially, but the shareholders can send information asking to increase the agenda, or present a name of the directors with his qualification to the Company's website. However, in the past, there did not have any information sent in.

3. Giving the right to the shareholders to vote, with one share one vote.

4. Establishing a measure to prevent from using the inside information to find interesting to himself or other people dishonestly by the board directors. It has to disseminate the measure to the executives for acknowledgement, while the board directors and the executives of the Company have to report a change of its holding of securities to the SEC on each time. The Company's employees shall not disclose the publicly undisclosed information to other people. A disclosure of information may have an impact on the business and the price of the Company's securities; it requires approval from the executives first. It is prohibited the board directors and the executives from utilizing the inside information, which can cause damage to the overall shareholders.

The Company has submitted the documents on utilizing inside information and the offenses occurred to the board directors and the Company's employees on each new regulation issued by the SEC. If there is a director or employee that takes the opportunity to seek the undue benefit, he shall be disciplined by the Company.

In the past, at no time there was a director or executive alleged abuse the inside information.

5. A revelation of the related items and the opinions of the board of directors on the aforesaid items of the shareholders. There was no making of a related item that was in violation or non-compliance with the guidelines of the SEC.

6. In the annual general meeting of the shareholders on the appointment of the directors, the shareholders shall vote to elect the directors on an individual basis.

### **Chapter 3 Role of Stakeholders**

The Company gives priority on the supervision and consideration of the stakeholders in all groups inside and outside the Company are the shareholders, directors, employees, customers, trading partners, creditors, competitors, and other agencies that the Company has implemented internal and external activities. It includes a responsibility towards the society and the environment, as well as the public sectors with the guidelines on the stakeholders are as follows:

#### **A. The shareholders.**

The Company shall perform the duty with loyalty, honesty, and equity. It has determined to create growth for the shareholders to receive sustainable returns from the results of its operations. The Company has treated the shareholders equitably according to the good governance principle on the chapter of the rights of the shareholders and their equitable treatment. The Company has provided its website: [www.gel.co.th](http://www.gel.co.th) as a channel for the shareholders or the vested interests can contact or complain about the matter that can cause damage to it.

The investors can study more information about the company from annual registration statement 2013 (Form 56-1) shown on [www.sec.or.th](http://www.sec.or.th) or the Company's website [www.gel.co.th](http://www.gel.co.th)

#### **B. Employees**

The company realizes the importance of the staff. Because employees are the key success factors for achieving the goals of the company. The company has a clear policy on the development of the company. Training has developed a thorough knowledge of at least six hours each per year for employees who have been trained. To improve the ability of employees constantly. Provide opportunities for advancement. In 2016, a training program developed to educate employees on average each at least 7.5 hours.

The Company has set up the Organizational Safety, Health and Environment Committee by providing training to the committees to supervise and notify the information concerning the working safety and the environment, including preventing from accidents while working, so the employees can implement correctly. It has provided safety equipment that is suitable to the job characteristics together with good fringe benefits and the employment conditions that are suitable to the market situation for the employees to have good ethics.

The Company's policy is clear and concrete information about the compensation and benefits, employee health insurance plan. The disclosure to employees via the company's website.

The company established a fund for employees in order to show that the company has taken care of all the employees in the long term as a noun.

The Company's policy is to respect human rights. Having regard to the principle of equality before the law. Rights and personal freedoms. And do not discriminate unjustly against employees because of differences in race, language, national origin, sex, age, physical disability or health condition. State party Economic or social Religious belief, education or political opinion.

The company held a cabinet feedback from employees. If employees have not seen anything unusual or anything. Which is sent directly to the Managing Director. For a clue to the independent directors.

The company was named Independent E-mail address independentdirector@gel.co.th You want to be able to report without contacting the company. For the test to find out the facts straight.

### **C. Customers**

The Company recognizes the importance of creating and ensuring customer satisfaction. To get product and service quality. Fair prices The Company has received comments and suggestions from customers to be reviewed and improved. Moreover, the company conducted a survey of customer satisfaction regularly. The company has developed products and system administration. ISO 9001-2008 certified quality system standard certification from ISO.

