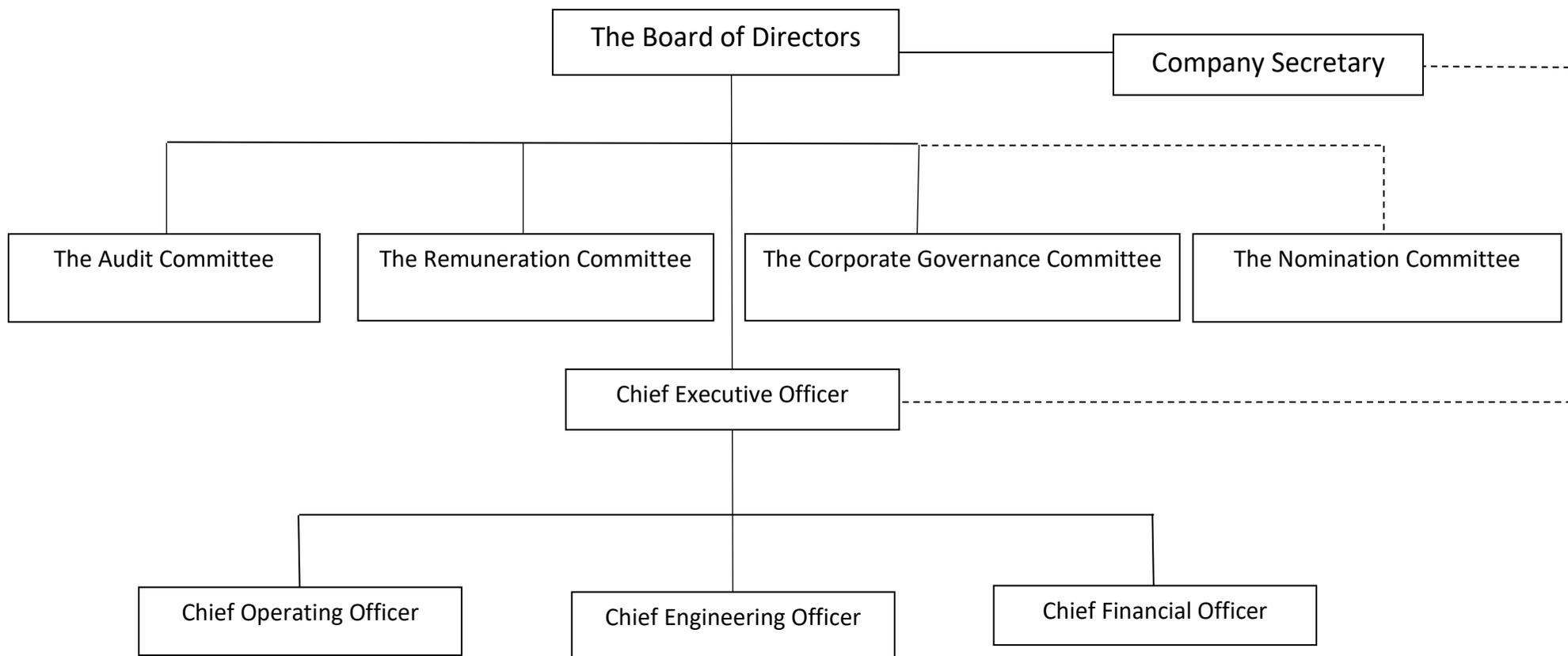


Corporate Governance Code

The board of directors recognizes the importance of good corporate governance which provides sustainable value of the business, transparent and efficient administration as well as trusts of shareholders, investors and related persons in compliance with the law and regulations of the Stock Exchange of Thailand (SET). Therefore, the following corporate governance code has been determined in writing as practical standard.

1. The board of directors will ensure that the organization has good administration which includes setting of vision, objectives, goals and operating policy strategy as well as regular follow-up, evaluation and report of operating results.
2. To supervise the administration with responsibility, due care and honesty towards the organization in order to achieve the company's goals, to be in line with the law, regulations, shareholders' resolution as well as determined policy for the company's maximum benefits, and to avoid conflicts of interest.
3. The board of directors, management and all employees will perform duties with their full determination, dedication and responsibility for the company's maximum benefits, and will always adhere to the corporate governance code, code of conducts and policies with understanding, trust and faith as the organization's good culture.

In addition, The board of directors will review the charter and the corporate governance code depending on circumstances, and will evaluate the results of adherence to the code at least once a year.



Part 1

Business Objectives and Major Goals for Sustainability

Vision

"We shall become a leader of battery manufacturers in terms of world-class quality technology"

Target

"To manage competitive production cost and continuously increase sales and share in domestic and overseas markets"

Mission

"To become a battery manufacturer with quality and competitive cost derived from applying new technological innovation and philosophy to develop management, production and personnel for the company's stable steps, reliability and achievement."

Guideline on Business achievement

To achieve the company's goal as a leading manufacturer of automotive battery in terms of quality, competitive cost, one-stop service and growth with customers by focusing on creating value of the organization, shareholders and stakeholders, good governance, risk management, internal control and social responsibility, the company has plans to manage the organization to sustainably grow by concentrating on balance of finance, customers, operating procedures and administrative results. These will be considered from feasibility, reasonability, balance and fair risk. Decisions will be made on the base of analysis, comparison of internal and external operations, benchmarking analysis and stakeholder analysis. Regular analysis and improvement shall be conducted.

