

TQM Code Of Conduct



TQMalpha

TQM ALPHA PUBLIC COMPANY LIMITED

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-Translation-

Foreword

TQM Alpha Public Company Limited engages in the business of holding shares in the core insurance brokerage business continuously and is determined to believe that it will be able to maintain the business for a long time.

Honesty, fairness, excellent service, giving back to society are corporate values that are always upheld in business operations. As the world evolves The original form of action must be modified accordingly. from the old era Based on the technology known as "digital", the needs and expectations of customers, has a deeper complexity Management requires clarity, transparency and fairness to all parties.

Code of conduct, ethics and policy guidelines must be clearly defined. Strengthen the foundation of trust, faith, not only customers. must be expanded to include the society with all stakeholders therefore have compiled The "Charter and Code of Conduct" is now a compact book that is now in your hands.

I would like to reiterate to the directors, executives, related persons and all personnel. to understand and strictly follow.

-Signature-

(Mrs.Napassanun Punnipa)

Chief Executive Officer

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Definition

Board of Directors means the Board of Directors of the Company. appointed Elected from the shareholders' meeting to supervise the management of the company, having one chairman and having the agenda according to the regulations set by the company.

President means the person assigned by the Board of Directors to be the person responsible for the management of the Company. Report directly to the Board of Directors.

Chief Executive Officer or Managing Director means a person assigned by the President to manage the Company's affairs.

Executive Vice President Means a person appointed by the president of the company. and Chief Executive Officer To be responsible for managing events in various lines / departments Report directly to the Chief Executive Officer.

Ethic refers to the framework of professional conduct behavior. or of a person of good character that should be a part of the organization to build trust faith and enhancing the good image of the organization which must be consistent with the vision Mission and corporate values.

Risk Culture means creating an organizational culture so that risk management is a part of the work of all personnel at all levels. by raising awareness attitude and behavior of personnel about learning risks Risk-based business decisions and internal risk management.

Independent Director means a company director who is independent from the major shareholders or group of major shareholders and executives of the company.

Non-Executive Director means a company director who is not an executive and is not involved in the day-to-day management of the company.

Committee means a sub-committee set up by the Board of Directors to help study and screen work in any aspect.

Audit Committee means a sub-committee appointed by the Board of Directors. It consists of at least 3 independent directors to perform the duties of auditing, controlling, supervising, giving opinions in order to ensure that various operations are carried out. of the line/management department to be accurate in line with the principles of good corporate governance, systems, regulations, and relevant laws including various regulations both of the government in order to reassure stakeholders that the Company's operations There is an internal audit system and an efficient internal control system. and to prevent conflicts of interest and promote standardized practice. concise enough for transparency reason can be explained Report directly to the Board of Directors.

Risk Management Committee means a sub-committee appointed by the Board of Directors. To supervise, supervise, set risk management policies for various operations of the organization,

executives and employees or various lines / departments. To ensure that no damage or even some damage, but at an acceptable level.

Nomination and Remuneration Committee means an independent body of persons appointed by the Board of Directors. To serve in considering, recommending and making decisions in the selection of directors senior management Remuneration of Directors senior management including the personnel management policy for the company Report directly to the Board of Directors.

Personnel of the Company means the Company's directors, executives and employees of the Company.

Compliance Officer means a person appointed by the Chief Executive Officer. In order to supervise and maintain the organization, executives and personnel to conduct themselves within the framework of the code of conduct. independent in consideration Express opinions honestly, including the decision to report directly to the Board of Directors and under the direction of the Chief Executive Officer.

Investor Relations means a person appointed by the Chief Executive Officer. to serve the purpose of providing Invite those who wish to invest Keep in touch for a smooth relationship Maintain good relationship between investors, shareholders and the Company, reporting directly to the Board of Directors and under the direction of the Chief Executive Officer.

Conflict of Interest refers to the behavior of a person. behavior in any way that implies exploitation that is the same or similar to the Company's business practices and includes the use of the Company's information, assets, assets, tools and equipment for personal gain as well.

