

GOOD CORPORATE GOVERNANCE

Corporate Governance Policy

The Board of Directors of UOB Kay Hian Securities (Thailand) Public Company Limited (UOBKH) believed that good corporate governance is vital to successful business operations, and a key to ensuring long term and sustainable maximization of shareholder value. UOBKH has thus established the Corporate Governance Policy in which the relevant policy and key principles are compiled for the Board of Directors, management and staffs to follow in their performance of duties.

The Company has put in place a policy for good corporate governance which incorporates the following key principles:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Responsibilities of the Board

The Board of Directors will ensure this corporate governance policy be acknowledged and complied by all staffs, the policy will be updated as appropriate and necessary to benefit shareholders, employees, executives and all stakeholders. The detail of Corporate Governance Policy has been disclosed on the Company's website www.utrade.co.th, About us.

To ensure that all employees understand and effectively carry out their duties in compliance with the relevant regulations and business code of conduct, the Company launched the compulsory Policy Test. The test results will be evaluated to determine the level of understanding so that appropriate communication methods will be carried out to enhance the staff's awareness of their roles and responsibilities in good corporate governance.

For the past year Thai Institute of Directors (IOD) also evaluated UOBKH as the listed company with "Good" corporate governance recognition level consider from information disclosed through the Stock Exchange of Thailand's information dissemination channel and other Company's public documents. The Company has reported the assessment result to the NRC Committee, which further reported to the Board of Directors to review IOD's recommendations to continuously develop and improve corporate governance of UOBKH.

The Company emphasizes on information disclosure. Thus, regular meetings with investors exchange viewpoints, and respond to any queries on the basis of trustworthiness and professionalism concerning all stakeholders.

Rights and Equitable Treatment of Shareholders

The Company commits to protect and facilitate the exercise of its shareholders' rights. The right to buy, sell or transfer their shares; to receive their rightful portion of UOBKH's profits; to easily obtain the relevant and adequate information on UOBKH on a timely and regular basis; to participate effectively and vote in general shareholders meetings, and to be

informed of the rules that govern the general shareholders' meeting; to elect and remove members of the Board of Directors; to participate in, and to be sufficiently informed on, decisions concerning fundamental company changes.

UOBKH fairly and equally treats all shareholders, majority or minority, individual or institutional, foreign or Thai, either executive or non-executive. Among its policies are: Minority shareholders are protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly. Insider trading and self-dealing abuses are strictly prohibited. Members of UOBKH's board and senior management are required to disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting UOBKH.

The Company delivers Notice of the shareholder meeting to summon shareholders to join the meetings, attached with Proxy Form. Any shareholders who cannot attend the meeting can have their proxies taken part on their behalf. In addition, the Company has contacted institutional investors, who are funds or custodians, to send in representatives for the meeting and facilitating on advance meeting document checking and providing information or responding to any inquiries.

The Company also gives invitation to shareholders to propose agenda items in the annual general meeting and nominate qualified candidates for director position. The shareholders can submit their proposals in advance of the meeting according to the criteria set by the Company. Regarding agenda items, the Board of Directors shall add items that are considered appropriate for the agenda and make sure that the items are included in the Notice of the annual general meeting. For nominations of qualified candidates for director positions, the NRC Committee shall review and propose candidates for the Board of Directors' consideration for further recommendation to the shareholders at the annual general meeting. In cases wherein proposals are disapproved by the Board and/or the Nomination and Compensation Committee, the Company shall state the reason for refusal to the shareholders in the shareholders' meeting, on the Company's website or any other appropriate information dissemination channels.

For the 2019 Annual General Meeting, UOBKH invited shareholders to propose agenda and qualified candidates for director positions in advance, from November 1 to December 31, 2018. Before mailing out the Notice, the Company posted on the Company's website to inform shareholders their rights to propose additional agenda in the annual general meeting together with related procedures, deadline for the proposal of agenda so that the Board of Directors shall consider include or not include the agenda in the Notice, and methods of proposing qualified candidates for director position to the NRC Committee for further recommend to the Board of Directors and propose to the shareholders at the annual general meeting. In this regard, upon the posting of information, the Company also disclosed through the Stock Exchange of Thailand's information dissemination channel.