The company is committed to customer satisfaction and confidence to our customers. With an emphasis on caring and responsibility. It affects business success. By improving the quality and style of our products and services to meet the needs of customers at a fairly constant and consistent. To maintain a good relationship in the long term. The company has a customer satisfaction survey to receive feedback or complaints. And taken as a guide to improve services and better management. It also has a development staff to service customers. The trained and knowledgeable staff, both before and develop practical skills and knowledge to the employees continued. So that customers get the most out of the service and care offered to all customers equally. Whether clients are large, medium or small.

### **D. Partners**

The Company recognizes the importance of partners as the people who are important in assisting the business operations of the Group. The Company adheres to the principle of equitable practices and competition that is fair to all business partners of the Company. Treat partners to adhere to the terms of the contract and the code of ethics of the company.

The company focuses on transparency and frankly, in business negotiations and enter into contracts with suppliers. The rewards are fair to both parties. Located on the rules, the decision by comparing terms of price, quality and services are transparent and verifiable. The aim is to develop and maintain a sustainable relationship.

### **E. Competitor**

Policies and practices relating to its competitors. The company has a policy against commercial competitors under the rules of competition. Focus on conducting business in an ethical, transparent and fair competition. The company will match the quality of our products and reliable service to the competition. Honestly compete with rivals. The company will maintain a good relationship as a co- trader in the same industry. The Company has no disputes. In regards to competitors.

### **F. Creditor**

The Company has committed to the agreement on trade creditors and financial institutions with responsibility for the liabilities of the Company. The Company treats creditors fairly. Throughout the course of its business, the Company and its creditors have always had a good relationship with each other.

## H. Social / Community and Environment

The Company takes into account the social / community and environment. The laws and regulations in various fields, so it is not a disadvantage to society. The Company recognizes a responsibility to avoid noise pollution, dust on neighboring communities. A specialized agency for the environment closely. The eco-friendly

The company recognizes the value and the importance of contributing to society. And around the plant to improve classroom School toilets nearby Supporting sports goods Scholarships Children's Day activities and measuring the activity of a nearby major religious festival. Employees have donated blood to the Red Cross, two times a year every year.

### Anti-corruption

The Company is in the process of enlisting in the declaration of the intent to join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) of the Thai Institute of Directors Association (IOD). Besides, the Company has assessed the opportunities for corruption to cover all kinds of frauds, e.g. fraudulent financial reporting, activities which lead to loss of assets, corruption, management override of internal control system, fraudulent change of significant information in reports, wrongful acquisition and use of assets, etc.

The Board of Directors of the Company No. 3/2015 held on May 13, 2015. Passed a resolution to form a unified private practice in Thailand to fight corruption. The intention of the policy and defense have been involved in corrupt.

Later in December 2016, the Company completed and submitted the self-evaluation tool version 2.0 in accordance with the regulations of the declaration of the intent to join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) in order to apply for certification. It is now under consideration. (Consideration takes a period of about 2 months from the date of submitting the self-evaluation tool to CAC.)

### Anti-corruption Policy and Practices

The Company has arranged communication channels for all stakeholders to blow the whistle on, provide suggestions, or file complaints about fraud or corruption. Also the practices on gift-giving or receiving, acceptance of property or any other benefits, and hosting of receptions, have been established. The expenses which exceed the certain limit are not in compliance with the Company's criteria. Procurement process and donation-making must be in a transparent, fair, and in accordance with the Company's regulations and procedures.

The Company's handbooks on working rules and regulations have been distributed to all executives and all staff to ensure they will correctly understand and observe. They are also required to sign their names for acknowledgement and strict adherence to the working rules and regulations.

### Whistle-blowing or Complaint Filing

The Company has appointed an executive to be directly responsible for complaint acceptance and a committee to mutually perform investigation in a correct and fair manner. The policy has been formulated to ensure efficient internal control system, and reporting on the basis of transparency and accountability so

that whistle-blowers trust and be confident in the fair investigation process. In place is the policy on protection of whistle-blowers. In the case of the whistle-blowers who are the Company's employees, customers, or persons who are engaged by the Company, their right shall be protected by laws. Details on complaint filing are included in the corporate governance policy of the Company.

