



11. Corporate Governance Policy

11.1 Corporate Governance Policy

The company under supervisory of the board of directors has been committed to maintaining good corporate governance standards to be equivalent to international standards throughout the period of business operations of the company by adhering to the good corporate governance which has abided under code of ethics framework continuously. By adhering to good corporate governance and awareness of the importance of good corporate governance will help to promote an organization to have both short-term and long-term competitiveness. In addition, good corporate governance also helps to build confidence in all investors, financial institutes, business partners and stakeholders.

In operating its business that will lead to increase the value of shareholders and the balanced benefits of those involved with the company and the board of directors, therefore, it had determined policy of management mechanisms, operations and governance systems on good corporate governance principle which adheres to transparency, responsibility for all stakeholders including adhering to social responsibility to be a business operation guideline for directors, executives and employees of the Company. Thus, the board of directors has always reviewed and improved the corporate governance principle to be up-to-date.

The company's corporate governance policy covers the composition, duties and responsibilities in corporate governance structure and practice guidelines to enable the company and its subsidiaries to strictly and consistently adhere to the corporate governance policy both at the level of directors, executives and employees through 5 good corporate governance, namely rights of shareholders and equitable treatment of shareholders, roles of stakeholders, disclosure and transparency, board responsibility, honesty and code of ethics to ensure that the company operates with the highest responsibility, transparency and equitable treatment of shareholders, including supporting the affiliates to manage with honesty, efficient and effective.

To ensure that all employees have knowledge and understanding of rules, regulations and the code of ethics that can apply their duties properly and suitably. The company requires all employees to do a quiz on rules and practice through the company intranet annually and brought the results to assess the level of knowledge and understanding of employees to improve communication for employees to have a thorough understanding and realize their duties in promoting good corporate governance.

For the year 2020, the company has been assessed by the Corporate Governance Report of Thai Listed Companies (CGR) at the level of "Excellent" for the second consecutive year from the assessment by the Thai Institute of Directors (IOD) by considering information that the company published through communication channels of SET as well as other publications and the company has also passed the quality assessment of Annual General Meeting of Shareholders for 2020 with a full score of 100 points for the third consecutive year from the Thai Investors Association in collaboration with Thai Listed Companies Association and SEC of the total number of listed companies participating in the assessment program 712 companies. In this regard, the company has presented the assessment report to the Board of Directors for acknowledgment and consideration of suggestions to develop and improve corporate governance.

The company places importance on the disclosure of information and regular meeting with both domestic and foreign investors through online channels due to the COVID-19 situation to inform the policy, exchange opinions and answer inquiries based on the principle of implementation, reliability and professionalism by referring to all groups of stakeholders.



1. Rights of shareholders and Equitable treatment of shareholders

The company recognizes the basic rights of its shareholders and is committed to safeguarding and facilitating the exercise of shareholders' rights, such as the rights to purchase, sell, and transfer shares, the right to receive a share of profits from the company, the rights to receive sufficient information through appropriate channels and time, attending the meeting for exercising the right to vote in the shareholders' meeting, election or removal of directors, includes obtaining sufficient information about the fundamental changes of the company for decision-making.

The company treats all groups of shareholders equally no matter be a major shareholder or a minority shareholder, ordinary person or institution, Thai nationality or foreigners, either as an executive or non-executive with policies as follows:

1. The minority shareholders will be protected from any unfair action both direct and indirect.
2. Setting strict rules for prohibiting the use of internal information.
3. The board of directors and senior executives must disclose transactions in which they have a significant interest, relate to or have a direct impact on the company either directly or indirectly or through third parties.

The company has policy to support all shareholders (both ordinary persons, juristic persons and institutional investors) to attend the shareholders' meeting so that shareholders can exercise their rights at the shareholders' meeting equally. The Company has sent an invitation to the general meeting of shareholders to shareholders with Proxy Form A (general form), Proxy Form B (Specified clearly particulars) and Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand) in order to shareholders who were unable to attend the meeting grant a proxy others to attend the meeting. In addition, the company contacted institutional investors who are fund or custodian to send a representative to attend the meeting and facilitate to assist in checking the attendance documents in advance, including providing information and answering various inquiries as well.

At the shareholders' meeting besides the annual general meeting of shareholders which must be held within 4 months from the end of the accounting period, the Board of Directors may call an extraordinary meeting on the date, time and place specified by the Board under the laws and regulations set by the company.

The company places great importance on the shareholders' meeting with is an important opportunity for shareholders to exercise their rights to participate in decision-making on important matters of the business which facilitates the matters as follows:

Allowing opportunities for shareholders to propose Agenda for the Annual General Meeting of Shareholders and nominate persons to be elected as directors.

The company allows the company's shareholders to hold shares collectively not less than five percent (5%) of the total voting rights of the company by it may be one shareholder or a combination of shareholders to propose matters that are considered important and should be included in agenda of the Annual General Meeting of Shareholders and/or nominate a suitable person with knowledge, competence and qualifications to be directors to the company with a suitable and sufficient period. The shareholders can submit proposals to the company in advance of the shareholders' meeting according to the form and method specified by the company for the agenda of that meeting. The board will consider the appropriateness of the agenda in the invitation letter to the shareholders' meeting for nominating to be elected directors. The Nomination and Remuneration Committee will consider and propose to the Board of Directors for further submission to the shareholders in the Annual General Meeting of Shareholders. For matters not approved by the Board and/or the Nomination and Remuneration Committee, the company will notify shareholders and explain the reasons for the shareholders' meeting on the company's website or further appropriate information dissemination channels.