Part 2

Board Structure

The board structure of the Company requires at not less than 5 directors but not less than half of the total number of directors must reside in the Kingdom where it is appropriate, checked and balanced the power amongst them

The board of directors must have a proportion between executive directors and non-executive to reflect the balance of power. The non-executive directors can independently provide opinions on the work of the management.

The board of directors has appointed 4 sub-committees which are Audit Committee, Remuneration Committee and Corporate Governance Committee.

However, for the Nomination and Election Committee, the Company will establish periodically when there is a need to recruit a new director or add director.

2.1 The Board of Directors

The board of directors consists of knowledgeable and capable people who are accepted and trusted by jointly working with the top management to determine the direction, overall organization for corporate governance and working performance of the top management in accordance with the plan with the top management

2.1.1 Qualifications of directors

2.1.1.1 Directors must be an ordinary and reaches legal age which are qualified and not prohibited by the law

2.1.1.2 Directors must have knowledge, capability and experience that will benefit the business operation and have an interest in the business of the Company as truly directors

2.1.1.3 Directors must not conduct business with the same condition and compete with the business of the Company or become a partnership or directors in other juristic persons with the same condition and compete with the activities of the Company, whether it is done for one's own benefit or for others.

2.1.2 Duty and Responsibility of Directors

Directors recognize their duties and responsibilities in operating business of the Company by setting the following good principles for the Company's directors in accordance with the law and criteria of the Securities and Exchange Commission, Thailand (SEC) and the Stock Exchange of Thailand (SET).

- 2.1.2.1 Directors must perform their duties with responsibility, due carefulness and honesty and comply with the law, objectives, regulations of the Company and resolution of the board of directors and Shareholders' Meeting
- 2.1.2.2 Considering to set and review the policy, direction of the Company's operation, strategy, supervise to be aligned with the policy effectively and develop the capability of the Company to complete and maximize the economic value and shareholders' wealth.
- 2.1.2.3 The board of directors must be responsible for the shareholders regularly, respectful for the rights of shareholders and stakeholders fairly and operate with protection of shareholders' benefits, disclose correct and complete information to investors with standard and transparency
- 2.1.2.4 The board of directors set the regulations of the Company and code of corporate conduct for internal practice of the organization
- 2.1.2.5 The board of directors should regularly monitor the operation of the Company and acknowledge the compliance with the law and contractual requirements relating to the Company in order to be effective
- 2.1.2.6 The board of directors will conduct the effective risk management system, internal control system and internal audit.
- 2.1.2.7 The board of directors supervises to set the good corporate governance policy, anti-corruption policy clearly and internal and external communication.
- 2.1.2.8 The board of directors supervises to ensure that there are mechanisms and procedures for handling complaints and protective measures for whistleblowers.
- 2.1.2.9 The board of directors considers to appoint, amend, remove and terminate the directors.
- 2.1.2.10 The board of directors considers to select and appoint the Company's auditor as well as determine the remuneration of the Company's auditor.
- 2.1.2.11 The board of directors appoints the Company Secretary to assist the activities of board of directors and operate in accordance with the law, regulations of the Company or any assigned work
- 2.1.2.12 Directors must report to the Company to acknowledge their interests or related person from managing the business of the Company or Subsidiary
- 2.1.2.13 Directors supervises the transactions of the Company and Subsidiary in the manner of receiving other financial benefits apart from the normal receiving

or transactions that cause conflict of interests and must not directly or indirectly participate in approving the issue that they are interested or conflict of interests

- 2.1.2.14 The board of directors supervises to make the financial report and disclose the information with correctness, adequacy and punctually in accordance with the standard requirements.
- 2.1.2.15 Arranging for the disclosure of information regarding the transaction with the related person such as acquisition or sale of asset, other important transaction for capital increase, capital reduction and dissolution of Subsidiary
- 2.1.2.16 Arranging for the annual performance assessment of board of directors and sub-committees once a year
- 2.1.2.17 The board of directors and sub-committees arrange for the performance assessment both committee and individual. The cross-assessment method may be used for self-assessment or committee. The procedures and overall assessment results must be disclosed in the annual report.
- 2.1.2.18 The board of directors has the duty to assess the performance of Chief Executive Officer, top management and overall employees of the Company.
- 2.1.2.19 The board of directors monitors and supervises the management and develops knowledge, skills and experiences for employees.
- 2.1.2.20 The board of directors emphasizes and supports the creation of an organizational culture that promotes innovation for mutual benefits for the business, customers, partners, society and environment.

2.1.3 Term of Office

- 2.1.3.1 Term of office for directors shall be aligned with the Company's Articles of Association no.17 at every Annual General Meeting of Shareholders that one-third of directors must be retired from the position or the number of removed directors should be nearest to one-third.

Directors who must retire in the first and second year after the registration of the Company shall use the lottery method and the following years, the directors who take the position with longest term shall be retired.

Directors who are retired shall be re-elected.

- 2.1.3.2 Aside from the retirement by rotation, directors shall be retired when
 - (1) Death
 - (2) Resignation

- (3) Disqualification or prohibition under the Public Limited Companies Act (and/or) Securities and Exchange Act
- (4) The resolution of the Shareholders' Meeting shall be passed by a vote of not less than three-fourth of total shareholders attending the meeting and having the voting right and shares shall not be less than half of the total shares held by the shareholders attending the meeting and having the voting right.
- (5) The court has the judgment or issues the order.

