

MANUAL

Corporate Governance (CG)



บริษัท ทีทีซีแอล จำกัด (มหาชน)
TTCL PUBLIC COMPANY LIMITED

Acknowledged by the Board of Directors

December 29, 2020

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SECTION 1

General

1.1 Company Vision & Mission

According to the Board of Directors Meeting No. 1/2560 that was held on February 28th, 2017. The Directors acknowledged TTCL New Vision,

Vision

TTCL is to be
“First Class International Engineering Company”
with “Build up warmth and trust”...“Stay young”...
“Unite in Harmony”... “Speak our mind”

Mission

Joy of Engineering and Achievement with All Our Might
TTCL aims to be a company where everybody works with joy of engineering
and achievement.

1.2 Mission Statement

Objectives of the Company

TTCL is to be a “High Efficiency International Engineering Company”

The company’s competitive advantage exists in:

- Quick and flat corporate management
- Efficient and timely project management
- High level engineering skills and technology know-how

To achieve the objectives each employee shall be sincere to customers, do hard work with warm atmosphere, challenge to high-level projects, try best but acknowledge weakness and remedy shortcomings, and always maintain positive attitude.

Corporate Governance

The Company has an organization structure with appropriate roles and functions. The Board of Directors stipulates policies and defines business objectives. The Board of Management identifies targets, allocates duties and operates the Company. Internal audit on the Company’s operation is carried out and reported to the management on regular basis.

Code of Ethics

The Company defines code of ethics to maintain the standard of conduct, which shall apply to all members of the Company, who shall perform their duties with honesty and integrity for the Company.

Employee Skill Development

Employees are encouraged to attain skills and knowledge in management and engineering.

Joy of Engineering and Achievement

TTCL aims to be a company where everybody works with joy of engineering and achievement.

1.3 Mission Statement for Execution of EPC Turnkey Lump-Sum Projects

The project manager with project team members shall:

- Execute the project with the authority and single-pointed responsibility delegated by the TTCL management. Do not make excuses for project performance. The buck stops at the desk of the project manager.
- Execute the project with bearing in mind that quality and safety is the most important aspect of the project. Correct quality problems intrinsically and timely. Do not turn a blind eye to defects or errors of the project. Do not be afraid of mistakes. When a mistake is found, report to the management immediately.
- Be aware that time is essence. The EPC TKLS project not completing on time results in cost overrun. Maintain the project budget and make timely decisions. Being indecisive is a failure. Only timely decisions will ensure success.
- Represent TTCL management in coordinating with the owner and secure the owner's approval in a timely manner. Report to and receive instructions from TTCL management on key issues of the project.
- Appreciate that EPC execution is a joint effort of the project manager and project team members. Each project member contributes his/her maximum talent and effort to the successful completion of the project. As the result of this joint endeavor, every member of the project will share a sense of commitment and joy of achievement.

SECTION 2

Code of Conduct and Code of Business Ethics

2.1 Code of Conduct

(1) Preface

A corporate philosophy of TTCL Public Company Limited (“TTCL”) is “Joy of engineering and Achievement”. Under this philosophy, we will play a significant and meaningful role in the local and global community resulting in return maximization levels allowing us to make a contribution to all our stakeholders such as social, clients, shareholders and employees.

We also uphold a corporate policy of compliance with laws and regulations of the countries of business operation as well as international norms with the highest standards of business and professional ethics.

As part of the establishment and improvement of the Internal Control System of TTCL, the “Code of Conduct” is now established in conjunction with the establishment of Compliance Management System.

Here, the “compliance” means to include compliance with applicable laws and regulations, and moreover, includes adherence to the recognized business and professional ethics as well as conduct of business in line with the corporate vision of TTCL. The ultimate aim of “compliance” is to enhance the company’s standards of ethics the integrity and to accomplish sustained growth of TTCL.

Each of the management of TTCL is requested to read this “Code of Conduct” carefully, and utilize it as guidance for your daily business activities.

March, 2016



Hironobu Iriya
President & CEO

(2) Core Principles

The core Principles embodies the corporate policies in all business conducts to be observed by the “Personnel”.

1. Customers Trust

With the highest standards of honesty, integrity and fairness, realize customers’ trust satisfaction by offering the most valuable assets of TTCL, i.e. human capital, technologies and expertise, earned through the long history of TTCL.

2. Compliance with Laws and Regulations

Comply with laws and regulations as well as international norms with the highest standards of business and professional ethics, as such compliance is the very key to and source of sustained growth of TTCL as a socially responsible company.

3. Compliance with Corporation Operation Policies and Regulations

Comply with corporation operation policies, rules and regulations such as;

- Article of Association
- Corporation Operation Policies
- Mission statements
- Company Rules and Regulations
- Company Manual and Procedure

4. Respect for Humanity

Respect human dignity and human accomplishments such as history, culture and customs of mankind and contribute to prosperity and progress of human society.

Create healthy and productive work environments and corporate culture in which the Personnel can make best use of their talents and maximize the values of individuals in pursuit of ideals of TTCL.

5. Health, Safety, Security, Environment and Quality

Place the highest priority on health, safety, security, environment and quality.

(3) Detailed Code of Conduct

1. Comply with laws and regulations of the countries of business operation and with internal corporate rules, with the highest standards of honesty, integrity and fairness.

- 1) We realize and comply with applicable laws, regulations and the highest ethical standards in performing our global business to achieve our customer's satisfaction and our own continued growth.
- 2) We observe internal corporate rules and maintain good communication with supervisors and co-workers to achieve corporate success.
- 3) We uphold the highest ethical standards to enhance the social trust which is essential to achieve our business goals.

2. Respect humanity of the people in the world, free from discrimination and harassment.

- 1) We realize and respect the history, culture and customs of each country in which we operate.
- 2) We respect human rights and refrain from discrimination by race, religion, creed, gender, social status, nationality, age, disability, etc.
- 3) We maintain a work environment that is free from discrimination and harassment. Great care is taken not to cause recourse to legal proceeding as a consequence of discrimination, harassment, abuse of power, etc.

3. Comply with international arrangements governing global business operations.

- 1) We realize and comply with international agreements pertinent to our global operations including, inter alia, export and import regulations and tax laws.
- 2) We recognize the differences in business practices and legal structures in each country in which we operate and conduct our business with the highest standards of integrity and ethics.

4. Comply with international treaties and laws and regulations for environmental conservation and protection, and place the highest priority on health, safety, security and environment.

- 1) We recognize that environmental conservation is given high priority in the 21st Century. We endeavor to minimize the environmental impact from our global engineering business and aim to harmonize industrial and economic development with environmental conservation.
- 2) We shall endeavor to develop technologies and products that contribute to environmental conservation.

3) We are committed to the standards of quality, health, safety and security that are essential for TTCL to be recognized as a socially reliable company.

5. Respect intellectual properties, patented or otherwise, of customers, partners and others and protect those of TTCL.

1) We recognize the value of confidential and proprietary information of TTCL. We protect such information in accordance with our Information Security Policy.

2) We shall not divulge confidential information of TTCL to any third parties. We shall not use confidential and proprietary information for personal interests or any purposes against the interests of TTCL.

3) We treat the intellectual property as well as confidential and proprietary information of our customers, partners and other with the greatest care in accordance with applicable laws and regulations.

6. Do not commit unfair business transactions such as insider trading of stocks, in compliance with laws and regulations of the countries of business operation.

In the event we obtain confidential information relating to TTCL, our customers or partners, both domestic and abroad, we shall not trade stocks/shares/securities of the entity to which the confidential information relates, (insider trading) until such information becomes the public domain.

7. Keep accurate, complete and timely financial and accounting records, in compliance with laws and regulations of the countries of business operation.

1) We keep accurate, complete and timely financial accounting records. Fraudulent or misleading records are strictly prohibited.

2) We disclose our corporate information on a timely basis in accordance with applicable laws and regulations to protect investors.

8. Do not stand against the overall interests of TTCL, and with the highest standards of ethics draw a line between public and private.

1) We do not act against the interest of TTCL for the purpose of pursuing personal or and third party's interests.

2) We place the highest priority to the continued growth of TTCL and to our contribute to the societies. We shall not put private interests ahead of the interests of TTCL.

9. Comply with laws and regulations of countries of business operation in dealing with customers, partners and stakeholders, and observe the highest standards of ethics in conducting business anywhere in the world.

1) We observe the highest ethical standards and the applicable laws and regulations that prohibit offering benefits, including, inter alia, money, gifts, meals and entertainment to any government officials or any other persons who have similar capacities.

- 2) We observe the highest ethical standards and shall not offer excessive benefits including, inter alia, money, gifts, meals and entertainment to our customers, partners and stakeholders that are beyond ethical business practice.
- 3) We shall not accept any benefits from our customers, partners and stakeholders that are beyond ethical business practice or may impair the interests of TTCL.

10. Oppose resolutely any antisocial influences and do not submit to their demands.

We resolutely oppose any unlawful or unethical practices, for example corporate racketeering, and shall not make unlawful or unethical settlements, financial or otherwise, as a consequence of such practices.

11. Report immediately and in good faith to the upper management level of any known or suspected violation of this Code of Conduct.

- 1) All the Personnel have a duty to report, immediately and in good faith, any known or suspected violation of this Code of Conduct to the upper management level.
- 2) We are responsible for cooperating in the fact-finding investigation related to the reported violation.
- 3) In the event that a serious violation is proven, the offender and his or her supervisor may be subject to disciplinary action.
- 4) It is the responsibility of the management of TTCL to ensure that no retaliation of any kind shall be taken against those Personnel who reported a violation or cooperated, in good faith, with the fact-finding investigation.

(4) More about Code of Conduct

1. This code of conduct applies to the following personnel (“Personnel”):
 - 1) Directors and Board of Management
 - 2) Managers and Officers of TTCL
2. All Personnel must understand this Code of Conduct.

2.2 Code of Business Ethics

Apart from the laws, all directors and employees must comply with Code of Business Ethics because the Company believes that having business ethics is a precious asset of the Company.

1. Compliance with Code of Conduct

- 1.1 The Company expects that all directors and employees read, understand, and comply with the standards and code of conduct assigned by the company.
- 1.2 Directors and employees should report to executives when there are problems in accordance with the Code of Conduct. Also, they shall provide advices or comments to improve the Code of Conduct.

2. Guideline of Business Operation

- 2.1 The Company must conduct its business consistently with the relevant laws. The Company shall maintain fair business operation.
- 2.2 The Company strongly believes that conducting business with honesty, morality and ethics is good business government which will provide a stable, progressing business of the Company.
- 2.3 The Company will respect and act in compliance with local norms and traditions.
- 2.4 The Company will conduct business with honesty, particularly in matters regarding financial policy, budget planning and budget evaluation in any project which shall be prepared clearly and precisely.
- 2.5 The Company hopes that all directors and employees will honestly respect in the Company's policy, accounting process and other regulations. Moreover, employees should report to executives immediately if there is any suspicion of a violation of the code of conduct which may cause damage to the Company's reputation.

3. Conflict of interest

The Company supports that directors and employees avoid the circumstances where their personal interest conflicts with the Company's interest, particularly in the matters relating to government, suppliers, partners or competitors.

- 3.1 The Conflict of interest includes the attempt to reveal the company's confidential information to outsiders during or after the employment period of employee or the office of director.
- 3.2 Directors or employees must avoid the circumstances where their personal interest conflicts with the Company's interest, particularly in the matters relating to government, suppliers, partners or competitors.