If stakeholders have any suspicions or find any suspicious activities in violation or in breach of laws, regulations, rules or business ethics, they can report clues or file complaints together with evidences to the Company's Joint Investigation Committee for fairness and equity of the Company

**The major issues will be reported to the executives of the Company for consideration. The channel for communication is as follows.**

The Joint Investigation Committee for fairness and equity of the Company  
General Engineering Public Company Limited (Head Office)  
44/2 Moo 2 Tivanont Road, Bangkadi, Muang Pathumthani, Pathumthani, 12000, Thailand  
Telephone 0-2501-2020 (auto), 0-2501-2462, 0-2501-1055 (auto), 0-2501-2128-30  
Fax 0-2501-2468, 0-2501-2134

**Throughout the year, the Company did not have significant conflict with any group of stakeholders.**

#### **Chapter 4 Revelation of Information and Transparency**

The Company gives priority to a disclosure of information sufficiently and transparently by defining it as the role and duty of the board of directors. In the disclosure of the information, it must be correct, complete, in time, and transparent on the finance, and other involved information so the shareholders and the vested interests can receive the information equitably via the information channel and communication by dissemination from the SET, the SEC, and the Company's Web site at [www.gel.co.th](http://www.gel.co.th).

Moreover, it has set up a unit to be responsible for supervising the job on the investor relations and secretarial job as its representative in communicating useful information to the shareholders, investors, securities analysts, and the involved persons. They can contact to inquire about the Company conveniently by the phone number 02-501-2020 ext. 775 , 333 and by fax at 02-501-2134

#### **Measures to identify and trace the whistleblower protection mechanisms.**

The company provides a channel for complaints both from third parties and employees. When a complaint is received, processed again. It also has taken measures to protect the confidentiality of the complainant.

##### **1. A channel for complaints**

The Company provides a way to identify or complaints in case of doubt to have committed unethical business of the Company. The offense includes behaviors that corruption poses to the very unequal through the following channels.

- (1) Managers or supervisors that they trust at all levels.
- (2) Good Corporate Governance Committee

- (3) Correspondence  
Chief Executive Officer or Chairman of the Audit Committee.  
Company General Engineering Co., Ltd. (Thailand)  
44/2 Moo 2, Tivanon Road, Tambon Bangkadee, Aumpoe Muang,  
Pathumthani Province 12000
- (4) Email [gel@gel.co.th](mailto:gel@gel.co.th)
- (5) Website [www.gel.co.th](http://www.gel.co.th)

## 2. The action on the complaints received.

The Company has received or complaints then. The Company will monitor the process of gathering information. And the measures taken to mitigate the damage to those affected. With regard to the damage suffered by all. After those responsible for such matters, is responsible for monitoring performance. And report the results to the recipients' violations / complaint and violations / complaint about it. The report on the implementation of the President. Chief Executive of the Audit Committee and Board of Directors, respectively, depending on the case.

## 3. Protection measures

In order to protect the rights of the violations / complaints or who cooperated in the company would not disclose the name, address or any other information of violations / complaints or cooperated in the investigation to determine protective measures in case he saw that they might be unsafe or may be suffering damage The people who have suffered damage would be mitigated by damage. The process is appropriate and fair.

The parties confirmed that the company had committed unethical business policies against the corrupt. Disciplinary action will be determined by the Company. Or have been determined by relevant laws.

## Chapter 5 Responsibility of the Board of Directors

The Company has realized about the importance of the role and duty of the board of directors toward it and its shareholders. The board of directors comprises the persons with knowledge, ability, skill and working experience from diverse fields, so it can perform the duty with effectiveness. The board must have leadership, vision, knowledge, ability, and various experiences, having loyalty, honesty and independence in decision-making for optimization of the Company and the overall shareholders. The board also has participated in setting the vision, goal, policy, operation direction, strategy, business plans, and the fiscal budget, including supervision for the management to perform according to the work plans and the set budget regularly. It shall follow up on the operations considering the legal principles, regulations and resolutions of the shareholders' meetings loyally, honestly, and ethically. It also shall supervise the administration of the management to comply with the targets and the guidelines for optimum benefits to the shareholders and sustainable growth of the organization.