2.1.3.3 Any director who resigns from the position shall submit the resignation letter to the Company. The resignation will be effective after receiving the letter. The resigned director may inform about the resignation to the public company registrar for acknowledgment.

2.1.3.4 In the event that the position of director is vacant for other reasons apart from the completion of the term, the board of directors shall select the person who is qualified and is not prohibited by the Public Limited Companies Act and/or Securities and Exchange Act as a director in the next The board of directors' Meeting unless the term of director is less than 2 months. The person who takes the position for replacement shall have the same remaining term as the resigned director

2.1.3.5 In appointing the Audit Committee must be selected from the independent directors only.

2.1.3.6 No member of the Audit Committee can hold the position more than 3 years per term. The service period of the Audit Committee member shall not exceed full 9 (nine) consecutive year. However, as far as in compliance with related laws and regulations stipulated by the regulatory agencies in Thailand, and as far as the board of directors of the Company deems its reason as reasonable, then, subject to by limiting to the necessitated period of time before the appropriate candidate of the successor in appointed, he/she can serve for an extended period. The board of directors of the Company has to make utmost efforts to find and appoint the appropriate alternative member in due course. However, after 2 (two) years of his/her expiry term of 9 (nine) consecutive years and plus such an extended period stipulated in first paragraph, he/she can be newly appointed as Audit Committee member in accordance with the laws, regulations and the Company's charter.

2.1.4 The Board of Directors' Meeting

- 2.1.4.1 The board of directors must hold the meeting at least 3 months per time.
- 2.1.4.2 The date of the board of directors meeting must be set in advance and informed to each director for acknowledgement.
- 2.1.4.3 At the board of directors meeting, it is required at least half of total directors must attend the meeting; therefore, a quorum shall be present.
- 2.1.4.4 In the event that the Chairman is not present at the meeting or unable to perform the duty, Vice Chairman shall be served as a Chairman. If Vice Chairman is not present at the meeting or unable to perform the duty, the present directors shall elect a director to serve as a Chairman of the meeting.
- 2.1.4.5 Each director must attend the meeting at least 75% of all of the board of directors' Meetings in the year.
- 2.1.4.6 The decision of The board of directors' Meeting shall be made by a majority vote. Each director has one vote but the director who is interested in any issue shall not be entitle to vote on such issue and invited to leave the meeting during the resolution.
- 2.1.4.7 In voting, if the votes are equal, the Chairman of the meeting can vote for another vote as a majority.

2.1.5 Nomination and Election of Directors

For the process of electing a new director, the Nomination and Election Committee can nominate the appropriate person for the board of directors through identifying the following guidelines for nominating and appointing the directors.

- 2.1.5.1 Considering from various qualifications by emphasizing on appropriate qualifications, experiences, a variety of professions, vision, morality, resume and giving opinions independently to present in the Shareholders' Meeting.
- 2.1.5.2 In the case that the position of the Company's director is vacant, it may consider appointing the person to take the vacant position according to the Company's regulations. To nominate a person to be elected by the Shareholders in place of the retired director by rotation, it must be proposed to the board of directors for consideration before proposing to Shareholders for consideration.
- 2.1.5.3 At every Annual General Meeting, one-third of all directors must be retired. The retired directors may be re-elected by the approval of Shareholders' Meeting or another person may be appointed as a new director.
- 2.1.5.4 Shareholders' Meeting is required to elect the director with the following rules and regulations.

- (1) Each shareholder's vote equals to one share one vote
- (2) Election of director shall be voted individually or the committee according to the total number of directors to be elected at that time depending on the approval of Shareholders' Meeting. In voting, whether it is the election of individual or committee, the person who is nominated for the director shall receive votes from the shareholders according to the number of shares held by the shareholders. (1) the shareholders cannot share their votes to anyone else.
- (3) A person who receives the highest votes in descending order shall be elected as a director equal to the number of directors.
- (4) In the event that the person who is elected has equal votes in the last order, the Chairman of the meeting shall have a casting vote.

2.1.6 Improvement of Directors

The board of directors recognizes the importance of improving the directors. They are encouraged to attend internal and public training courses or seminars which are beneficial to their duties at the Thai Institute of Directors (IOD), the Thai Listed Companies Association and relevant institutes in order to enhance potential of professional leadership, understanding of corporate governance roles and efficiency of performance. Every time the company receives notifications of training or training materials relating to the board of directors, such notification will be forwarded to the directors for study and consideration to join.

2.1.7 Orientation of New Directors

In the event that there is a new director, he/she will learn the company's business plan, securities, shareholders, organizational structure, authority of a director, report of a director's benefits, disclosure of information, code of conducts and the law relevant to a company director. The company secretary will provide a guidebook for the new director within two weeks together with a letter of director appointment according to the shareholders' resolution. An orientation will be prepared for the new director at least two weeks before the first board meeting.

2.1.8 Self-Evaluation of Directors

The Board of Directors must evaluate their working performances at least once a year to review their performances, issues and obstacles of the Good Corporate Governance, in order to increase the efficiency of working of the Board of Directors in accordance with the principles of the Good Corporate Governance.