For the Annual General Meeting of Shareholders 2020, the company allows an opportunity for minor shareholders to propose additional agenda for the Annual General Meeting of Shareholders and nominate qualified persons to be elected as directors in advance. From 21 October 2019 to 30 December 2019, the company has published such information on the company's website for shareholders to know the rights and methods of proposing additional agendas. Including the deadline for proposing additional agendas for the Board of Directors to consider whether or not to include the agenda in the meeting invitation letter and the method of nominating qualified persons to be elected as directors to the Nomination and Remuneration Committee to consider, select and give opinions to the Board of Directors to propose to the shareholders' meeting to elect the company's directors. The company has published information through the news system of the Stock Exchange of Thailand and the company website for shareholders to know in advance at the end of the said period and it appeared that no shareholder proposed an additional agenda for the Annual General Meeting of Shareholders and nominated qualified persons to be elected as directors in any way.

Notification of details and document meeting

The company provides meeting documents in both Thai and English and disclosed to investors generally in advance of the meeting by notifying the disclosure through the information dissemination channel of the Stock Exchange of Thailand and disclose information on the company's website to allow shareholders sufficient time to study information in advance before the meeting. While the company will send the invitation letter together with the meeting documents to shareholders at least 7 days in advance or 14 days before the date of the shareholders' meeting as required by law. The details appear on the website and in the documents sent to the shareholders that are the same information which consists of (1) Invitation to the meeting (2) Rules for attending the meeting (3) Profiles of independent directors nominated as a shareholder's proxy (4) The company's Articles of Association in the Chapter of the Shareholders' Meeting holding shares, directors (Regarding the number of election and agenda of the directors) and dividends (5) Agendas (6) Annual reports (7) Proxy forms (8) Map of the meeting venue. In addition, the company also announces the notice of the shareholders' meeting in the newspaper for 3 consecutive days at least 3 days in advance of the meeting date or to consider depending on the case, including the opinion of the Board of Directors on the agenda of the said meeting.

For the Annual General Meeting of Shareholders 2020, the company has informed agenda through the information disclosure channel of the Stock Exchange of Thailand from 28 February 2020 and disclosure meeting documents in both Thai and English to investors in general via channels information disclosure of the Stock Exchange of Thailand and on the company's website from 27 March 2020 and 8 April 2020, respectively, while sending the invitation letter and meeting documents to the shareholders from 4 April 2020, 14 days in advance before the meeting date, which is in accordance with good corporate governance criteria.

Meeting Attendance

The company has provided officers to check documents of shareholders or proxies who are entitled to attend the meeting in accordance with details of documents or evidence showing the identity of shareholders or proxies as stated in an invitation letter to preserve the rights and equality of the shareholders. Shareholders can register for the meeting in advance before the meeting. For facilitating to the shareholders, the company has implemented a computer system for the registration and also prints ballot papers for each agenda item to the shareholders resulting in the registration is quick and accurate. Moreover, during the shareholders' meeting, shareholders can register to attend the meeting to exercise their voting rights in the agenda that have not yet been voted on. For shareholders who unable to attend the meeting in person and intend to grant a proxy to another person, including executives or directors of the company attending the meeting on their behalf. The company has nominated more than one independent director



with profiles for shareholders to consider. The company has attached the proxy form B, in which the shareholders can determine the direction to vote and can vote in advance in the registration letter for attending the meeting and voting, which is sent to the shareholders together with the meeting invitation letter. Shareholders can also download other types of proxy forms and registration letter for meeting attendance and voting from the company website.

For the Annual General Meeting of Shareholders 2020, the company nominated 3 independent directors along with profiles to shareholders for considering and appointing 3 proxies, namely the Chairman of the Board of Directors, the Chairman of the Nomination and Remuneration Committee and the Chairman of the Audit Committee.

Allowing opportunity for shareholders to ask questions and express opinions.

Before meeting, the company allows an opportunity to shareholders to send questions via fax and e-mail to the company secretary's office in advance about the company and meeting agendas for the Board of Directors and management to clarify at the meeting date which the chairman of the meeting will allocate appropriate time and encourage the shareholders to have equal opportunities to express opinions and make inquiries at the meeting according to the meeting agenda and matters proposed. The company will do its best for every director. The company's senior executives and its subsidiaries including auditors will attend the general shareholders' meeting to clarify questions, wherein the directors and executives will explain and explain the reasons in a straightforward manner until clear.

At the Annual General Meeting of Shareholders 2020, 8 directors attended the meeting, accounting for 100% of the total number of 8 directors, along with the company's senior executives and the auditors.

Meeting implementation and voting

The shareholders' meeting will consider the agendas in the order as specified in the meeting invitation letter unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds of the number of shareholders attending the meeting or shareholders with shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider matters other than those specified in the meeting invitation letter. Before starting to consider the agendas, the number will be announced and the proportion of shareholders or proxies who attend the meeting including informing the shareholders who attend the meeting in person or there is a proxy to attend the meeting, having the right to vote 1 vote per share for voting, the company has used ballot papers for all agenda, including the agenda for considering the election of directors for transparency and audit and in order to treat the shareholders as much as possible. In this regard, the company has provided to have a third party in charge of ensuring that the shareholders' meeting is transparent, correct in accordance with the law and the company's regulations. Upon completion of vote counting, the voting results of each agenda will be announced to the shareholders' meeting by specifying the voting results of the shareholders who cast their votes for agreeing, disagreeing and no vote.

For the results of the shareholders' meeting, the company shall announce the resolution of the shareholders' meeting immediately via the Stock Exchange of Thailand's information disclosure channel within the meeting date or the time before the opening of trading securities in the morning at least one hour of the following business day for investors to be informed in general and prepare minutes of meetings that are all important statements, questions and opinions are recorded and all resolutions of the shareholders' meeting separated into votes for agreeing, disagreeing or no vote. The company has published the said report on the company's website. and delivered to the Stock Exchange of Thailand within 14 days of the shareholders' meeting, including keeping minutes of the meeting at the head office and published to the shareholders on the company's website.



In the Annual General Meeting of Shareholders 2020 held on 29 April 2020, the company informed the meeting's resolution via the website of the Stock Exchange of Thailand on the meeting date and published the minutes of the meeting on 13 May 2020 consistent with the period specified in the preceding paragraph.