The Company prepares Notice of the shareholder meeting in both Thai and English and notifies the meeting details to investors prior to the meeting date through the Stock Exchange of Thailand's information dissemination channel and its website to allow shareholders adequate time to study meeting materials. Such notice and materials shall be sent to the shareholders not less than seven days before the date set for the meeting in accordance with the law.

The information presented on the website shall be the same as that presented in the meeting materials sent to the shareholders by QR Code; which include (1) Notice of the meeting (2) Annual Report (3) Profile of the nominated person to be Director in replacement (4) Profile of the independent directors nominated to serve as proxies for shareholders (5) the Company's Articles of Association in the category of company's shareholder meetings (6) Procedure for meeting registration (7) Proxy Forms and (8) Meeting location map.

In addition, the Company shall publish Notice of the shareholder meeting in a Thai daily newspaper for three consecutive days and not less than three days before the date set for the meeting. All agenda items shall indicate clearly whether it is a matter being proposed for acknowledgement, for approval, or for consideration, as the case may be, and include the opinions of the Board of Directors in said matters.

For the 2019 Annual General Meeting, UOBKH disclosed Agenda of the meeting via the Stock Exchange of Thailand information dissemination channel since February 22, 2019 and disclosed Notice of the shareholder meeting in both Thai and English languages through the Stock Exchange of Thailand's information dissemination channel and its website since March 22, 2019 and sent by document to shareholders on April 5, 2019 which was 31 and 18 days before the date of shareholders meeting, respectively.

The company assigned officers to check shareholders' or proxies' documents according to the requirements stated in the notice for protecting shareholders' rights to attend the meeting and ensure equitable treatment for shareholders. The company allowed enough time for any shareholder to register to attend the meeting in advance of the meeting time and utilized a computer and barcode system for registration and printing of voting forms for each agenda item to facilitate shareholder participation, and to ensure prompt and accurate registration, and for vote counting procedure.

In addition, shareholders are also able to register to attend and exercise their voting rights on the agenda that they have not cast the vote in advance after the meeting's commencement. For shareholders who unable to attend the meeting and would like to appoint a proxy, the company proposes more than one independent directors by presenting director profiles for the shareholders' selection, in addition to management, director or any other person attending the meeting on their behalf.

The company has also attached Proxy Forms, which allows shareholders to specify their voting decision, with the notice. Moreover shareholders could cast their votes in advance on the Voting Form which had been sent out together with notice of shareholders' meeting. The shareholders can download other types of proxy forms from the company's website.

Before the date set for the meeting, UOBKH invites shareholders to submit questions regarding the Company and meeting agenda that requires clarification by the Board of Directors and the management at the meeting. The question may be submitted in advance via fax or email to Investor Relations. In the meeting, the Chairman shall allocate appropriate time and encourage equal opportunity for shareholders to express their opinions and raise their queries at the meeting as per the agenda.

UOBKH shall endeavor to arrange for all directors, executives of the Company and subsidiaries, as well as the auditors to attend the shareholders' meeting to answer the queries. The Company's directors and management will clearly explain and clarify such matters.

For the 2019 Annual General Meeting, 8 directors (out of 8 directors), UOBKH Management and the auditors attended the meeting. In addition, representative from the consulting law firm was also observed the meeting.

The meeting is conducted in accordance with the order of agenda as arranged in the notice of the meeting, before the meeting starts considering the agenda, the shareholders will be informed of number and proportion of shareholders or proxy attended the meeting, their voting rights, total votes required for each agenda and the voting process for each agenda. Every shareholder present in person or being represented by proxy is entitled to one vote per share. For the purpose of transparency and equitable treatment of the shareholders in the voting process, the Company shall utilize voting forms for all agenda.