The company secretary has to submit the evaluation forms of the Board of Directors which evaluate the working performance of the whole board according to the prescribed guideline of the Securities and Exchange Commission (S.E.C.). After completing the evaluation,

the directors submit their evaluation forms to the company secretary in order to collect the evaluating scores of each director and make conclusion of the evaluation to report the board of directors according to the objectives.

2.1.9 Remuneration of Directors

The board of directors recognizes the importance of defining remuneration for directors by considering knowledge, capability to perform duties and dedication to make the company's benefits in line with their own duties and responsibility. The Remuneration Committee will review the remuneration of directors every year and propose it for approval of the board of directors and the Annual Shareholders Meeting.

2.2 Independent Directors

2.2.1 Definition of Independent Directors

An independent director is a director who does not have a relationship with a major shareholder or related persons and meet the minimum standard of the qualifications specified by the Securities and Exchange Commission, Thailand.

2.2.2 Qualification of Independent Directors

- 2.2.2.1 Hold less than one percent shares of the total ordinary shares of the company, subsidiary, associated company or juristic person which might have conflicts. This includes the shareholding of independent director's related persons.
- 2.2.2.2 Not or never be an executive director, employee, salary-paid consultant, authorized person to control the company, subsidiary, associated company or juristic person who might have conflicts during the preceding 2 years.
- 2.2.2.3 Not have blood or legal family relationship in forms of parents, spouses, sisters, brothers, children and children's spouses with an executive, a major shareholder, an authorized person or any other persons to be proposed as executive or authorized person of the company or subsidiary.
- 2.2.2.4 Not have any business relationship with the company, parent company, subsidiary, associated company or juristic person who might have conflicts which might obstruct independent discretion. Not or never be a major shareholder, non-independent director, executive relating to the company, parent company, subsidiary, associated company or juristic person who might have conflicts during the preceding 2 years before the date of filing permission to the office.
- 2.2.2.5 Not be an auditor of the company, parent company, subsidiary, associated company, major shareholder or authorized person of the company as well as a significant shareholder, authorized person or partner of the auditing firm

which supervises an auditor of the company, parent company, subsidiary, associated company, major shareholder or authorized person of the company during the preceding 2 years.

- 2.2.2.6 Not or never be a profession service provider, legal consultant or financial consultant who receives service fee amount to more than 2 million baht per year from the company, parent company, subsidiary, associated company, major shareholder or authorized person of the company as well as a significant shareholder, authorized person or partner of the service provider during the preceding 2 years in prior to the appointment.
- 2.2.2.7 Not be a director appointed as a delegate of company director, major shareholder or shareholder relating with the company's major shareholder.
- 2.2.2.8 Not operate business similar to or competitive with the business of the company, parent company, subsidiary, associated company, major shareholder or juristic person who might have conflicts. Not be an executive director, employee, salary-paid consultant or hold more than one present of the total ordinary shares of the company similar to or competitive with the business of the company, parent company, subsidiary, associated company, major shareholder or juristic person who might have conflicts.
- 2.2.2.9 Not have any other traits which obstruct independent opinion on the company's business operation. In general, independent opinion means expressing ideas or report assigned tasks without due care of any benefits relating to assets or positions, not be under the influence of person or group of persons as well as circumstance which prevent expressing straightforward opinion.
- 2.2.2.10 After appointment of independent director who meets the qualification of (2.2.2.1) to (2.2.2.9), the independent director might be assigned by the board of directors to review, check or follow up to the issues relating to the company, subsidiary, associated company, major shareholder or authorized person of the company by collective decision and report to the board of directors.

2.3 Chairman

2.3.1 Authorization and Responsibility of Chairman

The board of directors recognizes the importance of chairman's duties, so the following roles are determined.

- 2.3.1.1 Direct, follow up to and take due care of the board of directors to efficiently perform their duties to achieve objectives and core goals of the company.
- 2.3.1.2 Support and take due care of all directors to participate in promoting the organizational culture in compliance with code of conducts and corporate governance code of the company.
- 2.3.1.3 Chairman summons a Board of directors meeting.
- 2.3.1.4 Set agendas of board meetings and submit letters of appointment as well as meeting materials 7 days in prior to the meeting, so that the board of directors have enough information and time. In the event of urgent issue which helps reserving rights or benefits of the company, any other kinds of summons can be applied and the meeting date can be earlier.
- 2.3.1.5 Chairman is a chair of shareholders meetings to control the meetings under the company's regulations regarding meetings and conduct it following the agendas specified in the letter of appointment. The order of agendas can be rearranged by the shareholders' resolution which consists of more than two-third votes of the shareholders.
- 2.3.1.6 Chairman supervises the shareholders' meetings in order to allow efficient communication between directors and shareholders.

2.4 Sub-Committee

The board of directors appoint sub-committees, including Audit Committee, Remuneration Committee, Corporate Governance Committee and Recruitment Committee to conduct specific issues and propose results for consideration and acknowledgement of the board of directors. A sub-committee has duties and responsibility as defined in each written charter.

2.4.1 Audit Committee

Assigned by the board of directors, the Audit Committee is a sub-committee consisting of 3 members at a minimum. All must be independent directors. At least one of them must have enough knowledge and experience in financial and accounting to review the reliability of the financial statements. Qualifications of the Audit Committee must be in line with the criteria of the Securities Exchange Commission and the Stock Exchange of Thailand. Significant duties and responsibility of the Audit Committee are provided as follows: -

- 2.4.1.1 Review and conduct the financial statement to be in line with the accounting standard with appropriate data disclosure, consider and propose an external auditor.
- 2.4.1.2 Review the internal control and internal audit to be efficiently and reliably.