On measures to prevent conflicts of interest, the company has established guidelines for employees to perform their duties with honesty, fairness, and compliance with laws, rules and regulations and does not place importance on personal interests above the responsibility towards the company, including not using internal information for personal gain. The company assigns directors, senior executives or the first 4 executives after senior executives who hold a position equivalent to every 4th position, including a person holding a position above or equivalent to an account and finance manager, must report the holding of the company's securities which oneself, including related persons, holds when taking office and report the change in securities holding within 3 business days from the date of change also prohibits senior management, employees, and internal auditors trading in the company's securities during the period from 30 days prior to the day of the last month of the quarter to 1 day following the announcement of the company's financial statements. In addition, the directors are prohibited from giving news that may have an impact on the stock price during the same period.

Directors, senior executives or the first 4 executive-level positions after senior executive who hold a position equivalent to every 4th position, including a person holding office above or equivalent to an account and finance manager. Including spouses or those who live together as husband and wife and underage children. The holding or change of the holding of the company's securities or futures contracts must be reported to the Securities and Exchange Commission within 3 business days from the date of purchase, sale, transfer or acceptance of transfer of securities or derivatives. The directors are required to report their shareholding in the company to the board of directors at the end of every quarter.



2. Rights of Stakeholders

The company treats stakeholders fairly in accordance with the rights of stakeholders under laws. The company is committed to developing quality service processes and responding to the expectations of its stakeholders.

These stakeholders include shareholders, employees, clients, business partners, creditors, competitors as well as society, community and environment.

1. Shareholders

The company is committed to protecting fundamental rights and treating shareholders equally. In addition, shareholders also benefit indirectly from their trust as a result of the company's fair treatment of other stakeholders which helps promote



cooperation between the company and business partners including playing an important role in enhancing shareholder stability over the long term along with making the company financially stable and sustainable.

2. Employees

The company always treats all employees with fairness and dignity both permanent employees and contract employees. Employees will receive fair compensation according to the assessment performance system equally and receive standardized training including welfare on health, safety, and good environment in the workplace also keeping employees' personal information confidential and not misusing the personal information of employees.

3. Clients

The company is committed to maintaining a sustainable relationship with its clients and adhere to duties and responsibilities of an agreement to clients by delivering professional, suitable service and effective to clients with the highest ethics and standards without calling or giving bribe or any form of wrongful compensation.

4. Business partners and Creditors

The company treats business partners and creditors fairly and honestly by respecting the conditions agreed upon by both parties in dealing with business partners and creditors. The company will comply with the policy of the Collective Action Coalition.

5. Competitors

The company must refrain from speak attack or any action against competitors which are monopoly or reduce competition or limit market competition. The company shall operate its business with respect for fair competition and honesty by working within the framework of relevant trade competition regulations and refrain from any action that may have a negative impact on the logistics industry. In addition, clients can choose to use services freely and will not be prevented if wanting to switch to use services with competitors. In case of dispute, the company will make appropriate procedures for resolving or mediating disputes.

6. Society, community and environment

The company realizes its social responsibility and continues to initiate social development for the better, adheres to operate a business under code of ethics and complies with relevant laws and/or regulations to prevent the company's operations caused damage to the quality of life of society, communities and environment, create good interactions with communities where the company's workplaces are located at, regularly support projects and activities that benefit the communities and society.

In addition, stakeholders can express their opinions, report complaint or other important matters directly to independent directors or the Audit Committee to facilitate stakeholders. The company provides many contact channels such as telephone, company website, e-mail or sending of letters for allowing stakeholders to express opinions, report complaint or other important matters effectively towards the company e.g. providing the company secretary/investor relations department to be responsible for receiving comments and complaints from shareholders and investors while human resources department is responsible for receiving comments and complaints from employees. The company secretary is also responsible for receiving suggestions, complaints or other important matters relating to the company's business and regulations as well as various supervision by these agencies screen and report matters to the complaint agency and/or complaint team (EI), who will resolve issues and/or report to the Audit Committee to consider suitability. The Audit Committee will report significant matters to the Board for further acknowledgment. In addition, the company has clearly established a policy on whistleblowing and dealing with complaints from clients, employees and stakeholders to preserve the rights including protecting the privacy of the complainant by the said complainant will be protected and keep personal information confidential.



Whistleblowing or complaints policy

In order to show commitment to operating the business of an organization with transparency and fairness to all groups of stakeholders, the company has established a whistleblowing or complaints policy that is approved by the Board of Directors. This policy sets the whistleblowing process and channels or complaints about employees and third parties to enable the concerned parties to be treated fairly and promote to provide reporting and solving problems in case found unusual transactions that are considered to be corruption, breaking laws or rules including any misconduct.

The company provides channels for stakeholders to whistleblowing, complaints or reporting irregularities or misconduct, including acts that do not comply with the business ethics of an organization which can report by sending a letter to the chairman of the audit committee or to the Company Secretary at 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120, which such channel communicate and notify to third parties through an organization's website.

For employees, the company has set a channel to receive matters that employees wish to complain or whistleblowing in case found any unusual transaction about any operation which is considered to be misconduct through the complaint team (EI), the channel is communicated through the organization's intranet. The process of dealing with employees' complaints will be a consideration and investigation of the fact that the matter is wrong or not. In case that an audit found offenses, it will be disciplined according to the company's regulations.

The company has policy to protect the rights of whistleblowers, keep the complainant's information confidential and disclose only as necessary by taking into consideration of safety and damage of the complainants. In 2020, no complaints were found about illegal activities, corruption or code of business ethics that are significant.