The Company assigns inspectors to oversee and monitor the shareholders meeting to ensure that the meeting is conducted with transparency and compliance with the law and its Articles of Association. After the vote count is completed, voting results of each agenda will be announced to the meeting, by specifying the vote results as "Agree", "Disagree", and "Abstain" together with number of votes.

For the 2019 Annual General Meeting, the meeting was conducted according to the Company's Articles of Association with no additional agenda, no changes to the agenda order, or no changes in important information without prior notification to shareholders. In addition, the Company assigned Auditor and Lawyer to ensure that the meeting was conducted with clear and transparency and in accordance with laws and the Company's Articles of Association. There was representative of Dherakupt Consultant Co., Ltd. to observe in the registration and vote counting throughout the meeting.

The Company shall give notification of the shareholders' meeting resolutions to all investors through the SET's information dissemination channel within the same day of the meeting or at least one hour before the opening of the Stock Exchange of Thailand on the next working day. In addition, the Company shall also prepare the minutes of the meeting in which all relevant information, including all clarifications, queries, opinions, and resolutions are recorded and categorized into "Agree", "Disagree", and "Abstain" votes.

UOBKH shall disseminate the above minutes on its website and submit it to the Stock Exchange of Thailand within 14 days from the date of the meeting. The minutes of the meeting will be kept at the office. In addition, UOBKH has arranged for a recording of the shareholders' meeting to be available on the company's website in section Investor Relations.

For the 2019 Annual General Meeting held on April 23, 2019, the Company notified the shareholders' meeting resolutions through the SET's information dissemination channel within the same day of the meeting and disclosed the minutes of the meetings on May 13, 2019.

Regarding measures taken to prevent conflict of interest, the Company has set the code of conduct for employees to ensure that employees comply with stipulated laws and regulations, conduct their duties with integrity, consider the Company's interests above their own, and refrain from exploiting inside information for their own benefit. Directors, Top Management or top 4 managements whose ranks are subsequent to the Top Management, any person holding equivalent position of the fourth ranked management, and Accounting department managers must firstly file with the Company a report on his/her interest or related person's interest in relation to management of the Company upon the appointment and within 3 working days from the date of the change. In addition UOBKH has set out rules regarding securities trading by employees, stating that all employees must open trading accounts only with the company. Also, employees are required to seek approval from their supervisors and the Compliance Unit before executing trades. Moreover, it also prohibits Management Committee and insiders from trading UOBKH's shares 1 month prior to the last working day of the month until 1 day after the financial statements or the summary statements of assets and liabilities of UOBKH are published.

Directors, Top Management or top 4 managements whose ranks are subsequent to the Top Management, any person holding equivalent position of the fourth ranked management, and Accounting department managers must report their securities holdings in UOBKH, as well as the securities holding of their spouses and any minor children, to the Office of Securities and Exchange Commission. This report on securities holding must be filed within 30 days from the date of appointment and within 3 working days from the date of the change. Directors must also notify the Board via the Audit Committee of their shareholdings at the end of each quarter. The Audit Committee reviews director's shareholding and report to the Board for acknowledgement every quarter under Audit Committee's activities.

The above-mentioned persons must file a copy of their report on securities holdings to UOBKH within the same date on which such a report is filed to the Office of Securities and Exchange Commission. In addition, Directors and management shall file with UOBKH a report on his/her interest or a related person's interest in relation to management of UOBKH in accordance with the rules, conditions and procedures specified by the Company in compliance with the Securities and Exchange Commission requirement.

UOBKH has no policy to encourage transactions between related parties or any other transactions that may result in a conflict of interest. Should any such transactions occur, they must be considered thoroughly by the Audit Committee. The Audit Committee shall report and/or propose to the Board of Directors Meeting for approval, as the case may be. The Company shall consider said transactions with the same conditions as those governing normal business transactions. Persons with vested interests shall not be entitled to vote for the approval of said transactions.