2.4.1.3 Review the company's performance to be under the relevant law and standards.

2.4.2 Remuneration Committee

The Appointed by the board of directors, the Remuneration Committee is a sub-committee which consists of 3 members at a minimum. At least one of them shall be independent director while the others shall not be executive directors. Main duties and responsibility are provided as follows: -

2.4.2.1 Consider and propose remuneration of the board of directors and other committees appointed by the board of directors.

2.4.2.2 Consider, propose and/or review the benefits of top management considered by the board of directors to be changed.

2.4.2.3 Consider and review bonus of the company's employees and propose it for approval of the board of directors.

2.4.3 Corporate Governance Committee

Appointed by the board of directors, the Corporate Governance Committee is a sub-committee which consists of 2 independent directors, 2 non-executive directors and Chief Executive Officer. The Chairman of the Corporate Governance Committee shall be an independent director, taking charge of supporting the directors, management and all levels of employees to comply with the Company's code of conducts and anti-corruption policy as well as ethics and regulations specified by supervisory organizations, such as the Securities and Exchange Commission and the Stock Exchange of Thailand.

2.4.4 The Nomination Committee

The Nomination Committee is appointed upon recruitment of a new director. It consists of 3 members, taking charge of setting regulations, reviewing and controlling recruitment of appropriate person to hold position of director for approval of the board of directors, and/or the shareholders' resolutions.

The Company Secretary shall make a report or propose relevant information and documents to the Recruitment Committee, supporting them to achieve their duties, and disclose data and details of recruitment procedures.

2.5 Chief Executive Officer

Chief Executive Officer has duties to administrate the company's operation to be in line with the policies assigned by the board of directors with responsibility, due care and honesty as well as the law, objectives, regulations, board resolution and shareholders'

resolution. The board of directors defines qualifications and duties of Chief Executive Officer in writing as follows: -

2.5.1 Qualification

The consideration is made from **the professional** who have knowledge, capability, experience in various professions and skills necessary for business administration which are beneficial to the company. In addition, he/she must not have any inappropriate traits for managing the business.

2.5.2 Recruitment of Chief Executive Officer

For recruitment of a new Chief Executive Officer, the majority of shareholders can propose a suitable person to the board of directors. The guidelines of recruitment are provided as follows: -

2.5.2.1 The consideration is made based on qualifications, such as education, experience, expertise in various professions, visions, morality and working history.

2.5.2.2 In the event of vacancy for Chief Executive Officer which is not retirement by rotation, the majority of shareholders propose an appropriate person for approval of the board of directors.

2.5.3 Authorization and Responsibility of Chief Executive Officer

2.5.3.1 Chief Executive Officer shall act in the similar manner as an ordinary person undertaking the like business under the similar circumstance.

2.5.3.2 Chief Executive Officer shall operate the business with knowledge, capability and experience in order to achieve the objectives with responsibility and due care under the law and regulations of the company or assignment from the board of directors for the maximum benefits of the company. He/She shall not perform any actions against the company's benefits.

2.6 Company Secretary

The board of directors shall appoint a company secretary responsible on behalf of the company or the board of directors. The company secretary is responsible for coordinating with internal and external sections under the Securities and Exchange Act (No.4) B.E. 2551.

2.6.1 Qualification

2.6.1.1 Have fundamental knowledge of principles of the organizations supervising public limited company and S.E.T.-listed company.

2.6.1.2 Have knowledge and understanding on corporate governance principles and practices.

2.6.2 Authorization and Responsibility of Company Secretary

The company secretary shall perform duties with responsibility, due care, honesty, virtue, ethics and compliance with the law, objective, regulation of the company, and approval of the board of directors and shareholders. The duties are provided as follows: -

- 2.6.2.1 Preparing and keeping the following documents:
 - (A) a register of directors;
 - (B) a notice calling director meeting, a minute of board of directors meeting and an annual report of the company;
 - (C) a notice calling shareholders meeting and a minute of shareholders meeting;
- 2.6.2.2 keep and submit a copy of report on interest of directors, chief executive officer and relevant persons to the chairman of the board and the chairman of the audit committee within seven business days from the date on which the company has received such report.
- 2.6.2.3 Give fundamental advice to the directors regarding the law and regulations of the company, follow up to the regular and correct compliance, and report significant changes to the board of directors.
- 2.6.2.4 Disclose true data and information to the stakeholders or investors about details of the company.
- 2.6.2.5 Be a communication center with shareholders, general investors or persons requiring details of the company.
- 2.6.2.6 Perform any actions according to the Securities and Exchange Commission and assignment from the board of directors.

2.6.3 Improvement of Company Secretary

The board of directors recognizes the importance of knowledge improvement. The company secretary is supported to apply for certified programs for regular knowledge improvement which is beneficial to his/her duties under corporate governance code.