Complaints Channels

Can complain or whistleblowing of offending and fraud through various channels as seen to be appropriate as follows:

Channel 1	Chairman of the Board of Directors, Chairman of the Audit Committee
Channel 2	Reliable supervisors at all levels
Channel 3	Website: www.wice.co.th (topic: Investor Relations/Investor Information/Whistleblowing) or (Topic: Contact us/Complaint)
Channel 4	E-mail: Chairman of the Audit Committee, banomyong.ruth@gmail.com
Channel 5	Telephone: 02 681 6181 ต่อ 3501
Channel 6	Send a letter to the Chairman of the Audit Committee, (which is an independent director) at the address as follows: WICE Logistics Public Co., Ltd. 88/8 WICE PLACE TOWER, 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120

** If related to senior executives or directors, shall report directly to the chairman of the Audit Committee.*

3. Disclosure and Transparency

The company has set system to ensure that shareholders and other stakeholders have the right to complete and timely disclosure of material information, includes quarterly financial reports, explanations and analyses of other important non-financial information either by mandatory requirements or on a voluntary basis.

Disclosure will be in Thai and English through easily accessible channels, e.g. the company's website, press conference and information dissemination channels of the Stock Exchange of Thailand and the Securities and Exchange Commission.



The company has informed all results thoroughly of voting during the annual general meeting or the extraordinary general meeting of shareholders via the website on the next business day after the meeting.

The company prepares various reports to deliver to relevant departments and disseminates them to the public in a fair and easy to understand. The Board of Directors is responsible for preparing a report explaining the operating results and milestones of the year for the shareholders' acknowledgment and responsible for assessing the adequacy of the internal control system, which is a preliminary assessment performed by the management by the Audit Committee is a reviewer before the Board approves the final assessment on certification of the accuracy of financial reporting. The Board of Directors has assigned the Audit Committee to review the company's financial reports and its subsidiaries to be properly prepared in accordance with the generally accepted accounting standards and disclose information with transparency and sufficient to investors in making investment decisions. In summary, the Board of Directors is the person who prepares a report of the Board's responsibility on financial reports and the Audit Committee will issue a report when there is an audit issue together with the auditor's report. By the report of the Board of Directors, Audit Committee and the auditor's report will be compiled in the annual report (Form 56-1) as well as sustainability reports which will reflect the practice that will lead to the creation of sustainable value for the business.

The company has assigned the company secretary to disseminate the organization's information both financial and general information to shareholders, investors, analysts, investment credit rating agencies and relevant regulators through various channels such as reporting to SET, SEC and the company's website on the topic "Investor Relations" to enable interested persons can study information easily. In addition, various activities are held to disseminate and clarify information, including giving opportunities for participants to inquire information in a transparent manner by senior executives participating in the clarification as well. Such activities include quarterly analyst meeting, press conferences, and provide one on one information to investors and analysts both domestic and abroad online due to COVID-19. In this regard, senior executives have participated in investor relations activities in 2020, which can be summarized as follows:

1. Quarterly Analyst Meeting 2 times, approximately 30 people attended each meeting.
2. Press conference 1 time, each time about 25 press participated.
3. Participation in activities "SET Opportunity Day" 2 times, held by the Stock Exchange of Thailand which each time approximately 20 analysts and investors attended.
4. Company Visits 4 times and Conference Calls including interviewing 21 times for investors and analysts both in the country and abroad.

Interested persons can contact Investor Relations Department at

Address: 88/8 WICE PLACE TOWER, 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120

Telephone: 02-681-6181

Fax: 02-681-6123

E-mail: info@wice.co.th, secretary2@wice.co.th

Website: www.wice.co.th

4. Responsibilities of the Board of Directors

The Board of Directors is appointed by the shareholders to be responsible for all the company's operations, this includes ordering, approving and supervising the implementation of the company's strategy as well as corporate governance and corporate





values. The Board is responsible for selecting the Chief Executive Officer and senior executives and ensure to have succession. In addition, the Board of Directors is responsible for supervising the management team and has the ultimate responsibility in overseeing strategies, risks and financial stability, this includes how the company organizes its organizational structure and regulates itself. (See details, scope, powers, duties and responsibilities of the Board in Part 2, Article 10 of Corporate Governance Structure)

From the responsibilities mentioned above, therefore, the company has a policy for the selection of directors both at individual and quorum with suitable and diverse experiences consists of essential qualities and abilities such as integrity, professionalism and ability to inquire, understand and analyze the company's business as independently.

4.1 Structure of the Board of Directors

The company has set structure and practice on the composition and criteria for nominating directors as well as the proportion of independent directors, executive directors and representative directors from major shareholders clearly to ensure that the composition of the board is appropriate.

The Board will be selected by considering knowledge, experience, skills, a wide range of expertise, integrity, the ability to provide independent opinions, understanding of the business, and in line with the company's strategy. By setting an appropriate Board structure and preliminary guidelines on the proportion of independent directors, non-executive directors, executive directors and directors from major shareholders to have Board's composition that is appropriate. In this regard, each director has a term of office for 3 years. The Board of Directors will re-election at every annual shareholder meeting which clearly stipulates in the article of association of each company unless otherwise specified.

So that directors and executives can devote their time to manage the company fully, therefore, directors and senior executives are set to hold office as the chairman of the board, executive director or an authorized director one position or the other or multiple positions in other companies, not more than 5 companies and holding director positions in listed companies of SET, not more than 5 companies. In addition, directors and executives should avoid taking any position or job that may create a conflict of interest with the company.

Apart from setting that the chairman of the board shall not be senior executives, the chairman of the board is also an independent director and/or non-executive directors to ensure an appropriate check and balance between the board of directors and executives. In addition, the chairman of the board of directors will not be a member of any sub-committees to allow sub-committees can show their opinions independently. The chairman of the audit committee shall not be the chairman of the board of directors, the nomination and remuneration committee, and the risk management committee as well. In addition, the board clearly separated roles and responsibilities of the board from executives committee in order to balance power and prevent to occur a situation in which one person has absolute decision-making power, such as the chairman of the board and senior executives shall not be the same person and clearly separated roles and duties.