- 3.3 Directors and employees are prohibited to use internal information for their own or other's advantage. Internal information includes undisclosed information under the rules of the SET and relevant regulations.
- 3.4 During and after conducting business for the Company, directors and employees must not reveal any confidential information for anyone's interest, regardless that such information is electronic information, financial information, business information, the company's future plans, etc.
- 3.5 Directors and employees must not hold the position as a director or consultant in an outside company which may cause the conflict of interest and business conflict. Directors and employees must acquire permission before taking any position in another business, except for the case that they have already declared to executives or shareholders (in each case).
- 3.6 Directors and employees must use the Company's resources for the fullest benefits and must not use the Company's resources for their own personal advantages.
- 3.7 In case that any employee will become a director or consultant in other companies, organizations or business associations, such occurrence must not hinder any interest or business operations of the Company. Also, such employee must get approval from the Board prior to taking any position. Directors and employees should fully dedicate themselves and their time to the Company's activities without using working time for personal advantage and activities that are not relevant to their duty.

4. Rewards and entertainment

- 4.1 The Company has policy to conduct business with transparency and ethics. Directors or employees are prohibited to conduct any action which causes damages to the Company's reputations.
- 4.2 Directors and employees are prohibited to offer bribe or rewards to suppliers, government organizations or relevant persons. On the contrary, directors and employees are prohibited to receive bribe or rewards from suppliers, government organizations or relevant person. However, this regulation allows occasional greetings with traditional souvenirs.
- 4.3 If the directors and employees have received any gift in terms of money or objects of a value exceeding baht 3,000 or a value that should be deemed inappropriate, they must report to the internal auditing department for their information and consideration.
- 4.4 Directors and employees should decline entertaining activities or other entertainment which is organized beyond the limits of normal business conditions and in occasions of proper traditions by any third persons who are relevant to the Company.

5. Responsibility for shareholders

- 5.1 The Company will conduct business in purpose to achieve the goal of maximizing economic value and shareholders' wealth in the long term. Shareholders will receive benefit from the Company's efficiency and good corporate governance.
- 5.2 The Company respects the right of shareholders to obtain sufficient information regarding the business, so that they can consider the proper direction of the business they have invested in. The company will report clear and precise information about the Company's management, financial status and operation report to shareholders on a regular basis under the rules assigned by the SEC.
- 5.3 The Company will follow the policy in compiling and keeping the information, making accounting reports to be consistent with the relevant regulations and the general accounting basis.
- 5.4 The Company will treat shareholders equally in the shareholders' meetings.

6. Relationship with Suppliers and contractors

- 6.1 To supply goods and services for the Company, they must reach the highest standard.
- 6.2 The Company intends to keep and develop good relationships with suppliers, government organizations and contractors of the company.
- 6.3 Directors and employees are prohibited to take personal advantages from suppliers, government and contractors of company.

7. Safety and Health in Workplace

- 7.1 The Company will prevent accidents, injuries or sickness from work. With cooperation from all employees, the company will not stop researching and managing the risks that may occur during the work.
- 7.2 The Company will provide equipment, tools, accessories and training for the benefit of safety of workers and the Company's assets.
- 7.3 The Company will immediately and efficiently take action in case of emergencies or accident from the operation.
- 7.4 The Company will strictly comply with the laws and relevant regulations.
- 7.5 The Company will develop and train its employees to assure that all employees understand and receive sufficient information about the environment in workplace, working procedures and sicknesses that may occur from work.

8. Security of the Company's Properties

- 8.1 The Company's properties mean movables, immovables, academic knowledge, technology and copyrights. They also include any resources that the Company possesses.

- 8.2 Employees of the Company have duty and responsibility to efficient use the Company's resources to maximize the Company's interest and to prevent damage.
- 8.3 Information and business documents are important property of the Company. Each section must provide the specific period of record-keeping and level of confidentiality of documentation. These documents must be clearly secured and verified.
- 8.4 Employees will manage the business documents, account and finance documents, and other reports to submit to the government organization and other persons precisely and honestly. Also, they must manage the accounting consistently with the assigned standard.
- 8.5 Employees must follow the accounting, financial and internal control principles strictly all the time and must report to those who responsible in the section or to the good corporate governance team when there are any mistakes in the business operation.

9. Computer system

Follow the Company's regulations and relevant laws on safely use of the computer networking system in organization.

10. Responsible for environment

The Company's policy is to conduct business accordingly the environmental laws and relevant regulations as necessary.

SECTION 3

Good Corporate Governance

3.1 Corporate Governance Policy

TTCL Public Company Limited aims to operate under the principles of Good Corporate Governance which reflects efficiency, transparency, and accountability in the management, creates the confidence and creditability to the shareholders, investors, the stakeholders, and all related parties, and also takes the interests of company stakeholders into account. These create the company's competitiveness, growth and long-term value for shareholder. The principles and practices of Good Corporate Governance are presented in 5 categories, namely;

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

The Company has established the good corporate governance policy and devised a clear policy for strict conformance as follows:

1. Rights of Shareholders

The Company recognizes the importance of rights and promotes the shareholders to exercise their legal fundamental rights. The guidelines for best practices towards shareholders are as follows;

- 1.1 The Company shall respect the rights of shareholders according to the law.
- 1.2 The Company shall hold the Annual General Meeting of Shareholders (AGM) every year within four months after the end of each fiscal year. The extraordinary meeting of shareholders shall be called on case by case.
- 1.3 The Company shall provide an opportunity for shareholders to propose an agenda in advance including invitation notice with precise details that shall be sent to the shareholders.
- 1.4 The Company shall facilitate all shareholders with equality and shall not deprive the rights of shareholders. Moreover, the Company shall support the shareholders to exercise their rights in protecting their own interests.
- 1.5 The Company shall prepare and publish the minutes of shareholders' meeting, and consider comments from the meeting to improve the shareholders' meeting continuously.

2. Equitable Treatment of Shareholders

This Policy is precisely set to avoid the situation that may cause conflict of interest and prevent internal information. Encourage all shareholders to be entitled to common shareholder rights and to be treated on an equitable and fair basis as follows;

- 2.1 The Company provides an opportunity for shareholders to propose an agenda and to nominate director for the election at least 3 prior months before the end of fiscal year.
- 2.2 The Company provides an opportunity for shareholders to be entitled to assign proxies to the meeting to cast ballots for them. The Company prepared proxy forms A, B and C to Shareholders.
- 2.3 The Annual General Meeting of shareholders shall be conducted according to the agenda notified in the notice and it is the policy not to add items to the agenda without the notice to shareholders in advance.
- 2.4 Shareholders vote on every agenda using the ballot distributed at the meeting. In counting votes, one share is equal to one vote.
- 2.5 Current information shall be published at the Company's website including disclosure information in accordance with various regulations to SET in Thai and English to inform shareholders about Company's major update of data and information.
- 2.6 The Company clearly discloses the shareholding structure of the Company and its subsidiaries to ensure that it does not constitute any forms of cross or pyramidal shareholding structure.
- 2.7 The Company sets up the ethical codes on maintaining confidential information and using of internal information in the Corporate Governance Manual.
- 2.8 The directors, management and the employees who related with finance, accounting and the internal confidential information must avoid trading TTCL's share with advantage of such information and refrain from the security trading within 30 days before disclosure of financial statement.

Incidentally, the situation such as a need to spend money, execution under the law or court order, must be authorized by;

- 1) Chairman of the Board of Directors (in case of the seller is company director or company secretary)
- 2) Chairman of Audit Committee (in case of the seller is Chairman of the Board of Directors)
- 3) President & CEO (in case of the seller is not the company director and company secretary)

Investor Relations Department will inform the prohibition period of selling/buying of TTCL share to directors, management and the employees as aforesaid in advance.

3. Roles of Stakeholders

The Company recognizes stakeholders' legitimate rights and any agreement with the company on an equitable basis as follows;

- 3.1 The Company realizes the importance of all stakeholders' rights according to the law, either inside such as employee, board of management and subsidiaries or outside the Company such as shareholder, customer, business partners, business competitors, creditors, financial institutions, local communities, society, environment, and relevant public agencies and organizations.
- 3.2 The Company respects human rights and does not associate with forced labour, child labour and human trafficking.
- 3.3 The Company also emphasises on respecting intellectual property rights of business partners and other third parties. Protect and administer the Company's intellectual property.
- 3.4 The Company realizes on the anti-corruption by determining the Anti-Corruption Policy for business operation in order to be consistent with the principle of Good Corporate Governance.
- 3.5 The Company shall provide a communication channel for all stakeholders to report any clue or whistle blowing relating to illegal action, misconduct, or corrupt practice which damage the Company's benefit or reputation.
- 3.6 The Company realizes the importance of Corporate Social Responsibility by determining the Corporate Social Responsibility and Sustainable Development Policy and has intention to co-operate with company's stakeholders. The Company aims to create and maintain good relationship based on trust and mutual respect, to realize any possible impact on company's stakeholders, environment and continuously supports Corporate Social Responsibility.
- 3.7 The Company recognizes the Safety and Occupational Health of stakeholders including the highest priority of prevention in environmental impact by determining the Occupational health, Safety and Environment policy and adopting the provisions of Occupational Health and Safety Management System as a part of company's execution.

4. Disclosure and Transparency

The Company disclosed essential corporate information both financial and non-financial, and it should be made correctly and in a timely to stakeholders for their decision as follows;

- 4.1 The Company shall disclose information of Board of Directors and Board of Management Remuneration Fee and Shareholding.
- 4.2 The Company provides report of financial statements together with report of auditor in annual report.
- 4.3 The Company shall have the protection scheme in using inside information.

4.4 The Company shall disclose information on material matters via Company website in Thai and English as required by SEC and SET.

4.5 The Company has set up the Investor Relations Unit to manage relationship with the investors.

5. Board of Director Responsibilities

The Board of Directors takes a key role in determining the Company's direction in accordance with the principles of Good Corporate Governance and immensely performs the duties in the best intention together with ensuring all stakeholders of the complete responsibilities. Moreover, the Board of Directors focuses on monitoring the performance along with risk management and internal control in order to effectively achieve the objects and goals under the framework of relevant laws and regulations.

5.1 Qualifications, Authority and Responsibility

The Board of Directors consists of the directors with various qualities including ability, knowledge and profession which are beneficial for the company operation. The directors must be prepared to give adequate time and effort to perform their duties and realize their responsibility which is pursuant to law, rule and regulations of SEC and SET. The quality, scope, authority and responsibility of the Board of Directors and Chairman of the Board of Directors are specified into the Charter of the Board of Directors.

5.2 Independence and Impartiality of Directors

The Board of Directors shall independently perform the duty and exercise the discretion from the Management and major shareholders. Each director has the duty and independence to ask questions, express opinions or make objection and vote as he or she sees fit in relation to all matters affecting the interests of the Company, shareholders or stakeholders.

5.3 Subcommittees

The Board of Directors has appointed the Subcommittees to be responsible for the matter assignment, the quality, scope, authority and responsibility of the Sub-Committee as they are specified to be pursuant to law, rules and regulations of SEC and SET.

5.4 Company Secretary and Assistant to Company Secretary

The Board of Directors has appointed the Company Secretary and Assistant to Company Secretary whose duties and responsibilities are stipulated in the Securities and Exchange Act. The Company Secretary is responsible for organizing the meeting of Board of Directors and Shareholders, to advise the Board of Directors the rules and regulations that must be complied, to keep the register of directors, invitation letter and to record the minutes of meeting of Board of Directors and Shareholders, the report on conflict of

interests of directors or management and other duties as required by the Capital Market Supervisory Board.