## Compliance with the principles of corporate governance on the other

### Ethics

The company has been in business for over 53 years, with an established reputation of the business. The Company is focused on the subject of business ethics. That represents honesty, credibility towards stakeholders. The company has activities. By managing to communicate on the subject of business ethics. Ethics and employees should have the Company's employees, suppliers, competitors together. Employees receive regular in addition, the company has a policy prohibiting bribery and anti-corruption to the business interests of the Company. And let staff know in orientation of new employees into the company.

### Conflict of Interest

The Company has set up a policy so that its directors, the management and employees cannot take the opportunity from the employment to seek personal interest. It was approved by the board of directors in principle relating the trade agreements with the general trade conditions in dealing with the Company or its subsidiaries and the directors, the management or the involved persons. In case of qualifying as a related item under the notification of the SET, it has to comply with the guidelines strictly and disclose the information on it.

The Company has set up a prohibition to prevent from using an opportunity or information from being a director, the management or employee to seek a personal gain, or does business that competes with the Company or the related business. This includes preventing from using the inside information for personal benefit to transact the shares of the Company or give information to other people.

## Intellectual property rights

The Company recognizes the importance of intellectual property and copyright. The Company's policy not to infringe on the copyright or intellectual property rights of others. And let employees know the company. It will not copy, modify, or publicly. The intellectual property rights of others and constitutes a violation of the provisions of the law is strictly prohibited.

### 1) A channel for complaints

The Company provides a way to identify or complaints in case of doubt to have committed unethical business of the Company. The offense includes behaviors that corruption poses to the very unequal through the following channels.

(1) Managers or supervisors that they trust at all levels.

(2) Good Corporate Governance Committee

(3) Correspondence

Chief Executive Officer or Chairman of the Audit Committee.

Company General Engineering Co., Ltd. (Thailand)

44/2 Moo 2, Tivanon Road, Tambon Bangkadee, Aumpoe Muang,

Pathumthani Province 12000

(4) Email [gel@gel.co.th](mailto:gel@gel.co.th)

(5) Website [www.gel.co.th](http://www.gel.co.th)

## **2) The action on the complaints received.**

The Company has received or complaints then. The Company will monitor the process of gathering information. And the measures taken to mitigate the damage to those affected. With regard to the damage suffered by all. After those responsible for such matters, is responsible for monitoring performance. And report the results to the recipients violations / complaint and violations / complaint about it. The report on the implementation of the President. Chief Executive of the Audit Committee and Board of Directors, respectively, depending on the case.

## **3) Protection measures**

In order to protect the rights of the violations / complaints or who cooperated in the The company would not disclose the name, address or any other information of violations / complaints or cooperated in the investigation to determine protective measures in case he saw that they might be unsafe. or may be suffering damage The people who have suffered damage would be mitigated by damage. The process is appropriate and fair.

The parties confirmed that the company had committed unethical business policies against the corrupt. Disciplinary action will be determined by the Company. Or have been determined by relevant laws.

## **4) Internal Control System**

The Company always places a particular emphasis on the internal control system at both managerial and operational levels. For the maximum efficiency in operations, the Company clearly determined the duties and authority of operational personnel and managerial personnel in writing, and also controls utilization of all assets in a useful manner. Personnel in charge of operation control are evidently separate from those responsible for performance evaluation. The Audit Committee was appointed to review the Company's internal control system and internal audit system in a suitable and effective manner. The independent internal auditors are responsible for monitoring and inspecting the internal control system, and reporting the inspection result to the Audit Committee to ensure that the key operations are efficiently performed in accordance with the established guidelines.