To increase efficiency and support the performance of specific duties of the board, therefore, sub-committees were appointed, namely the Executive Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee which each sub-committee will have a structure and criteria on composition and selection as well as a charter that specifies scope, duties and guidelines appropriately.

The company has assigned the company secretary to be responsible for supporting activities of the board, monitor to ensure compliance with the resolutions of the Board, hold board meetings and shareholders' meetings including preparation of the meeting invitation letter, minutes of meeting and other duties as specified in the relevant laws and regulations.



In addition, in order to comply with the Securities and Exchange Act B.E. 2535 (1992), therefore, the company has required directors and senior executives shall prepare reports of personal interests and related parties sent to the company secretary when the information was changed. The company secretary is also responsible for keeping and preparing reports of changes that have occurred to the chairman of the board and the chairman of the audit committee.

The board has 2 main roles, namely role on operational and corporate governance show that the board has to focus on formulating policies and strategies of the company as well as monitoring and controlling the company's management to ensure that the important policies have been applied to practice effectively and efficiently and comply with all laws, regulations, rules for the highest ethical standards.

(1) Role on operational — set policies and strategies

The board shall provide a long-term strategic plan that reflects the concept and vision of the company's future business operations. A short-term business plan should be clear and measurable goals to enable the management to be able to consistently implement and evaluate results. The board approves the company's business plan and budget which has been considered and reviewed by the Executive Committee to a guideline for employees' performance and estimated by the management each year. The action plan shall cover performance indicators and business goals. In case operations differ from a defined plan, shall be monitored and analyzed regularly. In addition, the Board of Directors will be assessed and reported operations analysis results by the management to inform the progress always in order to achieve the achievement of goals. Regular monitoring and evaluation of performance can help identify any deviation in performance from a defined plan to implement corrective actions correctly and timely.

The board shall set operational policies for the purposes of governing and controlling the assigned business operations, human resource management, financial disclosures, audits and investments which is in line with the company's long-term and short-term strategic plan. The management will prepare and present policies and guidelines for approval by the board which the board shall ensure that the policies and practices are in accordance with the company's business principles. These policies help management to make decisions about action in different situations to limit mistakes that can be avoided as a result of incorrect decisions.

The policy shall cover all core activities and be able to correct or add to support new or improved practices and changing business situations. Preparing a clear written policy can prevent miscommunication. The company can enter into new transactions only after the relevant policies have been established. The board should provide an assessment method and reporting appropriate risk activities.

Compliance with the policy requires the preparation of clear operational standards by communicating such a standard to employees at all levels acknowledged and shall have only one reference information source to be all the same standard. The board has provided a standard to review and improve the policy from time to time to ensure that the policy is in line with the strategic plan at all terms mentioned above.

The company place importance on operating its business effectively under good corporate governance. The company does not have policies to support transactions with connected persons or may create a conflict of interest. In this regard, if such transaction occurs, the audit committee will consider such transactions thoroughly by reporting and/or presenting to the Board for approval, as the case may be. The company will consider such transactions as normal business transactions. A person who may have a conflict of interest will not have the right to approve such transactions.

(2) Role on corporate governance - Supervision, monitoring, assessment and duty responsibility

Although the board delegated most of the important duties including the daily administration for the management but the board still has responsibilities to supervise and monitor the company's operations in order to fully comply with the role of good corporate governance. The board should be aware of the company's operating environment at all times, including both inside and



outside factors that may impact the company also business environment, laws structure and regulations. The board should be aware of responsibilities that may arise under any law or regulation and should supervise the company to have appropriate policies and procedures to control the company's operations to accurate based on laws, regulations and related regulations. Including changes in the law and regulations that may affect the company regularly.

The management prepares a report and presents it to the board by showing information related to status and operations in aspects such as financial information, receivable risk management, liquidity, exchange rate conditions and volatility, investments, assets and liabilities and compliance with laws, regulations which are an important tool that the board will use to monitor the company's operations. The board should consider reports and information cautiously and careful to know any warning signal such as performance deterioration, increased risk, abuse of power by management, problems related to control systems, non-compliance with laws, regulations, among others that may affect reliability and accuracy of such reports.

The board is responsible for risk management to be sure the management is aware of risks that may occur and should have systematic risk management and tools that are sufficient to define risk indicators, risk assessment methods, procedures for reviewing and controlling risks in various forms and the board should approve the company's risk management action plan as well.

4.2 Performance assessment of the board of directors

The board determines to have self-assessment annually, once a year to improve performance and provide opportunities for directors to review the board's performance and raise issues to discuss (if any) by the assessments will be conducted systematically both the board composition and individuals with determining criteria in advance to consider and recommend assessment guideline to the Board for approval.

Such performance assessment is an important tool for assessing the board structure suitability and efficiency in performing duties of the Board in accordance with good corporate governance. The board will analyze the assessment results, recommendations, and observations to be considered and used to suit the environment and business operations.

In the year 2020, the company secretary provided the board's self-assessment in 2 natures are self-assessment for the whole board and individual which is considered and approved by the board.

The company secretary will send form of the board's performance assessment to the board then the board assesses its own performance within the time limit and send it back to the company secretary to collect and assess.

The company secretary will summarize the assessment results and present the assessment report to the Board of Directors' Meeting No. 1/2021 on 24 February 2021.

Summary of performance assessment results of the Board of Directors for the year 2020

1. Performance assessment of directors as whole board consist of question in 6 main categories which are 1) Structure and qualifications of the board 2) Roles, duties and responsibilities of the board 3) the board meeting 4) Duties of directors 5) Relationship with the management 6) Self-development of directors and executive development. The board of directors who are assessed, namely directors held a position during the assessment period as of December 2020 for 8 directors. Summary results of the director's performance assessment as whole board, the average score was 93.39%.
2. Performance assessment of directors as individual consist of questions in 3 main categories which are 1) Structure and qualifications of the board of directors. 2) Board meetings. 3) Roles, duties and responsibilities of the board. Summary results of the director's performance assessment as individually, the average score was 81.82%.