5.5 Code of Conduct and Code of Business Ethics

Code of Conduct and Code of Business Ethics are an integral part of corporate governance. Therefore, the management and employees must be realized, aware and practicing at the same standard. Code of Conduct and Code of Business Ethics are gathered into Company's Corporate Governance Manual.

5.6 Board of Directors and Subcommittees Self-Assessment

The Company organizes the annual self-assessment as to be pursuant to the rules of SET in order to assess the performance of the Board of Directors and Subcommittees both individual and a whole of each Subcommittee for improving and developing the operation of the Board of Directors and Subcommittees.

This Corporate Governance Policy has been considered and reviewed by Corporate Governance Committee and presented to the Board of Director for approval as per its resolution of the Board of Directors' Meeting No 1/2562 on February 28, 2019 and effective on February 28, 2019.



.....
(Mr. Hironobu Iriya)
President & CEO



.....
(Mr. Gumthorn Utarnwuthipong)
Chairman of the Corporate Governance Committee

3.2 Regulations of Good Corporate Governance

(1) Rights of Shareholders

The Company recognizes the importance of good corporate governance and values the shareholders' right by encourages the shareholders, including institutional investors to exercise their rights including legal fundamental rights.

- Right to attend shareholders' meetings, express opinions, give recommendations, and vote in the shareholders' meeting.
- Right to appointment or removal of directors.
- Right to remuneration of directors.
- Right to share in the profit (Dividend).
- Right to receive correct, adequate and timely information.
- Other right as prescribed by law and the Company's articles of association and other relevant regulations.

In addition to the fundamental rights of the shareholders, the Company has made additional efforts to encourage and facilitate shareholders to exercise their rights as follows;

1. The Company has a policy to support and facilitate the shareholders to attend the general meetings of shareholders by selecting the meeting venues where the mass transit system are available and sufficient for the shareholders to conveniently commute to attend the meetings.
2. Provide minority shareholders the opportunity to raise items for inclusion on the meeting agenda and nominate qualified director candidates to be elected individually at least 3 months ahead of the shareholders' meeting. Shareholders and institutional investors may submit their questions prior to the meeting. Invitations and notifications with guidelines and procedures will be delivered to shareholders through the Stock Exchange of Thailand's news portal and a posting on Company's website.
3. The Company shall disseminate invitation notice, meeting agenda with the opinion of the Board of Directors and minutes of the previous AGM along with proxy forms in accordance with the Ministry of Commerce, meeting map in both Thai and English via the Company's website at least 30 days in advance of the AGM.
4. Disseminate the AGM meeting and other relevant documents notices to shareholders not less than 14 days prior to the meeting. This is to ensure that the information related to voting decision received by the shareholders is sufficient, accurate, complete and transparent. The company avoids additional items which are not placed in the agenda prior to the meeting.
5. In voting in the AGM, the Company has implemented voting cards for every agenda and a bar code system was implemented to facilitate each shareholder's counting of vote for accuracy and more convenience. In addition, representatives from the Company's auditors also witness to the vote counting.

6. The Company must not deprive the rights of shareholders to attend their meetings. All shareholders can exercise their rights to attend the entire meetings, provide opportunity for shareholders to raise questions as well as express their opinion independently within suitable time limit.
7. Discloses the resolutions of the AGM along with the voting results in Thai and English on the following working day after the meeting to the Stock Exchange of Thailand (SET) and on the Company's website.
8. Prepare the minutes of the shareholder's meeting includes complete and appropriate records of the meeting, the resolutions reached together with the number of approval, disapproval and abstain votes, questioning process of the shareholders in each session and shall notify the Stock Exchange of Thailand (SET) and the Ministry of Commerce within 14 days after the meeting as stipulated by law and on the Company's website.
9. The Company consider the recommendations and opinions received from the shareholders in the quality assessment of the AGM to make improvement plan for the future AGM.

(2) Equitable Treatment of Shareholders

The Company has a policy to all shareholders, major or minor, individual or institutional as well as foreign investors are entitled to shareholder's right and to be treated on an equitable and fair basis as follows;

1. The Company provides an opportunity for shareholders to propose agenda and to nominate director candidates to be elected in the AGM at least 3 months prior to the year ended.
2. The Company provides flexibilities to shareholders who cannot attend the meeting in person to assign proxies to the meeting and vote for them. The Company prepared proxy forms as prescribed by the Ministry of Commerce.
3. The AGM shall be conducted according to the agenda notified in the notice and it is our policy not to add items to the agenda without advance notice to shareholders and to provide equal opportunities for shareholders to express their opinions, ask questions and exercise the rights to elect individual directors and vote on every item using the polling card distributed at the meeting.
4. The Company has defined policy on maintaining confidential information and the use of inside information. Including, the policy on conflict of interest of Committee, Management and Employee, as part of code of business ethics and of code of conduct. Generally the corporate policy is set to avoid conflict of interest when corporate members focus on their private interest against corporate objectives and execution.
5. The Company has set the policy for the Directors, first four level management and Management who related to finance and accounting, including their spouses and dependent children who intend to trade TTCL's shares must report and disclose any change in the Company's shareholding to the Securities and Exchange Commission (SEC) within 3 days.

(3) Roles of Stakeholders

The Company giving importance to the rights of all stakeholders of the Company, either internal stakeholders such as directors, employees and executives of the Company, or external stakeholders such as shareholders, customers, trade partners, competitors, the society and the environment, public sector and relevant agencies appropriately for both rights required by laws or those jointly agreed upon. The Company has set guidelines for all stakeholders, details of which are as follows;

1. Shareholder

The Company is determined to represent all shareholders committed to conducting business with transparency, duties with integrity, refrain from any activities that could cause conflicts of interest and serve self-interest. Confidential information shall not be divulged to outside parties while simultaneously paying attention to accurate, complete and punctual disclosure of material information to all shareholders.

2. Customer

The Company has a qualitative assurance policy and qualitative management system of ISO 9001 that aims to build customer satisfactions shall be achieved by deliver quality products which meet their agreement. Also, contracts and conditions mutually agreed upon shall be complied with the Code of Conduct and law in a strict manner, safekeeping client information and confidentiality by not using the information for their own benefit.

3. Business Partners

The Company has established criteria in evaluation and selection of business partners and strictly comply with the agreed commercial terms and conditions. The Company refrains from demanding, accepting or engaging in bribery to business partners. Stringently, transparently and equally observe contracts, agreements and conditions given to business partners, attention to their commercial confidentiality and seeks to notify suppliers/contractors as soon as possible.

4. Business Competitors:

The Company has a policy to operate in an upright and transparent manner in dealings with its business competitors. The framework of this policy has been shaped by related laws and regulations, as well as concepts related to Business Code of Conduct. It does not seek to find information about Competitors through dishonest or inappropriate means. The Company does not engage in slander or discrediting its competitors.

5. Creditors:

The Company makes sure to strictly comply with all terms of any loan agreement it enters into in a responsible and transparent manner especially guarantee condition, capital management and payment. The Company will not conceal any information or hide any facts that might possibly result in the realization of losses for its creditors. In the event that the company unable to meet any of the criteria it agreed to, it will make immediate notification to that particular creditor to allow for a course of action to be taken to rectify the situation.

6. Employees

The Company has always regarded its employees as valuable resources, whose roles are fundamental to the success of the Company. Accordingly, the Company places importance on the welfare and safety of its employees, as well as providing every employee with an opportunity to improve its career path on an equitable basis. The Company establishes offering appropriate remuneration to its employees which conform to the Company's operating results in both short and long terms.

7. Respect for Human Rights

The Company gives importance to respect human rights, which are considered as the fundamental rights by treating every stakeholder fairly and impartially. It is the responsibility of every director, management, and employee to perform respect the human rights that specified in the Code of Conduct.

8. Respect intellectual properties, patented

The Company also emphasises on respect intellectual properties, patented or otherwise, of customers, partners and others and protect those of TTCL that specified in the Code of Conduct.

9. Community and Society

The Company realizes the importance of Corporate Social Responsibility (CSR), by establishing CSR Policy, and conducts activities that support CSR and community development.

10. Responsibility towards Environment and Resources

The Company has Occupational Health, Safety and Environment policy, operate business by adopting the provisions of Occupational Health and Safety Management System (OHSAS 18001, TIS 18001 and ISO 14001) Encourages employee education and training with regard to environmental matters, promote the development and conservation activities of energy and environment which are achieved by encouragement of efficient resource usage.

11. Anti-Corruption

The Company has defined an anti-corruption policy and guidelines, while encouraging all personnel to value and become aware of the need to resist corrupt practices and comply with the law and applicable regulations. A systematic procedures for prevent corruption of all forms.

12. Measures for Reporting and Whistle Blowing

The Company has Measures for Reporting and Whistle Blowing which allows for investigation and protection of alleged wrong-doers and the whistle blowers. The Company has provided channels to report misconduct or corrupt behavior that may have occurred within the Company. The Company has also specified a process of fair and transparent investigation.

(4) Disclosure and Transparency

The policy on correct, complete and punctual disclosure of material financial and non-financial information through dissemination channels of the Stock Exchange of Thailand and investor relations section on corporate website in both English and Thai languages so as to provide equitable and credible access opportunity for shareholders, institution investors and any persons interested in obtaining such information. The Company has set up the Investor Relations Department as a focal point in conducting proactive investor relations activities, according to best practices of leading international organizations, to promote effective communication channels with investors, analysts and other related parties. Opportunities are also provided for investors to raise questions and receive Company information.

The policy to disclosure important information to the public as follows;

1. About TTCL Public Company Limited comprises of visions, missions, business structure, organization charts, nature of business and competition, financial and operation information, risk factors.
2. Code of Conduct and Code of Business Ethics, Corporate Governance Policy as well as any charters of sub-committees.
3. Information related to Investment Relations (IR) comprises of financial information, stock information, and shareholder information.
4. Annual registration statement (Form 56-1) and annual report (Form 56-2).
5. The Company provides report of financial statements together with report of auditor, appointed the Audit Committee to assume key duties and responsibilities of reviewing the Company's financial statements and operation reports to ensure its correctness and completeness.
6. The company establishes policy regarding to directors and management must report their share portfolios with each purchase, sale, or transfer of shares to SEC. Under Article 59 of the Securities and Securities Exchange Act, and report of interested of directors and management which required them to report the Company, their or their related persons' interest, which is related to the business operation and management of the Company or its subsidiaries, in accordance with the criteria, conditions and methods as required by the Capital Market Supervisory Board.
7. Other information disclosure as stipulated by laws or related regulations.

(5) Board of Director Responsibilities

The Board of Directors plays an important role in corporate governance for the best interest of the Company's shareholders and stakeholders, and as such will continue to perform the following functions to ensure sustainable and long-term business performance. Essential guidelines for the Board of Directors are as follows;

1. The Board of Directors

1.1 Composition and Qualifications

- (1) The Board of Directors shall be composed of experts with a wide range of experience in various fields and genre (Board Diversity). The Board of Directors is a well knowledge, ability and experienced in fields such as engineer, petroleum, petrochemicals, energy, accounting and finance, management, and law that are beneficial to the Company's business.
- (2) At least five directors but not exceeding twenty persons. The Board of Directors consisting of executive directors, non-executive directors and independent directors. Half of the directors shall have place of residences in the Kingdom of Thailand.
- (3) At least one-third must be independent directors of the total number of Board members and must be equivalent or more than 3 members.
- (4) The Board of Directors must be fully qualified by the Public Limited Company Act.