2.7 Corporate Governance Code of Subsidiary

The company has appointed some directors to hold the position of directors of the subsidiary. The subsidiary has set the following regulations to control appropriate corporate governance: -

- 2.7.1 Appoint directors, executives or authorized persons of the subsidiary in writing;

- 2.7.2 Define coverage and responsibility of the representatives of the company conording to (2.7.1). The representatives shall control the operation of the subsidiary in compliance with the corporate policy.
- 2.7.3 Set an appropriate and sufficient internal control system for the subsidiary, and make things in line with the relevant law and regulations.
- 2.7.4 Perform duties with responsibility, due care, honesty and compliance with the law, objectives, regulations of the company and approval of the board of directors and shareholders.
- 2.7.5 The directors of the subsidiary shall act in the similar manner as an ordinary person undertaking the like business under the similar circumstance.
- 2.7.6 The directors of the subsidiary shall perform any actions with honesty and concern on fair and appropriate targets for the company's maximum benefits, and shall not perform any actions against the company's benefits.
- 2.7.7 Disclose financial statement, operating results, related transactions, acquisition or selling of significant assets, any other important transactions, increase of capital, decrease of capital, dissolution of subsidiary, and etc. completely and correctly within appropriate period specified by the company.
- 2.7.8 Promote good corporate governance, code of conducts, significant policies and other practices relating to corporate governance code for the subsidiary's employees to comply with as the same standard.

Recruitment and Human Resources Management

3.1 Recruitment for Top Management Succession

Top Management means a manager or person who is in charge of managing the Company with position level 11 up.

The Company has established a succession plan for top management with the objective to prepare manpower in both quantity and quality to create the continuity of appropriate management and to select and prepare the right person for all important position levels, especially for top management by determining the management policy and management development policy when having a vacancy such as Chief Operating Officer, Chief Executive Engineer or equivalent.

3.2 Human Resources Management

The Committee recognizes the importance of human resources management and development in accordance with the direction and strategy of the organization and employees at all levels to have knowledge, skills, experience and create work motivation.

The Remuneration Committee determines the remuneration for employees by considering from the criteria of employees' role and responsibility and market condition in general to increase the encouragement and convenience while working along with the stability of employees' living.

In this regard, the Company has established the provident fund in accordance with the Provident Fund Act B.E. 2530 to support the employees to have knowledge and understand about money management in which the employee can choose whether to be a member or not.

Part 4

Responsibility of Board of Directors

The board of directors recognizes the importance of conducting business with concrete responsibility to stakeholders. Therefore, the board of directors identifies the code of conducts in clear practice and creates awareness of directors, top management and employees of the Company and its Subsidiary for social responsibility, environment and stakeholders with the following practices:-

4.1 Responsibility for Employee

The board of directors follows up to and pays more attention on the importance of fair treatment of employees and respect for human rights without discrimination. In addition, the board of directors has the duty to determine the fair remuneration and other benefits for employees in accordance with the law and regulations and supervise the safety and occupational health at work.

4.2 Responsibility for Customers

The board of directors supervises the customer service to be satisfied with products by assigning the involved person to disclose the correct information to the customers, keep the customer information, provide after-sales service and give various ways to access services to be fair and to meet the needs of customers to be more efficient and effective.

4.3 Responsibility for Business Partners

The board of directors supervises to ensure that the business partners are treated equally and fairly with honesty in business based on fair compensation for both parties as well as strictly complying with the agreed contract and avoiding any situation that may cause a conflict of interest.

4.4 Responsibility for Society and Community

The board of directors supervises to set a policy in order to prevent the impact on society and community with guidelines for social and community development to create knowledge, exchange experiences and aim to develop the quality of society and community.

4.5 Responsibility for Environment

The board of directors supervises the environmental management to be aligned with the law and environmental standards under the requirements of the International

Organization for Standardization, and monitors the support of efficient use of resources in all processes relating to business operations by recognizing the impact on environment.

4.6 Fair Competition

The board of directors supervises the business operations under the law relating to trade competition without any monopolistic action, reduction of competition or limitation of competition in the market.

Any actions which may cause damage to business operations of others in any manners, such as business barrier, using the unfair market power, unfair bargaining power or identifying the trade condition in order to limit or obstruct the business of others unfairly.

4.7 Anti-corruption Policy

The board of directors supervises and ensures that there is a written anti-corruption policy and practice by setting the whistleblowing policy to be a guideline for practice and procedures and having an appropriate protective measure for whistleblower or involved person in order to have transparency in business operations directly or indirectly.

The board of directors arranges the management process such as record, follow up to the progress, report together with providing the channel to receive the complaint through website or annual report.

The board of directors supervises to publicize, provide knowledge and make understanding to directors, management, employees, or involved persons in order to comply with the anti-corruption policy correctly.

Part 5

Risk Management and Internal Control

5.1 Internal Control

The board of directors supervises to set the internal control system by setting the written policies and practices as follows: -

- 5.1.1 To supervise in setting activities that are considered as risk factors both internal and external organization in accordance with the standard system, including identifying, analyzing and assessing risks that may affect the operation of the business objectives and managing risks appropriately.
- 5.1.2 To supervise to have an information technology system for process data and making report to specify the type of organization data level, process of receiving and sending data and internal storage procedures.
- 5.1.3 To supervise to have a channel to receive information in order to prevent from wrongful behavior or corruption in the organization.
- 5.1.4 To monitor, supervise and evaluate the quality of work including the business operation in accordance with the involved the law, rules and regulations.
- 5.1.5 To arrange the efficient and enough audit and balance mechanism to protect the company's assets.
- 5.1.6 To supervise to have a process for monitoring the internal control system of the designated work with transparency and efficiency.