In 2020, the company has held a self-assessment of all sub-committees, namely Audit Committee, Nomination and Remuneration Committee and Risk Management Committee which has been performed annually as well. The assessment results were presented to the Board Meeting No. 1/2021 on 24 February 2021 by summary results of sub-committee's performance assessment as individual and whole board are as follows:

- | | |
|---|------------------------------|
| - Audit Committee | The average score was 79.17% |
| - Nomination and Remuneration Committee | The average score was 79.39% |
| - Risk Management Committee | The average score was 92.66% |

4.3 Remuneration

The remuneration of directors has been set with transparency and suitable for their responsibilities, therefore, the Board assigns the Nomination and Remuneration Committee to set remuneration policy to directors under clear and transparent criteria. Such remuneration shall be suitable for duties and responsibilities assigned. The Nomination and Remuneration Committee will present the consideration results to the Board of Directors meeting or the shareholders 'meeting for consideration and approval of the directors' remuneration. Such remuneration shall not be higher than necessary and comparable to the general rate of the same business based on experience, expertise, determination and dedication in performance along with the performance or benefits that the director gives to the company.

4.4 Director Development

The board shall support directors to attend education and training on related matters according to curriculum speciality in order to enhance skills and knowledge necessary for the performance of their responsibilities regularly. By conducting all directors to be members of the Thai Institute of Directors and having the company secretary is a mediator to monitor news in various fields also support to attend a workshop and training that are useful in performing duties of listed company directors annually which the company will notify training courses scheduled to directors in advance regularly.

In case of appointment of new directors; The company will hold an orientation to inform clear information about the company's business operations and last performance by senior executives so that new directors shall better understand the business and able to perform their duties fully by giving the director's handbook, policies and practices of corporate governance to directors.

In this regard, all directors shall be attended training courses related to the performance of their duties and in 2020, there are 5 out of 8 directors who attended training and seminars to enhance performance knowledge, accounting for 62.5% of the entire Board of Directors. The list of training courses/seminars at outside are as follows:

In addition to attending training and seminars in 2020, senior executives have also completed other training courses and seminars which have been presented in an annual report. (Form 56-1)



Name-Surname	Training course
1. Mr. Ekphol Phongstabhon	Training course <ul style="list-style-type: none"> Security Management Program for Senior Executives, Class 1 By the Association of National Defense College of Thailand Management Science Program for Senior Executives, Class Graduate School of Public Administration, NIDA
2. Associate Professor Ruth Banomyong (PhD)	Training course <ul style="list-style-type: none"> Ethical Leadership Program (ELP), Class 18/2020 - IOD
3. Mr. Komol Rungruanoyot	Training course <ul style="list-style-type: none"> Director Accreditation Program (DAP), Class 171/2020 - IOD
4. Dr. Araya Kongsoonthorn	Training course <ul style="list-style-type: none"> Senior Executive, Capital Market Academy, Class 30 - IOD
5. Ms. Thitimar Tantikulsunthorn	Training course <ul style="list-style-type: none"> Management Science Program for Senior Executives, Class 6 - Graduate School of Public Administration, NIDA

4.5 Performance Assessment of Chief Executive Officer

The Board assigns the Nomination and Remuneration Committee to prepare and present guidelines for performance assessment of the Chief Executive Officer by the aforementioned guidelines will be presented to the Board of Directors for approval before assessment which the assessment is divided into category 1: Plan Progress, category 2: Performance Measurement, and Category 3: Development of CEO importantly.

4.6 Succession Planning

The company has designated successors for all important positions to run business smoothly and continuously by the Board assigns the Nomination and Compensation Committee care of preparing a succession plan for the company's senior executives and review such plans periodically for suitability of the management position. The management together with human resources department will review and assess successors to propose to the Nomination and Remuneration Committee for consideration and approval by considering factors such as qualifications, knowledge, abilities, experience of each position and assessing the performance of the executives who have qualifications suitable for succession in each position.

5. Honesty and code of ethics

Honesty and code of ethics are the company's important business foundation from starting, giving stakeholders confidence that the company and its employees will perform their responsibilities with the highest standards. Employees are instilled to adhere to values such as care, reliability, honesty, loyalty, maturity, fairness, respect, trust and professionalism. The company considers honesty and code of ethics are a fundamental aspect of being an employee.

Directors, Chief Executive Officer, Management Team and all employees committed to upholding the highest standards of the company in term of honesty and code of ethics, including;



- Compliance with laws and regulations.
- Conflicts of interest shall be disclosed and managed appropriately, ensuring that persons with significant interest are not involved in the decision-making process.
- Employees are not allowed to receive or offer cash, gifts of value or any other return which may be interpreted as receiving or giving a bribe.
- Ethical issues shall be dealt with in an efficient and transparent manner.

Sub-committees

In order to achieve the highest goals of corporate governance and maintain high operational standards, the Board of Directors has appointed sub-committees to help lighten the Board's burden in reviewing or considering the details of various important matters, namely the Executive Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee. Sub-committees have the power to make decisions on behalf of the board to offer opinions or suggestions to the board for making decisions based on the framework as deemed appropriate by the board if necessary from time to time which sub-committee composition shall be suitable for business size, scope of work, experience and expertise of each director and comply with good corporate governance. Member of other committees who has an interest or may have an interest in a transaction will not have the right to vote in determining such transaction in order to avoid a conflict of interest.

The board has set roles and separates scope, duties and responsibilities between the Board, Executive Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee clearly which can be summarized as follows: (Can see details at Corporate governance structure)

Executive Committee Responsible at practitioner level, which shall be considered in details of policies, procedures, human resource management and other management, includes providing recommendations to directors on budget allocation. The Executive Committee is in charge of considering urgent matters which in normal cases shall be approved by the Board of Directors, especially in the case that must make a decision during the time when the board of directors meeting is not yet held, the period there was no committee, also has the power to appoint and give advice to sub-committees who are responsible for specific matters in order to increase the management efficiency within the company.