1.2 Roles and Responsibilities of the Board of Directors

- (1) To supervise and manage TTCL under applicable laws, company objectives, AOA, and shareholders' meeting resolutions with honesty and integrity while remaining vigilant of the company's best interests
- (2) To determine the business direction and the overall strategic goal for the company which includes the consideration to approve policies and operational directions proposed by the management. Also to govern and ensure that the management implement the approved policies with efficiency and productivity such as to maximize the benefits to the company and its shareholders
- (3) To constantly monitor the company's operation to ensure that the Board of Management manage the company in accordance with laws and approved policies
- (4) To arrange for TTCL to have standardized accounting system, financial reporting, and audit as well as internal control and internal audit systems that are both efficient and effective

- (5) To appoint Board of Management, audit committee and/or other committees, company secretary as appropriate for the best interest of the company and to monitor the management system in accordance with the approved policies
- (6) To appoint a director or a group of directors to act on behalf of the board of directors
- (7) To approve the roles and responsibilities of all sub committees as well as to materially amend the composition of the sub committees
- (8) To arrange to have an appropriate balance of authorities of management and/or major shareholders, by considering the proportion or number of independent directors in the company's board of directors
- (9) To arrange for appropriate information system that shall assure the board of directors of receiving sufficient information from the management in order to operate according to their authorities and responsibilities perfectly
- (10) To attend the board meetings at least half of the total number of meetings arranged in each year
- (11) To determine and amend names of authorized directors
- (12) To consider the remuneration of the directors within the guidelines approved by shareholders
- (13) To determine the business direction and overall for Anti-Corruption of the company and consideration to approve Anti-Corruption Policy proposed by Corporate Governance Committee. Also to govern and forming an effective system supporting Anti-Corruption act in order to affirm that the Management Team intensively concerns, emphasizes, and cultivates Anti-Corruption mindset as the company's culture.

The following issues shall require shareholders' approval before proceeding, directors with conflict of interests to the company and/or its subsidiaries are not permitted to vote:

- (a) Issues that the Law require shareholder's approval
- (b) Connected transactions or acquisition/disposition of assets in accordance to the SET or any other regulatory bodies' stipulation.

Directors Authorized to sign for and be binding on the Company

Any two of Directors exclude Independent Director jointly sign and affix the company seal.

2. Subcommittees

The Board has established four committees to review the following key matters and reduce the workload of the Board. Each of these committees has a clear scope, authority and responsibilities as follows;

- 2.1 Audit Committee:** The committee since December 9, 2008. Consists of three (3) independent directors as required by the announcement of the SEC and SET, at least one (1) of whom has knowledge and understanding or experience in accounting or finance.

Roles and Responsibilities of the Audit Committee

- (1) To ensure accuracy and sufficiency of the financial reports.
- (2) To ensure that the Company has appropriated and effective internal control systems as well as internal auditing activities and consider the independence of the internal audit department, including consent to the appointment, rotation, promotion, and termination of the head of internal audit department and others who are responsible for internal audit activities.
- (3) To ensure that the Company is complied with laws of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) as well as other rules and regulations related to the Company's business.
- (4) To select and propose independent person who will be the Company's auditor and propose his or her compensation, including join meeting with the auditor without management attending at least once a year.
- (5) To consider compliance of connected or conflict of interest transactions to the rules and regulations of the SET and SEC and assure the transactions are appropriate and provide the best interest to the Company.
- (6) To assure the risk management has appropriate and effective process.
- (7) To prepare an Audit Committee's report to be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and composed of at least the following information:
 - 7.1 Opinion regarding completeness and reliability of the Financial Report.
 - 7.2 Opinion regarding the sufficiency of the internal control systems.
 - 7.3 Opinion regarding compliance with laws of SEC, rules and regulations of SET and other related laws to the Company's business.
 - 7.4 Opinion regarding appropriation of auditor.
 - 7.5 Opinion regarding conflict of interest transaction.
 - 7.6 Number of Audit Committee meetings and participation.
 - 7.7 Overall opinion or observation regarding practices of the Audit Committee.
 - 7.8 Other issues that should be disclosed to the shareholders which fall within scope, authority, and responsibility as assigned by the Board of Directors.
- (8) To report activities of the Audit Committee to the Board of Directors at least 4 times a year.

- (9) To have authority for hiring independent consultant or professional when needed.
- (10) To carry out audit committee activities, the Committee shall have authority to invite executive, manager or employee to attend meetings for discussion or answer the Audit Committee's questions.
- (11) To review scope, authority and responsibility and conduct self-evaluation on the annual basis.
- (12) To perform any assignment by the Board of Directors that agreed upon by the Audit Committee.
- (13) During the Audit Committee practice, if they find or suspect transaction or the following activities which may have material impact to the financial position and operation result of the Company, the Audit Committee must report to the Board of Director to take corrective action within a reasonable period of time.
 - 13.1 Conflict of interest transaction.
 - 13.2 Fraud or unusual transaction or significant deficiency in the internal control systems.
 - 13.3 Violation under the laws of SET, SEC, rules and regulations of SET or other related laws of the Company's business.

In case where director or manger fails to take corrective action within a reasonable period of time, any Audit Committee member may report such transaction or activity to the SET and SEC.

- (14) In case the auditor discovers any suspicious circumstance that the director, manager or any person responsible for the operation of such juristic person commit an offense under the law, and informed such circumstance to the Audit Committee to continue the inspection without delay and the Audit Committee shall report the preliminary inspection to the SEC office and the auditor within 30 days from the notification date of the auditor. The circumstance that shall be informed and the procedures for acquiring the fact related to such circumstance shall be complied with the notification of the Capital Market Supervisory Board.

2.2 Nomination and Remuneration Committee: The committee since November 12, 2010. Consists of three (3) directors, being two (2) independent directors and one (1) board of management.

Roles and Responsibilities of the Nomination and Remuneration Committee

- (1) To recommend the structure and composition of the Board of Directors together with the qualification of Independent Director, Audit Committee and Corporate Governance Committee.
- (2) To recommend the list of qualified persons to the Board of Directors for consideration and propose to the shareholders for approval in case of vacancies by rotation and in case of casual vacancies.

- (3) To encourage the Company to allow shareholders to propose agenda items and to nominate candidates with qualifications required by Securities and Exchange Commission (SEC) to be elected as director at least three months ahead of the shareholders' meeting.
- (4) Review and propose structure of remuneration for Directors and Executives, e.g. bonus or other kinds of remuneration of monetary or non-monetary nature.
- (5) To consider the Remuneration of the Directors and Executives that should take into the fact of suitable type, size, and performance of the company in consistency with the general market norm and the same industry, both in and out SET.
- (6) Disclose the remuneration policy and the various types of remunerations in the Annual Report of the Company.
- (7) Determine a criteria to evaluate the performance and annually conduct Self-Assessment of the Board of Directors, Sub Committee and the President& CEO and report the result to Board of Directors.
- (8) Report on progress and results of its work to the Board of Directors after every meeting of the Nomination and Remuneration Committee.
- (9) Review and propose to the Board of Directors any changes in the regulations concerning the Nomination and Remuneration Committee that would make its work more appropriate and up to date.
- (10) Other assignments relating to nominating and remunerating for directors and executives as deemed appropriate by the President& CEO or the Board of Directors.

2.3 Risk Management Committee: The committee since November 12, 2010. Consists of five (5) directors, being one (1) independent director and four (4) board of management.

Roles and Responsibilities of the Risk Management Committee

- (1) To determine specific business direction and to define, analyze and examine significant risk factors including the determination of those strategic risk management.
- (2) To determine the standard of risk management in order to be the guidelines of each responsible task.
- (3) To supervise and ensure that the measurements are widely communicated and the staff has implemented as prescribed in the measurement.
- (4) To systematically and continuously evaluate and analyze the damage that may occur in order to ensure that the risk survey is covered all business process.
- (5) To support and develop risk management to be continuously implemented in whole organization and to be applicable to the international standard.

2.4 Corporate Governance Committee: The committee since November 14, 2014. Consists of seven (7) directors, being one (1) independent director, two (2) board of managements and four (4) managements.

Roles and Responsibilities of the Corporate Governance Committee

- (1) Governing and monitoring business operation of the committees' operation to strictly comply with law and related regulations.
- (2) Ensure that good corporate governance is being conducted at all level in accordance to legal requirements & company's policies.
- (3) Provide suggestions relevant to ethical practices to the Board, management and employees.
- (4) Provide recommendations for improvement on the Corporate Governance of the Company.
- (5) To review, revise and improve corporate governance policy continually at least once a year to keep the Company's corporate governance policy up-to-date and well adjusted to the international standards, laws, criteria, rules and regulations as well as recommendations from internal units that involve the corporate governance.
- (6) To conduct self evaluation for sufficiency of Anti-corruption practices as it is one of the Anti-corruption progress indicators of Thailand Private Sector Collective Action Coalition Against Corruption.
- (7) Reporting its performances to the Board of Directors and provide annual report to shareholders in the Annual Report.

3. Independent Directors

The Company defines the Company's independent director which is in line with the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company as follows;

- (1) Holding shares of not exceeding one percent of the number of voting shares of the Company, its parent company, subsidiaries, associated companies or legal entities which may have conflict of interest, including shares held by related persons.
- (2) Having no involvement in the management, and not being employee, staff, advisor receiving regular salary or controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries at the same level or legal entities which may have conflict of interest at present and during the past two years prior to appointment.
- (3) Having neither relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, with any executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiaries.
- (4) Having neither business relationship with the Company, its parent company, subsidiaries, associated companies, or legal entities which may have conflict of interest at present and during the past two years prior to appointment in the following manners :
 - a. Provision of professional services, i.e. auditor, other professional service provider receiving fee more than Baht 2 Million per year, such as, legal advisor, financial advisor, property appraiser, etc.

- b. Trading/business with a transaction value of Baht 20 Million or more or at least 3 percent of the Company's net tangible asset value, whichever is lower, and in considering the transaction value, and transactions executed during the past six months prior to the date of this transaction execution shall be included.
- (5) Not being appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the Company's major shareholder.
- (6) Not having any other characteristics preventing provision of independent opinions.

4. Chairman of the Board and President & CEO

4.1 Chairman of the Board

The Principles of Good Corporate Governance require that the Chairman should act as an Independent Director, although this is not the case presently. However, the Chairman is a highly knowledgeable and experienced individual who is recognized both domestically and internationally for his ability to perform his duties independently, and this will help the Company to be more secure and progress in an efficient way.

4.2 President & CEO

Roles and Responsibilities

- (1) To operate and manage the company's normal course of business.
- (2) To operate and manage in accordance with business policy, business plan, and business strategy approved by the board of directors.
- (3) To employ, appoint, transfer, layoff, severance, to determine the appropriate salary structure and changes therewith including bonuses of all employees and to appoint employer representative to sit in the company's provident fund committee.
- (4) For administration of the company, President & CEO engages into business contract within the limit that a board of management could approve, pre-approved by board of directors and has the authority to approve within the limit up to 5 (five) million Baht for the transaction that the Board of Directors or the Board of Management did not specifically approve.
- (5) To give instruction notification, announcement such that the operation could proceed according the approved policy and to keep discipline within the organization.
- (6) To be the company's authorized person for the benefit of the company.
- (7) To appoint advisors as deem appropriate for the benefit and operation of the company.
- (8) To undertake any other action as authorized by the board of directors.
- (9) To determine Anti-Corruption system, promoting and encouraging Anti-Corruption manner conveyed to all staff and related parties.