## **5) Risk Management**

The Board of Directors appointed the Risk Oversight Committee and each member shall hold office for a term of 3 years. The Committee shall define the risk management policies and propose to the Board of Directors for consideration of the overall risk management in all aspects of operations. The Committee shall also supervise, review, and propose to the Board of Directors the policies and strategies on risk management and evaluation of overall risks to enable efficient implementation of risk management.

## **6) Report of the Board of Directors**

The Audit Committee is responsible for reviewing the financial statements, and shall convene a meeting with the Accounting Department, the Finance Departments and the auditor in order to propose the financial statements to the Board of Directors every quarter. The Board of Directors is responsible for the financial statements of the Company, including the financial information that appears in the annual report

(Report of the Board of Directors' Responsibility for Financial Statements). The financial statements are prepared according to the generally accepted accounting standards and certified by the Company's auditor. Essential information, financial and others, is completely and consistently disclosed based on the matters of fact.

### 7) The Board of Directors' Meeting

According to the Articles of Association of the Company, the meeting of the Board of Directors shall be organized at least every 3 months. Additional meeting may be summoned as necessary. The meeting notice shall be delivered to the directors not less than 7 days in advance of the date of meeting, except where urgent for the purpose of preserving the benefits of the Company. The agenda of each meeting shall be clearly prescribed and supplementary documentation for the meeting shall be sufficient and delivered to the directors in advance of the date of meeting in order for the directors to have enough time to study the information before attending the meeting.

The Chairman and the Chief Executive Officer shall mutually arrange the agenda and consider the matters that should be included in the agenda. Each director shall have opportunity to propose the matters for consideration to be included in the agenda. All directors shall openly discuss and express their opinions and the Chairman shall compile the opinions and made conclusions. A resolution of the Board of Directors' meeting shall be made by a majority of vote. A director shall have one vote. A director having an interest in a given matter shall not attend the meeting and/or have no right to vote on such matter. In case of an equality of vote, the Chairman of the meeting shall have a casting vote. Besides, the written minutes of the meeting shall be prepared after the meeting and the minutes of the meeting certified by the Board of Directors shall be kept and ready for the Board of Directors or related persons to examine.

### Meetings of the Board of Directors

The meetings in 2016 is summarized as follows:

#### Board of Directors

Board of Directors	Times of the meeting	Note
1. Prof. Dr. Borwornsak Uwanno	8/8	-
2. Mr. Sophon Pholprasit	7/8	-
3. Mr. Thitipong Tangpoonphonvivat	6/8	-
4. Dr. Tawat Anantanavanich	6/8	-
5. Mr. Wuttichai Sresthabutra	7/8	-
6. Mr. Suchat Boonbanjersri	6/8	-
7. Mr. Vichya Kreangam	8/8	-
8. Mrs. Pannee Jarusombat	8/8	-
9. Mr. Wirach Morakotkarn	7/8	-

**Audit Committees**

Audit Committee	Times of the meeting	Note
1. Mr. Suchat Boonbanjerd Sri	5/5	-
2. Mrs. Pannee Jarusombat	5/5	-
3. Mr. Vichya Kreangam	5/5	-

**Risk Management Committees**

Risk Oversight Committee	Times of the meeting	Note
1. Mr. Sophon Pholprasit	1/1	-
2. Mr. Thitipong Tangpoonphonvivat	1/1	-
3. Dr. Tawat Anantanavanich	1/1	-
4. Mr. Chainarin Sairungsri	0/1	-
5. Mrs. Wisadja Kochsena	1/1	-

**Nominating & Remuneration Committees**

Nominating and Remuneration Committee	Times of the meeting	Note
1. Mr. Wirach Morakotkarn	1/1	The appointment took effect from June 9, 2016
2. Mr. Thitipong Tangpoonphonvivat	1/1	-
3. Mr. Vichya Kreangam	1/1	-
4. Mr. Wuttichai Sresthabutra	0/1	Resigned on June 9, 2016

**Good Corporate Governance Committees**

Good Corporate Governance Committee	Times of the meeting	Note
1. Mr. Vichya Kreangam	10/10	-
2. Mr. Wirach Morakotkarn	6/10	Resigned on June 9, 2016
3. Mr. Wuttichai Sresthabutra	8/10	-
4. Mrs. Wisadla Kochsena	9/10	-