The Executive Committee is appointed by the Board consists of 4 directors who are executives, namely Dr. Araya Kongsoonthorn as Chief Executive officer, Mr. Chudet Kongsoonthorn, Ms. Thitimar Tantikulsunthorn and Ms. Busarin Tuanchaem as the Executive Directors.

Audit Committee has assigned to perform independently in supervising and reviewing financial reports, internal controls, audits, including compliance with policies, laws and regulations related to the company's business operation. In addition, the Audit Committee is responsible for ensuring that the disclosure of information is transparent and complete, independent check and balance for preparation of financial reports which are reasonably displayed and disclose information to investors in a timely manner. Moreover, the Audit Committee is responsible for hiring the company's independent auditors to review the financial statements prepared by executives and giving comments on those financial reports that the financial position is correct, conform to accepted accounting standards as well as overseeing the relationship with the auditors.

The Audit Committee is appointed by the Board consists of 3 independent directors, namely Associate Professor Ruth Banomyong (PhD) as the Chairman of Audit Committee, Mr. Charoenkiat Huthananuntha and Mr. Kamon Rungruangyot as the Audit Committee. All 3 audit committees are knowledgeable and experience in reviewing the company's financial reports.



Nomination and Remuneration Committee has assigned to perform their duties of supervising the policy and criteria for nominating directors and senior executives of the company as well as name of persons who are suitable to perform the duties of the Board of Directors, Chairman of the Board, Chief Executive Officer and directors in sub-committees for consideration and appointment by the Board, also set goals for consideration of remuneration based on performance to create long-term value to the company as well.

The Nomination and Remuneration Committee has appointed by the Board consists of 3 directors: Mr. Charoenkiat Huthananuntha as the Chairman of the Nomination and Remuneration Committee and independent directors, Dr. Araya Kongsoonthorn and Ms. Thitimar Tantikulsunthorn as the Nomination and Remuneration Committee.

Risk Management Committee is responsible for supervising to respond to risk management policy in the company overview to perform their duties efficiently and effectively in each department then report the performance results based on such policies and strategies to the Board of Directors for further acknowledgment.

11.2 Nomination and Appointment of Directors and Executives

11.2.1 Nomination of Directors and Independent Directors

The Nominating and Compensation Committee is responsible for selecting and screening qualified persons with knowledge, abilities, skills, expertise and experience in various fields in line with the company's strategy as well as having a sufficient understanding of logistics, economy, law, technology and others by taking into consideration of the necessity of an organization, good corporate governance and the board's structure to create diverse opinions on the board based on the different business background and experience of each director. As well as providing board composition consist of age, gender, knowledge, expertise, experience and other important qualifications to acknowledge different opinions and show opinions supporting the company's business decisions. By setting the number of independent directors is one-half of the total number of directors while the number of representatives of each major shareholder is the proportion of shareholding to balance the power appropriately. The Nomination and Remuneration Committee will listen to recommendations from minor shareholders who nominate persons who should be selected as directors or independent directors of the company by allowing shareholders to nominate persons to be considered as candidates as directors in the general meeting of shareholders in accordance with criteria set by the company as detailed in Clause 11.1.

The Nomination and Remuneration Committee will nominate to the Board for consideration and appointment directors and/or independent directors replace vacancy director for other reasons besides retiring by rotation or consider proposing to the shareholders' meeting for election and/or independent directors in case of directors vacating by rotation or electing new directors by the criteria of election and removal of directors as specified in the Company's Articles of Association are as follows:

- 1) Shareholders by the resolution of the shareholders' meeting shall specify the number of persons who hold a position of the company's directors occasionally, not less than 5 directors and shall have independent directors not less than one-half of total number of directors and must be residing in the Kingdom also being Thai nationality as required by law.
- 2) The election voting for directors at the shareholders' meeting shall be in accordance with rules and procedures as follows:
 - (1) Each shareholder can vote one (1) share per one (1) vote.
 - (2) Each shareholder can use all votes under Clause (1) to select one or more persons to be directors but unable to share vote to any director more or less than other directors.
 - (3) The persons who get the highest votes respectively will be elected as directors equal to the number of directors required or to be elected at that time. In case that the persons elected in descending order have equal votes in excess of the number they should have or should be elected at that time, the president shall have a casting vote.



- 3) At every annual general meeting, at least one-third (1/3) of the directors must vacate an office. If unable to divide the number of directors into three parts then the number of vacated directors must be closest to one-third (1/3) in the first and second year. After registering for transformation into a public limited company, the vacate directors by rotation will use draw lots for who will vacate office. For the following years, the director who has been in office the longest shall be a person who vacates and if at any term has many directors have been in office long as the same, the said directors shall vacate office by drawing lots. The directors who vacate by rotation may be re-elected to a new position.
- 4) The shareholders' meeting may vote to withdraw any director from office before office term expiry with a vote of not less than three of four of the number of shareholders attending the meeting and having the right to vote and having total shares not less than one-half of shares held by shareholders who attend the meeting and have the right to vote.

11.2.2 Executive Recruitment

The Nominating and Compensation Committee will select and screen qualified persons to hold office of the highest management by the basic factors used for consideration are qualifications, knowledge, competence and experience in the logistics. Those selected for the position should have the same management concept and vision as the board of directors to make the organization's operations successfully accomplish the goals. Senior executives and the Board must be placed with each other as well as in close coordination. The Nomination and Remuneration Committee will nominate the selected persons to the Board for further appointment.