5. Board of Management

5.1 Composition and Qualifications

- (1) The President & CEO shall appoint the Board of Management, which shall be approved by the Board of Directors for either vacated or newly created position.
- (2) The Board of Management is selected on the basis of their qualifications, knowledge, experience and competency for the role they have to take.

5.2 Roles and Responsibilities of the Board of Management

- (1) To determine and roll-out policies, directions, strategies, organizational structure, and management structure such that they resonate with the current economic condition and competitive landscape for approval by the Board of Directors.
- (2) To determine the strategy and annual budget and to manage the operations in all divisions of the company for the Board of Directors' approval including the ability to approve, amend, change, add to the annual expense budget (if required as matter of urgency) before the Board of Director's approval.
- (3) To determine Anti-Corruption system, promoting and encouraging Anti-Corruption manner conveyed to all staff and related parties.
- (4) To monitor the company's operation in accordance with the company's policy and to ensure maximum efficiency under any given circumstances.\
- (5) To ensure that results from operation are in line with the approved expectations.
- (6) To consider sizeable capital investments for approval by the board of directors.
- (7) To have the authority to appoint/layoff all employees ranked below that of the CEO.
- (8) To approve and execute bidding and contracting with third parties.
- (9) To perform other duties appointed by the Board of Directors on a case by case basis.

6. Nomination of Board Members

The Company has appointed a Nomination and Remuneration Committee to select qualified candidates who have knowledge, skills, qualifications, work experience and relevant qualifications for Directors in accordance with Section 68 of Public Company Limited Act B.E. 2535 and related Notifications of the Securities and Exchange Commission. To contribute company's operation efficiently, the company has determined criterion for appointment and dismissal of Directors as follows;

- (1) The Company shall have a Board of Directors consisting of at least five (5) directors but not exceeding twenty (20) persons. All of the directors shall have qualification as prescribed by applicable law and not less than a half of them shall have place of residences in the Kingdom of Thailand.
- (2) The Directors shall be elected at the general meeting of the shareholders in accordance with the following rules and procedures:
 - a. Each shareholder shall have number of vote equal to the number of shares held;
 - b. Each shareholder may cast all of his/her votes in accordance with (a) above to elect one or more persons to be Director or Directors but the vote shall be indivisible;

- c. The persons who obtain the highest number of votes shall be elected as the Directors in respective order of votes higher to lower according to the required number of directors, but if two or more persons obtain equal votes, the Chairman shall exercise a casting vote.
- (3) At every annual general meeting of shareholders, one-third (1/3) of the Director, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. There must be a drawing by lots to determine the Directors retiring on the first and second years following the registration of the Company. In each subsequent year, the Directors who occupy the position for longest period shall retire. A retiring is eligible for re-election.
- (4) In case where there is any vacancy among Directors other than the retirement by rotation, the Board of Directors shall at its next meeting elect a person who is qualified and is not subject to any restriction imposed by applicable law to fill the vacancy, except where the remaining term of the vacant Director is less than two (2) months. The term of the new Director replacing the vacant Director shall be equal to the remaining term of the vacant Director. The resolution of the Board of Director as specified in the first paragraph shall be passed by three-quarter (3/4) or more of the votes cast by the remaining Director.
- (5) A meeting of shareholders may resolve any Director before the expiration of his/her term by passing a resolution with the vote of three-quarter (3/4) or more of the total number of shareholders attending and eligible to vote at the meeting and holding in aggregate fifty (50) per cent or more of total number of shares held by the shareholders attending and eligible to vote at the meeting.

7. The Directorship Term

- (1) Terms of Directors has been definitely prescribed in articles of association of the Company that one-third of the directors who has longest term should be retired. If it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. In choosing those directors who retire, the length of service on the board should be considered the Directors who occupy the position for longest period shall retire. Nevertheless, a retiring director is eligible for re-election.
- (2) Terms of sub-committee shall be appointed for a term of 3 years and being re-election no more than 2 times continuously unless the President & CEO or Board of Directors shall have other opinions.
- (3) Terms of independent director shall be appointed for a term of 3 years and being re-election no more than 2 times continuously (9 years). At end of the term, the Board of Directors may nominate their names to be re-elected at the Annual General Meeting of Shareholders as deemed fit.

8. Directorships in other Companies

- (1) The Board of Directors has set stipulated the numbers of companies that a director shall possess the position of director in other listed companies of no more than 5 companies.

- (2) In case the President & CEO is appointed as director of other listed company, the matter will be proposed to the Board of Directors for approval.

9. Control of Subsidiaries and Associated Companies' Business Operations

The Company's Board of Directors shall be responsible for business management and operation of the Company as well as the operation of subsidiaries in compliance with our main business plan, with honesty and maximum benefits for the Company and its shareholders. Under the laws as well as objectives and Articles of Association of the Company and must control the operations of the Company and subsidiaries to comply with the regulations of The Stock Exchange of Thailand (SET), the operation of subsidiaries or associated companies are as follows;

- (1) The Board of Directors has delegated to the President and CEO the authority to appoint eligible persons for the director and/or executive position of the Board of Directors of the subsidiaries and associates. Selection criteria of the director and/or executive position is based on qualification, skill and working experiences.
- (2) The Board of Directors designs the organization structure including management of subsidiaries or associated companies to maximize their business operation efficiency and suit current business circumstances.
- (3) The Board of Directors monitor and control the business operation of subsidiaries or associated companies to meet the approved business policy, goals, operation plan, strategy and budget.
- (4) The Board of Directors shall consider approving the budget and spending for investment, operations, transactions of acquisition or disposition of assets, borrowing from financial institutions, lending, capital increase and decrease or company dissolution that may significantly affect subsidiaries or associated companies' operations.
- (5) The nominated director and/or executive shall operate and oversee the activities of the subsidiaries and associates in accordance with the Company's policies and report performance to the Board of Management or Board of Directors of the Company as deem appropriate.

10. Board of Directors' meeting

- (1) Board meetings are scheduled in advance so that directors can schedule themselves to attend.
- (2) Setting agenda clearly and delivering relevant documents to all directors well in advance at least 14 days prior to meeting date to give them enough time to study, deliberate, make sound decisions on all agenda items. In emergency or necessary case for protecting the Company's right or benefit, a meeting may be called by other method and the meeting date may be arranged sooner.
- (3) A quorum of a meeting of the Board of Directors requires at least half (1/2) of total number of Directors. In the absence of the chairman, directors attending the meeting shall elect one of them to act as chairman of that meeting.

- (4) All resolutions of the meeting require a majority vote. Each Director has one vote but a Director who has any interest in any matter shall not cast a vote on that matter. In case of equal vote event, the chairman of the meeting will cast his vote to reach a resolution.
- (5) A clear agenda is set for each meeting and adequate supporting documents are distributed sufficiently in advance to allow directors to thoroughly review the details. Minutes of Board meetings, including its meeting outcomes must be made clear for future reference.
- (6) The non-executive directors shall have an internal meeting and an independent directors' meeting, each at least annually.

11. Board of Directors and Subcommittees Self-assessment

- (1) The Company organizes the self-assessment of the directors and subcommittees at least once a year to review the previous performance to improve the board performance.
- (2) The company uses the self-assessment form by the Stock Exchange of Thailand as a guideline. The self-assessment is annually reviewed by the Nomination and Remuneration Committee to cover all aspects of the Board's performance and to fit the Company's nature of business and environment.
- (3) The self-assessment forms compose of the self-assessment form of the Board of Directors, the self-assessment form of Subcommittee and the self-assessment form of individual.
- (4) The company secretary will gather all the self-assessment forms, score and present to the Nomination and Remuneration Committee.
- (5) The Nomination and Remuneration Committee will present the evaluation result to the board of directors for acknowledge and use as guidelines in improving the board management and potential for individual directors.

12. The Chief Executive Officer's Performance Assessment

- (1) The Nomination and Remuneration Committee, in charge of the annual performance assessment of the Chief Executive Officer, must forward the assessment outcome to the Board for endorsement.
- (2) The company uses the self-assessment form by the Stock Exchange of Thailand as a guideline. The self-assessment forms compose of Section 1 status of achievements, Section 2 performance measures and Section 3 Development Needs.
- (3) The assessment will be conducted to determine the rate by which to increase the salaries of the President & CEO will be presented to the Board of Directors for consideration and approval.

13. Remuneration for Directors and Management

The Company has policy to compensate Directors and Management at reasonable levels to motivate and retain qualified directors, or at levels comparable to industrial practices. The Nomination and Remuneration Committee shall consider remuneration of the directors before proposing to the Shareholders' annual meeting for approval.

14. Development of directors and management

- (1) The Company encourages directors, subcommittee, management, company secretary to join the training courses or activities arranged by The Stock Exchange of Thailand (SET), Thai Institute of Directors Association (IOD), The Securities and Exchange Commission (SEC) or other independent organizations to enhance their knowledge and operational efficiency, realize their duties and responsibilities.
- (2) The Company arranges important information for new director, whereby Managing Director, concerned Management, Company Secretary shall present the information regarding shareholding structure, organization chart, nature of business, performance of the Company, subsidiaries, the Board of Directors' meeting and other relevant information. In addition, the company provided a manual of Company Operation Document to Directors.
- (3) The Company has prepared the succession plan for important positions, by specifying in the Company's strategic plan to be the benefit for the management's work succession and development, and to work in place of Managing Director and the managements when they cannot perform their duties.

15. Company Secretary

The Company has appointed the Company Secretary, whose duties and responsibilities are as stipulated in the Securities and Exchange Act (No. 4), B.E. 2551, an amendment of the Securities and Exchange Act B.K. 2535. The Corporate Secretary is responsible for organizing meetings for the Board of Directors and shareholders, ensuring compliance with the meetings' resolutions, and advising the Board on rules and regulations to which it must comply. Additionally, the Corporate Secretary is responsible for preparing and keeping the register of directors, Board meeting invitation letters, Board meeting minutes, Annual Report, invitation letters to attend the shareholders' meeting and records of its minutes, the report on conflict of interests of directors or executive officers and other duties as required by the Capital Market Supervisory Board.

SECTION 4

Important Policies and Other Regulations

4.1 Connected Transactions Policy

To comply with the Good Corporate Governance Policy, TTCL Public Company Limited (“the Company”) deemed that it is appropriate to set up the Connected Transactions Policy to ensure that the transactions entered into by the Company are accurate, appropriate and consistent with applicable laws, rules and regulations.

Objectives

- 1) To comply with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 and Notification of the Securities Exchange of Thailand no. BorChor/Por 22-01.
- 2) To be the guideline for practicing of connected transaction under the principles of Good Corporate Governance.

Definition

“Connected Transaction” means a transaction between a TTCL Public Company Limited (“The Company”) or its subsidiary and the company’s connected persons or a transaction between its subsidiary and its connected persons.

“Decision to enter into a transaction” means an entering into or a decision to enter into any contract or agreement, whether direct or indirect, in order to cause an acquisition or disposition of assets, leasing or renting assets, an offer or a receipt of service, an offer or a receipt of financial assistance and an issuance of new securities, including to create rights or waiver of such right to do the same.

“Connected person” means the following:

- (1) The executive, major shareholders, person with controlling power or persons to be nominated as the executive with controlling power of the company or its subsidiary including related persons and close relatives of such persons.
- (2) Any juristic person having a major shareholder or a person with controlling power is any of the following persons of the company or a subsidiary:
 - (a) The executive
 - (b) Major shareholder
 - (c) Person with controlling power
 - (d) Person to be nominated as the executive or person with controlling power
 - (e) Related persons and close relative of persons from (a) to (d)
- (3) Any person whose behavior can be indicated as a representative or under a major influence of persons from (1) to (2) when making decision, determining policy, handling executive or operation; or other persons the SET deems as having the same manner.