5.2 Internal Audit

The board of directors recognizes the importance of internal audit, so they require the Internal Audit Department to audit and evaluate various operations independently in accordance with the law, regulations and policies of the Company with accuracy and reliability of data of the Company and its Subsidiary and report to the Audit Committee every month to find out the cause and solution to prevent the possible damage by creating the preventive work system to be useful and concrete to the organization and setting the guidelines as follows:-

- 5.2.1 The Audit Department is under the supervision of the Audit Committee. It is responsible for auditing the work procedures of various departments in order to evaluate the internal control system and provide the recommendations by reporting the audit results to the Audit Committee and Chief Executive Officer.
- 5.2.2 To prepare the annual audit plan by applying the Risk Management Approach according to the criteria of The Committee of Sponsoring Operations of the

Treadway Commission (COSO) which is an international standard to evaluate various departments and the Audit Committee will approve the annual audit plan.

5.2.3 To follow up the improvement results of operation for appropriateness Frequently.

5.3 Risk Management System

The board of directors supervises the operational risk of the organization to drive for effective evaluation process and risk control in order to help reduce or get rid of obstacles caused by lacking of good coordination by setting the following guidelines: -

- 5.3.1 To provide a risk management system to be a part of strategic planning management and the operation of the Company and propose guidelines for effective risk management with the framework of operations and risk management procedures to be consistent for appropriate application.
- 5.3.2 To supervise all employees to be aware of the risks from working in their departments and organization and must focus on various risk management adequately and appropriately by requiring all departments to be responsible for risk assessment as the risk indicators to prevent and reduce risks.
- 5.3.3 To follow up and assess the result of risk management frequently and prepare the report about the operational risk and risk management procedures.
- 5.3.4 To support and provide knowledge to understand about the process and guidelines of risk management for management and employees continuously to enable everyone at all levels to take part in the risk management operations of the organization as a part of the culture that leads to value creation.

Part 6

Data Disclosure and Data Usage

6.1 Conflict of Interest

The board of directors supervises and ensures that there are written policies and procedures for approval of related transactions, including methods to prevent management and involved persons from using internal information of the Company for personal benefits and other people. In order to prevent conflicts of interest in the Company in case of making any other transactions for the benefit of the Company, those transactions must be made with transparency, fairness, as if making transactions with third party.

The board of directors supervises to strictly comply with the criteria, method and disclosure of the Company's related transaction data.

6.2 Data Usage

The board of directors supervises the use of internal information and the security of information of the Company; therefore, the guidelines are set for data usage, confidentiality and prevention of data usage to seek wrongful benefits as follows:

- 6.2.1 Directors, management and external auditor as well as spouses and underage children must prepare, disclose reports on securities holding and changes in the holding of the Company's securities and send a copy of the reports to the Company on the same day as the report submission date to the Securities and Exchange Commission, Thailand (SEC) and The Stock Exchange of Thailand (SET) as follows: -
- First report (Form 59-1) : within 30 days from the closing date of the offer for sale of securities or the date of appointment as management.
 - Report of change in holding (Form 59-2) : every purchase, sale, transfer or acceptance of transfer within 3 business days from the date of purchase, sale, transfer or acceptance of transfer.
- 6.2.2 Directors, management and employees of the Company must keep secret of the Company and/or internal information.
- 6.2.3 Directors, management and employees of the Company who receive internal information are prohibited to use that information for trading in securities and disclose that information to other people who may use for wrongful benefit and no matter what they receive a return or not.

6.2.4 Supervising the channel of providing information to third party equally, punctually, an acceptable channel, protection of confidential information and information that affects stock price.

6.3 Data Disclosure

The board of directors emphasizes the importance of data disclosure, data quality of the Company both financial and non-financial information or information which may affect the price change of the Company's stock. The details are as follows: -

- 6.3.1 Arranging the knowledgeable and experienced people who deal with the preparation and disclosure of data for appropriate duties and sufficient amount.
- 6.3.2 Supervising the disclosure of important information of the Company both financial and non-financial information in accordance with the specified standards correctly, completely, timely and transparently for the benefits of shareholders to consider and make decisions and update information according to the annual report form (Form 56-1) and the annual report of the Company (Form 56 -2) showing financial status and operation results in accordance with the criteria and procedures as announced by the SET and SEC.
- 6.3.3 Information must be disclosed easily in the accessible channels such as through the Company's website via the electronic system of the Stock Exchange (SCP Straight Through). Information should be publicly made in Thai and English versions for shareholders and other involved people to be thoroughly informed.

Part 7
Maintaining Financial Credibility

- 7.1 The board of directors recognizes the importance of sustainable business operations by supervising the disclosure of important information, such as disclosure of information in compliance with the law, ethics, anti-corruption policy, treatment with employees and stakeholders.
- 7.2 **The Audit Committee** supervises, assesses the financial status of the business and reports to the board of directors about the financial liquidity and solvency that do not affect the continuity of business operation.
- 7.3 The Board of Director emphasizes the importance of approving any transaction or proposing comments to the Shareholders' Meeting to approve such transaction to avoid the effect against the financial liquidity or solvency of the Company.
- 7.4 The board of directors realizes the importance of setting a problem-solving plan or other mechanisms that can solve the financial problems. The board of directors and Management should collaborate to find out a quick solution if there is any sign showing the problems of financial liquidity and solvency.
- 7.5 The board of directors supervises the business to set up a financial solution plan and recognizes the fairness for stakeholders. The Management must always report the financial status and supervise the business to operate due carefully and comply with requirements of information disclosure.
- 7.6 The board of directors recognizes the importance of making decisions to solve the financial problem of the Company with a reasonable method.