For other management positions, senior executives will consider qualifications to the Nomination and Remuneration Committee and propose to the Board of Directors for further consideration and approval of the appointment

11.2.3 Qualifications of independent directors

In the selection and appointment of persons to take the position of independent directors, the said person must have qualifications in accordance with the announcements of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand, including qualifications according to the company's corporate governance policy and practice which summarized as follows:

1. Holding shares not exceeding 1% of the number of shares that have voting rights in the company, master company, subsidiaries, associates, or juristic person that may have conflicts which shall also include the shareholding of the related persons of such independent directors.
2. Not being or used to be a director who is involved in management, workers, employees, consultants who receive regular salary or a regulator of the master company, associates, subsidiaries at the same rank, major shareholders or the company's regulator unless they will be discharged from aforementioned characteristics for at least two years before the appointment date as independent directors. In this regard, such prohibited characteristics shall exclude cases that independent directors used to be government officials or advisors of government agencies which is a major shareholder or the company's regulator.
3. Not being a person who has a relationship by blood or by legal registration in a manner of father, mother, spouse, sibling, and child. Including spouse of the child, executives, major shareholder, regulator or a person who will be proposed to be an executive or regulator of the company or subsidiaries.



4. Have no or ever have a business relationship with the company, master company, subsidiaries, associates, major shareholders or the company's regulator in a manner that may interfere with one's independent exercise of judgment, including not been or ever been important shareholders or regulator of a person who has a business relationship with the company, master company, subsidiaries, associates, major shareholder or the company's regulator unless they will be discharged from aforementioned characteristics for at least two years before the appointment date as independent directors.

Business relationship under Paragraph one, includes normal commercial transactions for the purpose of operating a business, renting or for renting of real estate, transactions relating to assets or servants, or giving or receiving financial assistance by receiving or lending, guaranteeing, giving assets as debt collateral. Including other similar circumstances resulting in the company or the parties has an obligation to other parties from 3% of net tangible assets or from 20 million baht or more whichever is lower. In this regard, such a debt calculation shall be under the computation method for a value of the connected transaction according to the announcement of the Capital Market Supervisory Board regarding criteria on connected transactions, mutatis mutandis. But on consideration said obligation shall include the indebtedness incurred during one year before the date of having a business relationship with the same person.

5. Not being or having been an auditor of the company, master company, subsidiary or juristic person that may have conflicts and not being a major shareholder, non-independent directors, executives or managing partners of the audit office which has an auditor of the company, master company, subsidiaries or juristic person that may have conflicts unless it has been terminated for not less than 2 years before being appointed.
6. Not being or having been a professional service provider which includes providing services as a legal advisor or financial advisor which receives service fees in excess of 2 million baht per year from the company, mater company, subsidiary company or juristic person that may have conflicts. In a case that a professional service provider is a juristic person, including being major shareholder, directors who are not independent directors, executives or managing partners of such professional service providers unless it has been terminated for not less than 2 years before being appointed.
7. Not being a director appointed to represent the company director, major shareholders or shareholders who are related to the major shareholders of the company.
8. Not operating a business that is the same business and is significant competition with the business of the company or subsidiary or not a significant partner in the partnership or being a director who is involved in the management of work, employees, employees, consultants who receive regular salary or holding more than 1% of the total voting rights of other companies which operate businesses that is the same business and are competing with the business of the company or subsidiaries.
9. No other characteristic makes it impossible to give independent opinions about the company's operations.

After being appointed as independent directors with characteristics according to Paragraphs 1 to 9, independent directors may be assigned by the board to decide on the operations of the company, parent company, subsidiaries, associates, or subsidiaries at the same rank, major shareholder or the company's regulator with a collective decision.

11.2.4 Business relationship or professional service of independent directors in the past accounting period

- None -



11.2.5 Supervision on using internal information

The company has set guidelines for employees to perform their duties with honesty, fairness, and complement with laws, regulations, keeping clients confidential and does not place the importance of personal interests over the responsibility of the company, includes employees not using internal information for personal gain or disclosing information to others without being involved in their operations, including business ethics in the Code of Conduct as well as defining policies to prevent and manage conflicts of interest which may occur in the business operation and customer service.

The company has set rules for trading shares by directors, executives, employees, which are assigned to senior executives and all employees or stakeholders with internal information, shall not trade company's shares during the period of 30 days prior to the last business day of the quarter until 1 day following the announcement of the financial statements.

In addition, directors are required to keep important information about the company that is not yet publicly disclosed to the public and it is illegal to trade in the company's stock with internal information that has not yet been made public. In addition to the prohibition of trading company shares by using internal information, directors must not provide internal information to others for such purpose or any other purpose as well as having a duty to maintain the confidentiality of internal information that is known from the performance of their duties to the company unless received or have a duty to disclose and follow up.

The company has measures to punish non-compliance with the guidelines or regulations set by the company, including using inside information for personal gain or any other person as defined in the company's regulations.

11.3. Applying CG Code for listed companies in 2017

The company secretary proposed a review of applying CG Code in the company at least once a year by the Board of Directors' Meeting No. 7/2020 on 10 December 2020 found that the Board applied CG Code for listed companies in 2017 of the Securities and Exchange Commission which assessed compliance with each CG Code in comparison with the company's corporate governance policy and commented that the company has policies, measures and operational processes that are in line with CG Code to be suitable for the direction of business growth but still have some practices that the Board has accepted principle and will be applied further, including:

CG CODE	Clarification
1. The Board should establish a clear and concrete policy on the care of safety and sanitation and disclose the practice including disclosure of accident statistics or absence rate.	The Board assigns the management to prepare a policy and report to disclose the statistics on safety and health of employees in the annual report (Form 56-1).
2. The Board should consider holding the board's meeting more than 6 meetings per year.	The board should set to add the meetings more than 6 meetings per year.
3. The Board should hold a meeting between non-executive directors without management to attend the meeting in the past year by specifying the number of times or the date of the meeting.	The Board should hold a meeting between non-executive directors without the management No. 1/2020 on 10 December 2020 to discuss the operation of the management.
4. The Board should provide an annual assessment for CEO of an organization and disclose it.	The Board assigns the company secretary to hold an annual performance assessment for senior executives and continue to disclose.
5. CG Committee (Directors level)	The Board agrees and assigns the Nomination and Remuneration Committee to consider and appoint further.