“Executive” means managers and the next four executive level succeeding the manager position, including all individuals at the equivalent position to the fourth holding executive level and all individuals in executive positions of accounting and/or finance departments at the manager level upward or equal. This also includes directors under section 89/1 of the Securities and Exchange Act B.E. 2535.

“Major Shareholder” means a shareholder who directly or indirectly holds shares in the Company in a total amount exceeding 10 percent of the paid-up capital of the Company. Such shareholding shall also include the shares held by related persons.

“The Person with Controlling Power” means persons having control over the Company such as person holding of shares with voting right in the Company in amount exceeding fifty percent of the total number of voting rights of such Company, or having control of the majority voting rights in the shareholders’ meeting of the Company, whether directly or indirectly or by any other reasons, or having control over appointment or removal of at least half of all directors, whether directly or indirectly.

“Related person” means persons under Section 258 (1) to (7) of the Securities and Exchange Act, B.E. 2535, prior to the Act’s amendments.

“Close relatives” means persons having blood relations or legal relations by registration, who are: spouse, father, mother, siblings, offspring and spouse of the offspring.

“General trading conditions” means trading conditions under which the price and the condition are fair and do not cause misappropriation of benefits, including the trading conditions under which the price and the conditions are as follows:

- (1) being the price and conditions which the company or a subsidiary receives from or offers to general persons;
- (2) being the price and conditions which a connected person offers to general persons;
- (3) being the price and conditions which the company can prove to be the price and conditions that an operator of similar business offers to general persons.

“Normal business transaction” means trading transaction which is normally undertaken by the company or a subsidiary for the purpose of operating business.

“Supporting normal business transaction” means trading transaction undertaken by the general business of similar nature to the company or a subsidiary for the purpose of supporting normal business transaction of that subsidiary.

“Interest” means the receipt or loss of interest whether directly or indirectly from a decision to enter into a transaction of the company or a subsidiary.

Characteristics of Connected Transactions can be divided as follows:

1. In case the company or a subsidiary decides to enter into a transaction with
 - (a) Executive
 - (b) Major shareholder
 - (c) Related person or close relatives of executive or major shareholders
2. In case the company or a subsidiary decides to enter into a transaction with the company’s connected persons; or any transaction between a subsidiary and its connected persons.

Types of Connected Transactions

1. Normal business transaction;
2. Supporting normal business transaction;

3. Transaction regarding rental or lease of immovable property of not exceeding 3 years;
4. Transaction relating to assets or service;
5. Transaction regarding an offer or a receipt of financial assistance.

Name List of Persons and Juristic Persons who are Connected Persons

The Company Secretary issues a list of Connected Persons who are related under the definition of Connected Persons according to Rules and Regulations of The Securities and Exchange Commissions (SEC) and The Stock Exchange of Thailand (SET).

The authorization of connected transaction

The Company appoints the authorized person to approve connected transaction based on the connected transaction rules as specified in the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions (No.2), 2004 (“the attachment no. 1”) with the details as follows;

1. Small transaction means the transaction with its value less than or equal to 1 million or less than or equal to 0.03 percent of Net Tangible Assets (NTA) value, whichever value is higher. The transaction should be the normal business transaction or supporting normal business transaction in order to be approved by President & CEO who must not have any interest in such transaction.
2. The small transaction in clause 1 will be approved by Board of Management when the President & CEO has interest in such transaction.
3. Medium transaction means the transaction with its value over than 1 million but less than 20 million Baht or over than 0.03 percent but less than 3 percent of Net Tangible Assets (NTA) value, whichever value is higher. The transaction must be considered by Board of Management and proposed to the Board of Directors for approval and disclose to the Stock Exchange of Thailand (SET).
4. Large transaction means the transaction with its value over than or equal to 20 million Baht or over than 3 percent of Net Tangible Assets (NTA) value, whichever value is higher. The transaction is to be considered by Board of Management and proposed to Audit Committee for final consideration before passing to the Board of Directors for:
 - 4.1 Seeking the Board of Directors’ approval
 - 4.2 Seeking an approval from the Shareholders’ Meeting.

This Connected Transactions Policy has been considered, reviewed by Corporate Governance Committee and Audit Committee and presented to Board of Director for approval as per the resolution of the Board of Directors' Meeting No. 7/2563 on July 30, 2020. This notification is effective on August 1, 2020 onwards.

Approved by CG Committee

Approved by Board of Directors




(Mr. Gumthorn Utharnwutthipong)
Chairman of CG Committee

(Mr. Hironobu Iriya)
Chairman of Board of Directors

4.1.1 Attachment No. 1

The Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions (No.2), 2004

Types of Connected Transactions	Transaction Value	The Company's Action		
		Disclose to the SET	Seek the Board of Directors' Approval	Seek the Meeting of Shareholders' Approval
1. Normal business transaction or supporting normal business transaction	} Unlimited transaction value	-	-	-
1.1 Normal business Transaction with general trading conditions				
1.2 Supporting normal business transaction with general trading conditions whose value of consideration can be calculated from assets or underlying value				
1.3 Supporting normal business transaction with general trading conditions whose <u>value of consideration cannot be calculated from assets or underlying value</u>	≤ 1 million Baht or ≤ 0.03% of net tangible asset value, whichever is higher	-	-	-
	> 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value, whichever is higher	✓	-	-

Types of Connected Transactions	Transaction Value	The Company's Action		
		Disclose to the SET	Seek the Board of Directors' Approval	Seek the Meeting of Shareholders' Approval
	≥ 20 million Baht or ≥ 3% of net tangible asset value, whichever is higher	✓	✓	-
1.4 Normal business transaction or supporting normal business transaction <u>without general trading conditions</u>	≤ 1 million Baht or ≤ 0.03% of net tangible asset value, whichever is higher	-	-	-
	> 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value, whichever is higher	✓	✓	-
	≥ 20 million Baht or ≥ 3% of net tangible asset value, whichever is higher	✓	✓	✓
2. Transaction regarding rental or lease of immovable property of not exceeding 3 years <u>without any indication that it is based on general trading conditions</u>	≤ 1 million Baht or ≤ 0.03% of net tangible asset value, whichever is higher	-	-	-
	> 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value, whichever is higher	✓	-	-
	≥ 20 million Baht or ≥ 3% of net tangible asset value, whichever is higher	✓	✓	-
3. Transaction relating to assets or services.	≤ 1 million Baht or ≤ 0.03% of net tangible asset value, whichever is higher	-	-	-
	> 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value, whichever is higher	✓	✓	-
	≥ 20 million Baht or ≥ 3% of net tangible asset value, whichever is higher	✓	✓	✓

Types of Connected Transactions	Transaction Value	The Company's Action		
		Disclose to the SET	Seek the Board of Directors' Approval	Seek the Meeting of Shareholders' Approval
4. Grant or receipt of financial assistance 4.1 The company or subsidiary offering financial assistance to connected persons as follows: • Connected persons being natural person • Connected persons being juristic entity which the company or subsidiary, holding shares at a lower ratio than the ratio of shares held by other connected persons not being the company or subsidiary, as the case may be, in such entity.	< 100 million Baht or < 3% of net tangible asset value, whichever is lower	✓	✓	-
	≥ 100 million Baht or ≥ 3% of net tangible asset value, whichever is lower	✓	✓	✓ ⊛
4.2 Grant or receipt of financial assistance other than those stated in 4.1	≤ 1 million Baht or ≤ 0.03% of net tangible asset value, whichever is higher	-	-	-
	> 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value, whichever is higher	✓	✓	-
	≥ 20 million Baht or ≥ 3% of net tangible asset value, whichever is higher	✓	✓	✓ ⊛

⊛ In case it is a transaction where a listed company or a subsidiary and connected persons jointly offer financial assistance to a juristic entity of which the shares are held by such listed company or subsidiary and connected persons based on the ratio they have an interest therein based on general trading conditions or even with better conditions, the listed company will be exempted from requesting for an approval from the Shareholders' Meeting for that transaction.

Note: ✓ means listed company having duty to act according to details in column marked with ✓
- means listed company not having any duty to act according to details in column marked with -

4.2 Corporate Social Responsibility Policy (CSR)

TTCL Public Company Limited is doing the business together with concern about Corporate Social Responsibility (CSR). We aim to create and maintain good relationship based on trust and mutual respect and be aware of any possible impact on the Company's stakeholders such as shareholders, employees, clients, partners, and government. We have also placed high priority on environmental conservation and continuously supported Corporate Social Responsibility activities.

However, in order to create the sustainable development and have the explicit regulation, the company has adjusted and arranged Corporate Social Responsibility and Sustainable Development Policy for the comprehensiveness in sustainability issues of the company operation and subsidiaries as following;

1. Code of Conduct and Code of Business Ethics

Since the Company complies work with Code of Conduct and Code of Business Ethics, all employees are encouraged to understand Code of Business Ethics of the company in order to maintain integrity and transparency of economy, society and environment under the Corporate Governance framework.

2. Human Rights and Labour Practices

The Company prioritizes Human Rights and advocates non-discrimination in gender and social class. The Company is also against child labor and manages the compensation for employees to be at the same level with other business in the same industry. Moreover, the improvement, structural change, and organization management of the company are strictly operated under the Company Regulation and Thai and International law.

3. Responsibility for Customers, Investors, Partners, Employees, and Other Stakeholders

The Company prioritizes stakeholders and other concerned persons with the business operation concerning the least impact on both direct and indirect way. We aim to manage the risk management with the international standard and create the sustainable benefit to all stakeholders.

4. Social Responsibility Activity

To the society and community, the Company has continuously supported any activity and project which thoroughly covers economy, society, and environment.

5. Responsibility for Environment and Safety Standards

The Company operates the business with adopting the provisions of Occupational Health and Safety Management System (ISO 45001 and ISO 14001). The Company also advocates any activity concerning the environmental conservation and efficient resource usage for enhancing the quality and environmental capabilities.

6. Company Innovation related to CSR

The Company aims to encourage any innovation and research and to develop any business operation that creates value to the organization and stakeholders. The company also concerns the possible impact in the operation under Corporate Social Responsibility and environment.

Meanwhile, the Management and all employees have advocated, pushed forward and complied with Corporate Social Responsibility and Sustainable Development Policy for the development and efficiently growth.

This notification is effective from 20th February 2019.



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(Mr. Hironobu Iriya)
President & CEO

4.3 Policy of Health Safety and Environment

As of July 23, 2018

TTCL Public Company Limited is a leading integrated EPC contractor that specializes in design, engineering, procurement, construction and commissioning of turnkey projects for both industrial and process plants including related facilities, mainly in the fields of petrochemicals, chemicals, energy and power industries.

As safety of our employees and concerned parties including environmental protection are our highest priorities. Then the company has implemented the Occupational Health, Safety and Environmental Management Systems to establish and maintain safe and healthy working conditions. Thus, the President & CEO has established the HSE Policy Statement as following;

1. TTCL committed to establish and maintain safe and healthy working conditions in order to prevent injury or ill health of employees and concerned parties including environmental protection.
2. TTCL shall execute project and construction management activities in compliance with applicable legal and other HSE requirements including company and project's procedures.
3. TTCL regards that the compliance with company and project's procedures to establish and maintain safe and healthy working conditions including environmental protection are duty and responsibility of employees and concerned parties which included subcontractors and business partners. Supervisor and manager at all levels have to act as role models by leading, supporting and encouraging their subordinates to be aware of working safely and environmentally conscious.
4. TTCL shall provide the necessary resources to support the implementation of the Occupational Health, Safety and Environmental Management Systems including hazard elimination and hazards and HSE risks reduction.
5. TTCL shall support and promote employees' participation and consultation in the implementation of the Occupational Health, Safety and Environmental Management.
6. HSE Policy, Objectives and its effectiveness shall be reviewed annually by Top management for their suitability and determine the opportunity for continual improvement of the Occupational Health, Safety and Environmental Management Systems.