Interest of Stakeholders

UOBKH treats all stakeholders fairly in accordance with UOBKH Corporate Governance Policy – Section: Rights and Equitable Treatment of Shareholders, and their legal rights, either established by law or through mutual agreements. UOBKH continues to develop processes to deliver superior financial products and services in order to meet stakeholders' expectations.

These stakeholders include UOBKH's shareholders, employees, customers, business partners, creditors, competitors, and society.

Shareholders

In addition to direct benefits resulting from the rights and equitable treatment shareholders received from UOBKH, they indirectly gain from the trust created by the fair treatment UOBKH has given to other stakeholders. Such mutual trust in turn promotes co-operation between UOBKH and its counterparts and is believed to be the key factor in maximizing the shareholders' long term wealth, and providing UOBKH with financial stability and sustainability.

Employees

UOBKH compensates its employees, permanent or contracted, fairly and they are rewarded based on an equitable performance evaluation system. They are equipped with the required standard of education and professional training, and provided with health care benefits and work place safety.

Customers

UOBKH fulfills its contractual commitments to customers by providing professional and practical solution in accordance with the highest standard and code of conduct.

Business Partners and Creditors

UOBKH treats its business partners fairly and honestly and honors any conditions agreed by both parties. UOBKH's business partner selection policy and procedure are obviously and do not deal any business with them who suspected of taking bribes or corruption in any form. UOBKH also treats creditors fairly and honestly and honors any conditions agreed by both parties. In such business dealings, UOBKH promises to abide by the Collective Action Coalition against Corruption in the Private Sector and Intellectual Property Rights Act.

Competitors

UOBKH operates its business with respect for fair competition and integrity, works within the framework of applicable competition regulations, and refrains from action that may have a negative impact on the financial industry.

Social and Environment

UOBKH recognizes its social responsibility and has continuously undertaken development initiatives to make a better society. Resources and expertise are focused on sustainable issues which are important to stakeholders and UOBKH, such as supporting education and financial literacy. Other CSR activities are allocated to social welfare, cultural and environment preservation, which are driven mostly by voluntary staff, and occasionally with customers and business partners, to cultivate their moral values and social conscience.

Refusal to Violate the Human Rights

The Company has policy on the refusal to violate the human rights as follows:

1. Provision of security for the employees to ensure that they are safe from harassment and abuse and have freedom of assembly within the purview of the relevant laws.
2. Upholding the principles of equal opportunity, regardless of race, religion, color, gender, identity national origin or disability, within the purview of the relevant laws..
3. Refusal to use forced labor and child labor.
4. Employee development—enhancing the skills and capabilities of members of staff by offering opportunities to learn and to be promoted, as deemed fit.
5. The adoption of employment terms and conditions that are fair to employees and offer reasonable compensation, based on the skills and effort of each employee.
6. Provision of appropriate welfare for employees, such as annual vacation leave, reasonable overtime, medical care, etc.
7. Ensuring that employees manage a good balance between career and personal life and have opportunities to participate in activities that contribute to society.

Refusal to Violate the Intellectual Property Rights

The Company has policy on the refusal to violate the Intellectual Property Rights as follows:

1. Compliance with intellectual property or copyright law. In the case that a violation of intellectual property rights is discovered, the Company will take prompt action, as deemed fit, in order to end such piracy.
2. According to clause 1, when a violation of intellectual property rights is ceased, the Company will take proper action in line with the Company regulation regarding the discipline of employee and inform to the employee, who violate intellectual property rights.

In addition, stakeholders can propose their opinions, complaint or other important issues directly to the independent director or the audit committee, UOBKH Group also provides variety of channels such as UOBKH website, and UOBKH dedicated functions. For example, Investor Relations Function is responsible for feedbacks from shareholders and investors community while UOBKH HR is responsible for those from employees. Moreover, Compliance Function has been assigned to receive suggestions, complaints or any other concerns related to UOBKH business operation and regulatory matters. Significant issues shall be reported to the Compliance Committee for consideration. The Compliance and Operation Control Committee will preliminary screen the issue before reporting to the Audit Committee in case of critical corporate issues. The Audit Committee will further review, advise and report the issues and/or outcome to the Board of Directors.