Part 8

The Rights of Shareholders

The board of directors emphasizes the importance of basic rights of shareholders by requiring the Company to comply with the relevant law and the Company's regulations as follows: -

1. Rights to receive share, trading or transfer of share
2. Rights to receive profit sharing of the business
3. Rights to attend the Shareholders' Meeting, grant proxy, vote, comment and recommend in the meeting
4. Rights to participate in the decision making to appoint or remove director, approve the important transactions, affect the direction of the Company's business and determine the remuneration for directors
5. Rights to appoint the external auditor and determine the remuneration for external auditor
6. Rights to receive sufficient and timely information for decision making

8.1 Equitable Treatment of Shareholders

The board of directors emphasizes the importance of rights or participation of shareholders in making important decisions and supervise to maintain the benefits of all shareholders equally in accordance with the relevant law or the Company's regulations as follows: -

- 8.1.1 To set rules for shareholders to propose additional agenda in the Shareholders' Meeting and propose a list of qualified candidates to be elected as directors before the meeting date with the form of exercising rights on the Company's website (www.yuasathai.com). In case that the board of directors refuses to include the agenda proposed by the shareholders, the reason must be explained to the Shareholders' Meeting for acknowledgement.
- 8.1.2 To supervise the invitation letter of Shareholders' Meeting to contain accurate, complete and sufficient information for the exercise of rights, supervise the submission of invitation letter of the Shareholders' meeting together with relevant documents, publicize on the Company's website, take minutes with complete and accurate information within 14 days, submit to the Stock Exchange of Thailand (SET) and publicize the minutes for shareholders' acknowledgement and verification

- 8.1.3 To give the voting right at the meeting according to the number of shares held by the shareholders with one share equal to one vote.
- 8.1.4 The board of directors has set up the preventive measures for the use of inside information by not allowing inside information to be disclosed to other people to seek benefits for themselves or others in an illegal manner which is to exploit other shareholders.
- 8.1.5 To prohibit directors as well as directors who are retired in the past 6 months and the management from securities trading of the Company before the announcement of financial statements for 1 month and after the announcement for 3 days and require the directors and management to report on securities holding within 3 business days from the date of trading to the Securities and Exchange Commission, Thailand (SEC) for acknowledgement and submit the report to the board of directors on a regular basis.

8.2 Operation in Shareholders' Meeting

- 8.2.1 The board of directors must arrange the knowledgeable, expert or neutral person, to supervise so that the meeting will be conducted with transparency, fairness for the shareholders and in accordance with the relevant law or regulations according to the Stock Exchange of Thailand (SET) .
- 8.2.2 The board of directors supervises the submission of invitation letters, specifying the location, date, time, agenda of the meeting and issues to be proposed to the meeting together with appropriate details by clearly specifying that the issue is to be proposed for acknowledgment, approval or consideration as well as the opinion of the board of directors on each agenda by clearly specifying the reasons for providing opinions and the impact from the actions in the invitation letter of the Shareholders' Meeting and submits it to the Shareholders and registrar for acknowledgement at least 7 days before the meeting date. The invitation of the meeting must be advertised in the newspaper at least 3 days before the meeting date.
- 8.2.3 The board of directors supervises to ensure that the Shareholders' Meeting is conducted transparently by giving the opportunity for the shareholders to ask questions, propose opinions or recommend for clarity and fairness to all shareholders and related parties.
- 8.2.4 The board of directors determines and supervises the meeting place to be convenient and easy to travel for the shareholders.
- 8.2.5 The board of directors supervises the exercise of rights by granting proxy to others to vote on their behalf by making a proxy form.

- 8.2.6 Shareholders have the right to attend the Ordinary Meeting and Extraordinary Meeting in case of having special agenda.
 - 8.2.7 The board of directors determines the method and place to receive the voting card as well as procedures for voting and counting votes, both in normal cases and secret voting, including the case that will result in a void vote.
 - 8.2.8 The board of directors supervises and does not act or refrain from doing that may eliminate the rights of shareholders to attend the meeting and vote which is a legal right except for the restriction of voting rights in special cases as specified by the law or Company's regulations.
- 8.3 Disclosure of Meeting Resolution and Preparation of the Shareholders' Meeting Minutes
- 8.3.1 The voting results of each agenda are clearly disclosed, especially in the meeting to consider important issues and minutes of the Shareholders' Meeting, record information or resolutions of the meeting correctly and clearly.
 - 8.3.2 The invitation letter, agenda and information about the Shareholders' Meeting must be published on the Company's website before submitting the documents around 1 month and clarifying the rights of the shareholders to attend the meeting and voting rights of the shareholders.
 - 8.3.3 The minutes of the Shareholders' Meeting must be prepared within 14 days from the meeting date, disclosed or published at the office, website of the Company or through the electronic media of the Stock Exchange of Thailand (SET).