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Hironobu Iriya
President & CEO

4.4 Anti-Corruption Policy

TTCL Public Company Limited operates by giving precedence to corporate governance under the management framework of business ethics, transparency and accountability; specifically in related processes or risk of corruption in all forms, either directly or indirectly to enhance stakeholders' trust and indoctrinate good awareness and establish good value for directors, managements and employees in all level of the company.

Therefore, The Board of Director meeting no. 5/2557 on November 14, 2014 has the resolution to join the declaration of intent in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). Subsequently TTCL Public Company Limited by President & CEO signs on declaration to join CAC Project with the objective to create a Coalition Against Corruption and has been certified for being a member to the group of companies who intent to enter a process of Collective Action Coalition Against Corruption as follows;

First time on October 14, 2016.

Second time on February 7, 2020

.The accreditation is valid for 3 years.

Definition of the Anti-Corruption Policy

Corruption means any action, whether offering, promising, soliciting, demanding and giving or accepting assets or other benefits to government officials or other persons in business dealing with the Company, either directly or indirectly, as a motive for them to do or refrain from doing any act to acquire or keep benefits that are unsuitable to the business, except as allowed by laws, rules, notifications, local culture and tradition or commercial practice.

Anti-Corruption Policy

Director, Management and employee are prohibited from operating or accepting every type of corruption both direct or indirect manner covering every business including subsidiaries, associated companies, or any other companies under its control and company representative in every countries including people relating to its business operations to comply with Anti-Corruption Policy. The Anti-Corruption Policy is needed to be reviewed regularly, including with a possible revision of such policy and implementation provision shall comply with business transformation, rules, regulations and laws.

Roles and Responsibilities

1. The Board of Directors is responsible for determining the business direction and overall for Anti-Corruption of the company and consideration to approve Anti-Corruption Policy proposed by Corporate Governance Committee. Also to govern and forming an effective system supporting Anti-Corruption act in order to affirm that the Management Team intensively concerns, emphasizes, and cultivates Anti-Corruption mindset as the company's culture.

2. The Audit Committee is responsible to review the financial and accounting reports, internal control, internal audit function and risk management so that such operations are concise, appropriate, effective and conformed to global standard.

3. The Corporate Governance Committee is responsible to review the policies as necessary in line with business transformation, rules, regulations and relevant laws, approve any improvement or modification before submitting it to the Board for approval; as well as providing comments and recommendations that benefit the management in the preparation of operating plans and the implementation of the measures.

4. The President & CEO and Board of Management are responsible for determining Anti-Corruption system, promoting and encouraging Anti-Corruption manner conveyed to all staffs and related parties.

5. Internal Audit Manager is responsible for auditing, assessment and evaluations in business transactions whether they are accurate and complied with guidelines, approval authority, standard, laws and policy in such monitored department in order to assure that the internal controls are sufficient and suitable for probable risk in corruption. This shall be directly reported to the Audit Committee.

Anti-Corruption Guidelines

1. The Company shall conduct business with honesty, particularly in matters regarding financial policy, budget planning and budget evaluation in any project which shall be prepared clearly and precisely.

2. Directors, Managements and Employees in all levels shall not get involved in corrupt practices or corruption in any form either directly or indirectly.

3. Directors, Managements and Employees in all levels are prohibited to offer bribe or reward to suppliers, government organizations or relevant persons. On the contrary, employees are prohibited to receive bribe or reward from suppliers, government organizations or relevant person. However, this regulation allows occasional greetings with traditional souvenirs.

4. Directors, Managements and Employees in all levels shall resolutely oppose unlawful or unethical practices, for example corporate racketeering, and shall not make unlawful or unethical settlements, financial or otherwise, as a consequence of such practices.

5. Directors, Managements and Employees in all levels shall immediately report any suspected corrupt practices or corruption to supervisor or a person responsible in this regard and cooperate in the investigation. In case of any problems, the employees shall consult their supervisor or a person responsible regarding the compliance with Business Ethics via provided channels.

Measures/Operational

1. The Company will support and encourage its personnel at all levels to realize the importance of countering corruption and raise their awareness in this respect. In addition, the Company has implemented effective internal controls to prevent all forms of corruption and bribery in every country in which the company has operation.

2. The Anti-Corruption Policy also covers Human Resources procedures including recruitment and selection process to the promotion, training, performance appraisal and benefits provided to employees. Supervisors at all levels must communicate with their subordinates to make them understand and adopt these guidelines in all business activities under their responsibility and to monitor such implementation to be the most effective.

3. The Company will provide fairness and protection of employees or other person who inform about the corruption relevant to the Company and its subsidiaries including the employees who refuse to act on corruption by not demoting, punishing, or causing negative impacts. The Company will strictly provide protection to the complainant or the person who cooperates in reporting corruption as defined in measures for reporting and whistle blowing.

4. Offenders of corruption are considered those who violate employment regulations in regard to personnel management will receive disciplinary punishment and legal punishment if such offences are also against the law.

5. The Company communicates its Anti-Corruption Policy including channels of whistle-blowing, complaint or recommendations within the Company through various means such as announcement board, information given i.e. new employee orientation for understanding in the implementation of the policy and to the public and stakeholders through various means such as the Company's website or annual report.

This Anti-Corruption Policy has been considered and reviewed as per its resolution of Corporate Governance Committee's Meeting No.4/2563 on November 6, 2020 and proposed to the Board of Director for approval as per its resolution of the Board of Directors' Meeting No.10/2563 on November 16, 2020

This notification is Effective on November 16, 2020 onwards.



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(Mr. Hironobu Iriya)
President & CEO



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(Mr. Gumthorn Utarnwuthipong)
Chairman of the Corporate Governance Committee

4.5 Anti-Corruption Guidelines

In order to clarify procedures in subjects at risk of corruption, Board of Directors, the Management Team and employees at all levels must act with cautiousness when dealing with the following matters.

1. Political Contributions

Political Contributions mean providing financial or other forms of support to any person involved in political activities, politicians, political parties, political groups or encouraging employees to participate in political activities on behalf of the company to obtain special privileges, undue benefits, business advantage both in direct or indirect manners. This excludes the employees' legal support of democratic processes or involvement in political activities to the scope of personal liberty.

The company's anti-corruption guidelines are as follows:

- 1.1 The company maintains a position of political neutrality and refuses to provide political supports to any person involved in political activities, politicians, political parties, interest groups in all areas, regions at all levels by any mean.
- 1.2 Company Board of Directors, the Management Team and employees have rights to participate in political activities in alignment with the constitution, law and relevant regulation. However, the use of rights must not be done in the name as TTCL's Board of Directors, the Management Team and employees. The use of company's property, equipment, resources directly or indirectly are not allowed.

2. Corporate Philanthropy or Public Charity

Corporate philanthropy or public charity may place the company at corruption risk. Since donation activities involve spending the company's funds without constructive returns, such could be misused as means of corruption.

To avoid misuse of corporate funds for corporate philanthropy or public charity; the company's policy, monitoring and control procedures regarding corporate philanthropy or public charity are as follows;

- 2.1 Donations must be made transparent, legal, and must not be activities that contrary to good morals, or have negative impact on the society.
- 2.2 Donations must not be made in an exchange for any personal or organizational benefit. The company refuses to allow misuse of such charitable activities for purposes that lead to corruption.
- 2.3 Forms of charitable activity can be in cash such as donations for national disaster relief, or in-kind such as computers donation to support education.
- 2.4 Donations must be proved for its existence; that such activities are carried out for charitable purposes and public benefits. Aforementioned actions must be verifiable and successfully carried out to the benefits of the society and in conformance with the company's CSR objectives.
- 2.5 Donations must be reported in internal memorandum, indicating the recipient's name and the purpose of charitable contribution. All supporting documents must be submitted for the company's authorized persons approval.

3. Sponsorship

Sponsorship differs from corporate philanthropy or public charity. It is considered as a channel to promote the company's business, display its logo, build business reputation and reliability, and strengthen business relationships. Sponsorship can be a risk of corruption as it involves with cash payment or other benefit which are difficult to detect or evaluate, and can be related to bribery.

The company's policy, monitoring and control procedures for granting sponsorship are as follows:

- 3.1 Sponsorships must be granted transparent, legal, and must not be activities that contrary to good morals, or have negative impact on the society.
- 3.2 Sponsorships must be verifiable and must not be made in an exchange for any personal or organizational benefit. The company refuses to allow misuse of sponsorships for purposes that lead to corruption.

- 3.3 Forms of sponsorship granted both in cash or in-kind which can be converted into cash such as food and accommodation or equipment.
- 3.4 Sponsorship projects must be verifiable. The individual soliciting sponsorships must carry out activities in accordance with the planned project. This is to ensure that the genuine purpose of any grant is completed successfully to benefit the society and that it is in conformance with the company's CSR objectives.
- 3.5 Sponsorships must be made with internal memorandum, indicating the recipient's name and the purpose of sponsorship. All supporting documents must be submitted for the authorized persons' approval.

4. Giving and Receiving Gifts, Hospitality, and Other Benefits

The company recognizes that fostering positive relationship with business partners is the key to its ongoing success. Board of Directors, the Management Team, and employees are permitted to offer and accept gifts, hospitality, and other benefits to/ from any person or any organization. However, all conducts must conform to the following regulations;

- 4.1 Giving and/or receiving shall be with a value not exceeding 3,000 Baht
- 4.2 Giving and/or receiving must be revealed.
- 4.3 Give and receive in the company's name, not in the employee's name
- 4.4 Give and receive without the intention to influence, induce or reward any person or organization to gain improper business advantage or undue exchange for favors or benefits.
- 4.5 Give and receive only goods, not cash or cash equivalent such as gift certificate, gift voucher.
- 4.6 Give and receive in accordance with the company's regulations and not violating to the law.
- 4.7 Give and receive in appropriate circumstances. For instance, it is customary to exchange gifts during special occasions; such as New Year, Chinese New Year and Thai New Year (Songkran). Also, it is a proper etiquette to arrange welcoming celebrations for certain individuals in consideration of their positions and duties.
- 4.8 Give and receive in appropriate timing. For instance, Board of Directors, the Management Team, and employees must not give/ receive gifts, or other benefits to/ from any organization involved in the bidding of the company's tendering process.
- 4.9 Board of Directors, the Management Team, and employees are permitted to receive gifts under conditions provided in 4.1-4.7. In cases where the following conditions are not met and the receipt of gifts cannot be denied,

the higher authority must be informed. The receipt of gift report must be provided for consideration of the appropriate conduct. (example of the receipt of gift report is attached at the end).

4.10 When Board of Directors, the Management Team and employees wish to offer gifts to partners or any organization, the internal memorandum, attached with relevant documents, must be submitted for the authorized persons' approval.

5 Company and Business Related Persons

5.1 Subsidiaries and Affiliated companies which the company has control power.

- The company will inform and support its subsidiary and affiliated companies to participate in all anti-corruption measures.