In addition, in order to protect the rights and privacy of claimants, the company has set clear policies and operational procedures to handle with claims from customers, employees and stakeholders. Comments, complaints or any information given will be protected and kept confidential.

Complaint Channels

- › Inform the complaint at UOBKH's Head Office or branches through officers or filling the form and submit to officers.
- › To Send a letter to the address below: Compliance Department
UOB Kay Hian Securities (Thailand) Public Company Limited
130-132 Sindhorn Tower 1, 2nd 3rd Floor, Wireless Road, Lumpini, Pathumwan, Bangkok, 10330
- › Call UOBKH at 0 2659 8000 or fax the complaint to 0 2651 4338.
- › Post your complaint on UOBKH's website.

Disclosure and Transparency

UOBKH believes that its shareholders and other stakeholders are entitled to timely and accurate disclosure of all material information regarding the company, including financial reports, Quarterly Management Discussion and Analysis, and other important non-financial information, either by mandatory requirement or on a voluntary basis.

The disclosure is conducted through easy access channels including UOBKH's website, press conferences, and the information dissemination channels of the Stock Exchange of Thailand.

UOBKH makes publicly available on its website by the next working day the result of voting during the annual general meeting or extraordinary general meeting for all resolutions. UOBKH prepares reports for submission to relevant authorities and for public dissemination on the basis of equality and simplicity. The Board of Directors shall provide a report indicating the performance of the Company and important business activities over the course of the year to shareholders. Moreover, the Board of Directors is accountable for assessing the Company's internal control system, which is primarily assessed by the Executive Board and reviewed by the Audit Committee. The Board of Directors is also responsible to certify the accuracy of information in financial statements, the Board assigns the Audit Committee to review the financial statements of the Company and its subsidiaries to ensure that they are presented in accordance with generally accepted accounting principles and disclosed in an accurate and transparent manner to allow investors to make informed investment decisions. The Board provides the Statement of the Board of Directors' Responsibility for Financial Statements, while the Audit Committee provides reports on audit issues along with the auditor's report. Reports from the Board, the Audit Committee and the auditor's report are included in the Annual Registration Statement and Annual Report.

UOBKH arranges for the disclosure of the names and responsibilities of directors and other committees, the number of meetings, each director's meeting attendance record, their remuneration, profile of directors and management, and other corporate information in the Annual Report and the Company's website.

Directors and management shall file with the Company a Report of their Securities Holding in the Company and Report on their Conflict of Interest.

Responsibilities of the Board

The Board of Directors is appointed by the shareholders to take overall responsibility for UOBKH. These include directing, approving, and overseeing the implementation of, the group strategy, corporate governance and corporate values. The Board is also responsible for annually review vision, mission and corporate value along with the business strategy for achieving the objectives and sustainable growth. In addition, monitoring the implementation of business strategy is the one of the Board's responsibility as well.

With the above responsibilities, UOBKH has a policy to select its Board that possess, both as individual board members and collectively, appropriate and diverse experience, relevant competencies and personal qualities, including professionalism, personal integrity, and ability to make independent and analytical inquiry, and understand its business.

Board Structure

The Board members are selected on the basis of, among other things, knowledge, experience, skill, diversity of expertise, integrity, ability to make independent analytical inquiries, and their understanding of UOBKH Group's business environment. UOBKH has clearly established the proper structure of the Board as well as Guidelines for Board Composition and Selection Criteria with regard to the proportion of independent directors, management directors, and directors nominated by major shareholders to ensure the appropriateness of the Board's composition. Recognizing the crucial of their roles and to be in compliance with the Bank of Thailand regulations, directors, managers and person with controlling power are allowed to assume the position of Chairman, executive director, or director with signatory authority in no more than 3 listed companies. Directors and management should avoid other positions or jobs that may lead to conflicts of interest.