## Executive Committees

Executive Committees	Times of the meeting	Note
1. Mr. Thitipong Tangpoonphonvivat	11/12	-
2. Dr.Tawat Anantanavanich	12/12	-
3. Mr. Wuttichai Sresthabutra	12/12	-

### (5) Remuneration

The Company has transparently and clearly established the policy on remuneration of the directors. The remuneration rate is suitable for the duties and responsibilities of each director and sufficient for retaining the competent directors. The remuneration shall be approved by the annual general meeting of shareholders.

The remuneration of directors and executives shall be disclosed in accordance with the form specified by the Securities and Exchange Commission.

As at 31 December 2016, the Company's directors who passed the training programs organized by the Thai Institute of Directors Association and other training institution are as follows.

### Developing the ability of directors

The Company has a policy to encourage the development of skills, continuous and adequate. Encouraged by the training courses or seminars. An increase in the performance of the Board as the training organized by the Thailand Institute of Directors (IOD). The Company has provided an orientation to take a position on the Board of Directors has acknowledged the company's business policy. As well as the duties and responsibilities of the board. And other committees As well as providing information The related annual report Policy Governance And Ethics In addition, the Company has provided a guide for directors, which gathers useful information for directors of listed companies. Such as the Companies Act 1992, the Securities and Exchange Act (No. 4) BE 2008. Corporate governance for listed companies. Guide listed companies, etc.

As at 31 December 2016, the Company's directors who passed the training programs organized by the Thai Institute of Directors Association and other training institution are as follows.

### Training programs organized by the Thai Institute of Directors Association:

Name	Training Program	Training Institution
1. Dr. Vichaya Krea-Ngam	Corporate Governance for Executives	The Thai Institute of Directors Association
2. Mr. Wuttichai Sresthabutra	Director Accreditation Program Class 131/2016	The Thai Institute of Directors Association

**Training program organized by other institution:**

Name	Training Program	Training Institution
1. Mrs. Wisadja Kochsena	Law and Practical Guidelines for Investment in Myanmar	The Federation of Thai Industries

**The Board of Directors' Self-Assessment**

The Board of Directors conducts the collective self-assessment on a yearly basis to allow all directors to jointly consider and review their performance, including problems and obstacles during the past year for further improvement and increase in efficiency.

the Company delivers the self-assessment form to all directors to assess the Board's performance before doing the self-assessment form (Briefing) because this is the self-assessment form for the listed company that newly initiated assessment. The company will provide an assessment at least once a year. The criteria and methods of evaluation are as follows.

**Meaning**

Calculating (percent)	Level
80 - 100	excellent
79 - 70	good
69 - 60	Average
59 - 0	Improvement

**Methods**

- Assessor: All Directors
- This form evaluates scoring method for allow the evaluation to compare the results of each topic or compare the results of each year. The meaning of rating is as follows
  - 0 = strongly disagree Or no action on that issue
  - 1 = disagree or take action on that matter
  - 2 = agree or take action on that matter fairly
  - 3 = quite agree Or have a good deal on it.
  - 4 = strongly agree Or have a great deal about it.



The scoring details are as follows:

Details	Number of Topics	Score
1. The structure and qualifications of the Board in the following matters are appropriate make the work of the board effective.	9	36
2. The Board of Directors' meeting was held on the following issues in order for the Board to perform its duties effectively.	6	24
3. Roles and responsibilities of the Board have featured take into consider, review and action in the following matter in sufficient detail.	12	48
4. The other	2	8
<b>Total</b>	<b>29</b>	<b>116</b>

After all directors to assess the Board's performance already. Then it is proposed to the Board of Directors meeting to know or compare within the first quarter of next year.

For the self-assessment form for Year 2016 the Company summarizes and presents the assessment result to the Board of Directors No 1/2560 held on 17th January 2017 for acknowledgement.

In Year 2016, the total score of Board of Directors' self-assessment is 95.21%, the excellent level.