5.2 Agents and other intermediaries

- Board of Directors, the Management Team and employees are prohibited to employ agents or any kind of business intermediaries for the purpose of committing acts of bribery or corruption.

5.3 Supplier/ service provider, and contractors

- The company will conduct the procurement of goods and services in a fair and transparent manner and will act with due care when evaluating prospective suppliers, service providers, and contractors. The company shall inform the suppliers and contractors of its anti-corruption policy. TTCL reserves the right to terminate a relationship if it is discovered that the other party has paid bribes or acted corruptly.



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(Mr. Hironobu Iriya)
President & CEO

4.6 Measures for Reporting and Whistle Blowing

Scope of Complaint:

1. Directors, Employees, and any other persons are uncomfortable or discovered a violation of following principles:
 - Contravening the company's corporate governances.
 - Contravening the company's rules and regulations.
 - Receiving an unfair treatment.
 - Fraud action by a person in an attempt to obtain any undue benefits for himself/herself or another person, including; Asset misappropriation, Corruption and Fraudulent financial reporting etc.
2. The Company encourages whistleblowers to disclose their identity and to include as much information and clear evidence concerning with the complaint.
3. The Company will not accept in cases of an anonymous complaint and/or the Case no evidence or reasonable grounds to proceed.

Measurement of protecting the violation's reporters and appellants:

1. The Company shall provide appropriate protection to the persons who report misconduct and other related persons in good faith. For examples, personnel must not be disadvantaged or victimized by any of the following actual or threatened actions: change of job position or workplace; work suspension; dismissal; and any other form of discrimination. Moreover, report-related information shall be kept confidential and shall not be disclosed to unrelated person except the disclosure is required by law.
2. An identity of a whistleblower, report-related information, and the conduct of an investigation shall be kept confidential by all participants involved. However, under some circumstances the Company may disclose those information if the disclosure is required or authorized by law. Disciplinary action including legal action may be taken against any person found to have intentionally disclosed confidential information.
3. In the event where there is clear evidence that whistleblowers make a false report, the Company shall undertake the following actions as applicable to protect the reputation of subject of a report:
 - If the whistleblower is an Employee, he or she shall be subject to disciplinary action in accordance with the Company's Rules and Regulations under Human Resources Management.
 - If the whistleblower is a third party and damage has occurred to the Company as a result of such report, the Company may take legal action against the whistleblower.

Reporting and Whistleblowing Channel:

Employees and stakeholders who detect or have reasonable grounds for suspecting Misconduct should report to one of the following channels;

- **Email:** internal_audit@ttcl.com
To Internal Audit or Corporate Secretary

- **Letter:** To Internal Audit or Corporate Secretary
TTCL Public Company Limited
159/41-44, Sermmmit Tower 27th-30th Floor,
Sukhumvit 21 (Asoke) Road, North Klongtoey,
Wattana, Bangkok 10110.
Tel. 0-2260-8505 Fax. 0-2260-8525-6

Procedure after receiving complaint:

1. Complaint Investigation.

- Complaint regarding misconduct which are the financial and accounting matters shall be investigated by Chief Audit Executive.
- Complaint regarding misconduct which are against law, company's rules and regulations shall be investigated by the General Manager (HR) of Human Resource and Administration Division.

2. Complaint verification on the line of command.

An Investigator must not possess any conflict of interest with regards to a complaint under investigation.

- In cases where Staff and Section Chief are the Subject of a complaint, Department Manager, Project Manager, Senior Manager and General Manager will appoint an Investigation Committee as appropriate.
- In cases where an Executive employee at the level of Department Manager, Project Manager, Senior Manager and General Manager are the Subject of a complaint, the Board of Management will appoint an Investigation Committee as appropriate.
- In cases where the Board of Management, the President & CEO, or a Company Director is the Subject of a complaint, the Board of Directors will appoint an Investigation Committee as appropriate.
- In cases where the Chief Audit Executive is the Subject of a complaint, the Company Audit Committee will appoint an Investigation Committee as appropriate.

If a complaint regarding misconduct which are particularly complex or involve with several units, Investigation Committee has to report to Board of Management for acknowledgment.

3. Reporting

- The Investigation Committee has a duty to directly report the facts of the matter to the Department Manager, Project Manager, Senior Manager, General Manager and/or Board of Management and/or the Board of Directors and/or the Audit Committee under the line of command with the following framework:
 - In case of involving general management to report to Department Manager, Project Manager, Senior Manager or General Manager.
 - In case of the effect is quite serious and under the CEO's supervision to report to the Board of Management, President & CEO or Board of Directors.
 - In case of involving financial and accounting reports, internal control, internal audit and risk management to report to the Audit Committee.
 - In case of involving corporate governance policy and/or the issue affect to Executives, the Audit Committee determined to report to the Board of Directors for consideration and action.

4. Disciplinary action and Notification

- Disciplinary action shall be in line with the Employee's Disciplinary Action Regulations issued by the Company and/or relevant laws.
- Internal Audit or Corporate Secretary as coordinators shall summarise the results of an investigation for distribution as appropriate to the Whistleblower, Subject of a complaint, Investigation Participant and any other relevant persons.



.....
(Mr. Hironobu Iriya)
President & CEO



.....
(Mr. Gumthorn Utarnwuthipong)
Chairman of the Corporate Governance Committee

4.7 The Company's Dividend Policy and Subsidiary

The Company's Dividend Policy

The Company has a policy to pay dividend at the rate of not less than 50% of the net profit after tax and reservation required by law. However, the Board of Directors of the Company has the authority to consider the exception of compliance to this policy or change the policy from time to time but subject to the conditions that in all aspect it shall be proceeded for the best benefit of the shareholders for example to maintain the reserved fund to repay the loan, to invest in expansion of Company's business or to use as working capital in case of there is any change in the market situation which effecting the company's cash flow in the future.

Dividend Policy of the subsidiary

Dividend Policy of the subsidiary shall be considered by the Board of Directors of the subsidiary by taking into the remaining cash flows to compare with the investment of the subsidiary without having to pay any fixed rates of dividend. In case the cash flows has sufficient amount after satisfaction to the conservation law, the Board of Directors of such subsidiary has the right to consider for payment of dividend in each case.

4.8 Regulations of Internal Control and Internal Audit System

Internal control is the process set up by the Board of Directors, managements, and other staff in order to ensure that the Company shall carry out to achieve the following 4 goals;

1. To carry out the business to achieve its goals with efficiency and effectiveness.
2. To ensure reliable financial reports and other information significantly affecting to the reliability of the financial reports.
3. To comply with laws and regulations both in domestic and aboard including other standards and rules such as rules of SET, accounting standards, and company regulations.
4. To control and maintain the appropriate acquisition, usage, and disposal of the Company's properties.

The Company has implemented effective and appropriated internal control systems by adopting Internal Control-Integrated Framework of COSO (The Committee of Sponsoring Organization of the Treadway Commission) and guideline in evaluating internal control sufficiency by SEC (The Securities and Exchange Commission, Thailand). The Company supports internal auditing to adopt the International Standards for Professional Practices of the IIA (Internal Auditing of the Institute of Internal Auditors) as well.

Internal Control at Corporate Level includes 6 components below;

1. Control Environment, as follows;
 - Set the policies for financial reports and the Company's operation which covers annual budget of the Company, budgets in each divisions of the Company, and budgets for each project.
 - Maintain the reliability of the financial reports and monitor the internal control.
 - Designate authority and responsibility of each position, and set the policies for human resources management such as employment, career advancement, salaries and training.
 - Execute proper remedial actions in case deficiencies are found in the Company organization or work procedures.

2. Risk Assessment

The Company has assessed both inside and outside risks, and classified the risk types such as risks at corporate level, risks at work process level, risks experienced in the past, and risks which may arise in future to ensure that errors or deficiencies will not be occur, or occur in acceptable level. Moreover, the risk assessment shall be done periodically.

3. Control Activities

The Company has provided policies and procedures for reliable financial reports including authorization, verification, reviews, reconciliation, and security of assets. Moreover, any error or deficiency explored in control activities shall be evaluated and counter-measured. Moreover, control activities shall be periodically assessed.

4. Information and Communication

The Company places an importance on efficient information and communication system for smooth flow of information on financial and accounting information, and for the Company's operational control. Therefore, the Company has set the policies as follow;

- Internal hotline system is established for receiving information related to internal control, and procedures to receive outside information regarding the Company's deficiencies and illegal activities are to be prepared.
- Information shall be disclosed to shareholders, relevant authorities, and other stakeholders.
- Information shall be shared among the management, the board of directors, and auditors. Moreover, relevant information shall be disclosed to personnel responsible for financial reports, the management and personnel in charge of internal control.
- Information system shall be provided to maintain smooth flow of information on financial and accounting of the Company.

5. Monitoring

Internal control system shall be monitored by means of ongoing monitoring and independent monitoring.

- The management shall define scope and timing of internal monitoring, and evaluate those results periodically.
- Daily monitoring is incorporated in the Company's operation.
- Information on internal control deficiencies obtained through monitoring shall be reported to personnel in charge for evaluation and countermeasures of the deficiencies. For information on important deficiencies shall be transferred to the management, the board of directors, and auditors.

6. Response to IT Environment

The Company has set policies on response to IT environment as follows;

- The management shall understand IT environment of the Company and establish plans and strategies for such environment.

- The management shall decide extent of IT utilization for the purpose of providing reliable financial reports, and consider risks associated with IT utilization for internal control.

Moreover, access control such as verification and operational limit shall be provided to protect the system from illegal usage or falsification.

Internal Control at Work Process Level

Internal control at work process level covers EPC activities regarding financial and accounting matters of all projects except the small projects, net profit margin less than 5 percent of annual profit, and small projects involving the risks such as technical problems, loss of profit or low profit. Moreover, internal control at work process level shall cover accounting and financing aspects of EPC activities, and Non-EPC activities not directly related in corporate matters.

4.9 Regulations of Risk Management

The Company significantly emphasizes the importance of risk management since effective risk management is essential for the achievement of the Company objectives and good operation, and to prevent any damage which may cause to the Company operation and resources. This policy is based on standard risk management framework issued by the Stock Exchange of Thailand. This policy includes;

1. Risk identification

Risk identification is to find, identify, explain, making documents, and report the risks before they will become the problems and cause damage to the Company operation. Right risk identification is the important factor of effective risk management.

2. Risk assessment

Risk assessment is to identify the possible risks whereas risk types shall be classified and analyzed including its possible damage for the purpose to explore the proper measure for risk management. Risk assessment consists of 2 steps which are (1) Risk classification such as risks from internal factors and external factors, (2) Risk analysis, in this step, the risks shall be ordered into 1-5 under their levels of effect and possibility.

3. Risk management

Risk management is to evaluate the risks that shall be managed and select the remedial measures to ensure that those risks can be controlled. There are 4 types of strategies for risk management which shall be implemented as follow;

- 3.1 Elimination: the risk by avoiding any activities related to the risks and any action that may cause such risks.
- 3.2 Reduction: the risk by develop the new idea and options as well as adjust any activities related to the risks, and realize the internal control to relieve the damage level of such effect and risk opportunity.
- 3.3 Retention: Accept the risk in case that such risk cause damages less than cost of measures, as well as in the case that such risk cannot be secured such as war.

3.4 Transfer: the risk to outside party by making agreement (with insurance company, etc.) so that another party shall be responsible for such risk.

3.5

4. Report and record of risk

The result of risk management shall be reported, and the risk database shall be maintained recording all the risks experience by the Company.



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