To achieve high standards of performance, the Board delegates other committees to take on tasks that require in-depth consideration, such as the Executive Committee, the Audit Committee, the Nomination Remuneration and Corporate Governance Committee, the Risk Management Committee. UOBKH assigns the responsibility of Corporate Secretary to take care of the Board's activities, monitoring compliance to the Board's resolution, handling Board Meeting and shareholders' meeting on matters concerning notice, minutes, including other duties as required by related laws and regulations of the governing authorities.

Moreover, the Company assigned Committees and authorized persons in management to compile reports on their own interests and any involving persons to Corporate Secretary. Once any changes on the information are made, Corporate Secretary is responsible for restoring the data and reporting the changes to Chairman of the Board and Chairperson of the Audit Committee.

Board Self-assessment

In order to improve its performance, the Board of Directors has formulated self-assessment process to assess Board performance and efficiency according to corporate governance best practices. The Board of Directors assigns the Nomination Remuneration and Corporate Governance Committee to prepare and recommend Board Performance Self-

assessment Guidelines for the Board's approval. The NRC Committee then reports the assessment result to the Board for acknowledgment.

Said assessment is essential to assess the appropriateness of the Board's composition and Board performance according to corporate governance best practices. The Board of Directors shall analyze the assessment results, recommendations and remarks from Board members and consider applying according to the Company's business environment and operations.

Remuneration

To ensure that the remuneration policies are set up with transparency, the Board of Directors assigns the NRC Committee to formulate director remuneration policies with clear and transparent criteria. Director remuneration shall reflect their duties and responsibilities. The Committee shall propose the remuneration to the Board Meeting and shareholders' meeting for approval. Remuneration for directors should be comparable to general practice in the industry with regard to work experience, expertise, commitment, as well as the contribution or benefit each director brings.

Board and Management Training

When a new director is appointed to the Board, senior management will arrange for an orientation regarding UOBKH Group's business operations and past performance to provide clear understanding and enable the director to fully perform his/her duties. The Company shall also provide a copy of the Director Manual and the Corporate Governance Policy and to such director. It is UOBKH Group's policy to encourage trainings and educational activities for directors on a regular basis. The Company has subscribed for membership in The Thai Institute of Directors Association for directors in order to keep abreast of news and updates as well as to attend trainings beneficial to a listed company directorship. Training schedules shall be regularly notified to the director in advance. In addition, board members and top managements attended training programs related to the roles and responsibilities of directors, and also further their skills and knowledge in seminars or training programs which presented in the topic "Information of Directors and Senior Management".

Chief Executive Performance Assessment

The assessment shall be divided into 2 main parts: Financial KPI and Non-Financial KPI. The set KPI is aligning with Company Vision Mission and short-term & long-term goal of the Company in considering the business situation and environment.

To ensure the most effectiveness on the assessment, the Board will arrange the meeting(s) between the Board and Management of UOBKH, in absence of the Top Management at least once a year prior to his/her annual performance Assessment. In addition, for the performance assessment of UOBKH's Chief Executive the assessment will take into the consideration the assessment result from sub-committees. The assessment result will be reported in the Board of Directors' Meeting.

Succession Planning

To ensure stability and continuity of UOBKH operations, successor of all key positions has been determined. Managements succession plan shall be regularly reviewed as appropriate. For other senior management positions, the Board shall review and evaluate the successors by considering factors that is qualification, knowledge, ability, experience, and evaluation of qualified Management for successor in each position.

Integrity and Ethics

A reputation for integrity has been a cornerstone of UOBKH's business since its inception. This provides confidence to all stakeholders that UOBKH and its employees are performing and behaving consistently to the highest standards. They are guided by a set of values, such as compassion, dependability, honesty, loyalty, maturity, objectivity, respect, trust and professionalism.

Integrity is UOBKH's fundamental requirement in choosing and retaining its employees.

The members of the Board of Directors and employees of UOBKH also strive to maintain the highest standards of ethical conduct including:

- a) Compliance with applicable laws and regulations.
- b) Conflict of interest must be declared and appropriate arrangements made to ensure that those with a material interest are not involved in the decision-making process.
- c) Improper payments of any kind are prohibited; similarly no gift whose value is material and which may be interpreted as a form of inducement should be accepted or offered by UOBKH's employees.
- d) Ethical issues must be dealt with in an efficient and transparent manner.

Anti-Corruption Policy

In 2015, the Board of Directors approved to set up "Anti-Corruption Policy", with an aim to enhance integrity and ethically business operation within UOBKH. The company has participated in numerous anti-corruption activities. On March 9, 2017, UOBKH was among the CAC member companies, certified as allies of the Thailand's Private Sector Collective Action Coalition against Corruption and also renewed the above membership after completion of the first three-year term.

Subsidiary Committee

Other Subsidiary Committees and Board of Directors please see the topic. "Management Structure"

Nomination of Directors and Management

The Company has the Nomination Remuneration and Corporate Governance Committee, therefore the Nomination of Directors and Management is the subject to the following procedures:

Board of Directors

- The Company's Board of Directors shall consist of at least 5 persons. Board members will elect one of their members as Chairman and Vice-Chairman and other positions as deemed appropriate. At the same time, not less than half of the directors must reside in the Kingdom of Thailand.
- Board members can be re-elected as per the shareholders' resolution, in reference to the securities business requires specialized experts with knowledge and understanding of the Company's business.
- During the shareholders' meeting, certain rules and procedures shall apply:
 - Each shareholder holds the number of votes equal to the amount of shares in possession.
 - Each shareholder may cast votes for each individual director or a group of directors, in case of election of a group of directors, the vote cannot be divided among each individual in the group.
 - The election of directors requires a resolution of shareholders passed by a majority vote. In case of an equality of votes, the Chairman of the meeting must exercise a casting vote.
- In every annual ordinary meeting, at least one-third of the directors shall resign from the position. If the number of directors cannot be divided into 3 equal portions, the closest number to that sum shall be applied. Of the 3 directors who will resign in the first and second years after the registration of the Company, they are required to draw lots to determine who will resign in subsequent years, beginning with the director who has the longest service years.

Audit Committee Members

The members of the Audit Committee are appointed by the Board of Directors or by resolution of the shareholders' meeting; members of the Audit Committee shall serve for a period of 3 years.

Independent Committee

According to the Board of Directors' selection criteria, the Independent Committee is appointed in the shareholders' meeting or the Board of Directors' meeting. The Independent Committee shall be in the position not over 3 consecutive terms. (Total not more than 9 years) and disclosure the date of elected. In case of appointment more than 9 years, the Board must provide a reason for the meeting of the Shareholders' approval.

Definition of independence director qualification

1. An Independent Director holds no more than 1% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority. This is inclusive of shares held by anyone who is affiliated with them.
2. An Independent Director is a Director, who is not involved in the management, employees, staff, consultant with monthly salary or Entities with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as an Independent Director.

3. An Independent Director has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of another Director. Further, an Independent Director has no such connection with an Executive, a Major Shareholder, and an Entity with Controlling Authority or an Individual who will be nominated as Director, Executive or Entity with Controlling Authority over the Company or the Subsidiary.
4. An Independent Director has no business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as Independent Director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.
5. An Independent Director is not an auditor of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder (holding more than 10% of all shares with voting rights of the Company, including shares held by Linked Entities), an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his/her appointment as an Independent Director.
6. An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than Two Million Baht in service fee per year by the Company, the Parent Company, a Subsidiary, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.
7. An Independent Director is not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.
8. An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company or a Subsidiary. An Independent Director is not a significant partner to a partnership or a Director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
9. An Independent Director does not have any other characteristic which prevents him or her from opining freely on the operation of the Company.

Following appointment as Independent Directors, they may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Subsidiary of Equal Level, a Major Shareholder or an Entity with Controlling Authority, where it will not be deemed that such Independent Directors are Directors involved with the administration.

Supervision of operation of subsidiaries and associates

As at December 31, 2019, the Company has no subsidiary and associated companies.