Vision

To be the leader in insurance and financial advisors with quality. Sustainability and giving back to society

Corporate Values

Honest, fair, excellent service, giving back to society

Business Operations Guidelines

The Company is determined to operate its business with honesty, integrity, transparency and fairness as the key. to provide excellent service to customers and visitors Willing to compete in business fairly not taking advantage or exploiting Do not promote or demand unlawful benefits behave within the framework of Strict Governance.

Corporate Governance Principles and Policies

The Board of Directors is determined to operate in accordance with the corporate governance principles of the Company. Good Practices for Company Directors Principles of good corporate governance for listed companies, rules, regulations and other relevant practices of the Stock Exchange of Thailand. ("SET") and the Securities and Exchange Commission ("SEC") to improve the existing level of corporate governance. for long-term sustainable business growth and transparency This principle is not only to build confidence for shareholders, investors or all stakeholders. But it can also create benefits and good business results for the company. and create overall benefits for the company's competitiveness and sustainable growth.

in order to have clear and standardized practice guidelines enhance cognition and fostering a good corporate governance culture in the organization and group of companies Therefore, the Corporate Governance Policy should be formulated in writing, taking into account the following 8 practices:

1. Roles and Responsibilities of the Board of Directors as Organization Leaders that Create Sustainable Value for the Business
2. Determine the objectives and main goals of the business for sustainability
3. Build an effective Board of Directors
4. Recruiting and developing senior executives and personnel management
5. Promote innovation and responsible business operations
6. Ensuring that there is an appropriate risk management and internal control system.
7. Maintain financial credibility and disclosure
8. Encourage participation and communication with shareholders

In addition, the Board of Directors should cover the following matters.

Subject 1 Rights and Equality of Shareholders and Shareholders' Meeting

1. Shareholder Meeting

- 1.1. The Board of Directors will disclose the policy to support or promote all groups of shareholders. including institutional shareholders to attend the shareholders' meeting
- 1.2. The board will ensure that the company provides information on the date, time, location and agenda of the meeting. with explanations and reasons Assembled in each agenda or accompanying the resolutions requested as specified in the invitation to the general meeting and extraordinary shareholders or in the attachment to the meeting agenda should refrain from doing any act that restricts the opportunity of the shareholders to study company information
- 1.3 The board should facilitate the use of the shareholders. right to attend the meeting and

vote in full and should refrain from any act that restricts the opportunity of the shareholders to attend the meeting, such as attending the meeting to vote. Voting should not be a method that is too cumbersome or costly. The meeting place of shareholders, convenient to travel, etc.

- 1.4 The board should allow shareholders to submit questions in advance of the meeting date by specifying criteria for submission questions in advance to be clear and inform the shareholders together with the submission of the invitation letter to the shareholders' meeting. In addition, the Company should publish the criteria for submitting such inquiries in advance on the Company's website.
- 1.5 The board should encourage shareholders to use the proxy form. Forms that shareholders can hold can determine the direction of voting and should nominate at least 1 independent director as an alternative to the proxy of shareholders

2. Actions on the date of the shareholders' meeting

- 2.1 The board should encourage the company to lead technology used with the shareholders' meeting including registration, shareholders, vote counting and displaying results to make black The proceedings of the meeting can be done quickly, accurately, and accurately.
- 2.2 All directors should attend the shareholders' meeting. by shareholders can ask the chairman of various sub-committees in related matters
- 2.3 In the shareholders' meeting, resolutions should be made individually. Items in the event that there are multiple items such as agenda for appointment of directors
- 2.4 The board should encourage the company to have a person who is independent to count or check the votes in the General and Extraordinary General Meeting of Shareholders and disclosed to The meeting was informed and recorded in the minutes of the meeting.
- 2.5 The committee should encourage the use of ballots. Voices in important agendas such as connected transactions Transaction of acquisition or disposition of assets, etc. for transparency. and can check In the event of a dispute later
- 2.6 The chairman of the meeting should allocate time appropriately. and encourage shareholders to have the opportunity to express their opinions and raise questions to the meeting on matters related to the Company.

3. Preparation of meeting minutes and disclosure of resolutions shareholder meeting

- 3.1 The minutes of the shareholders' meeting should be recorded explaining the voting procedures and the method of displaying the scores to the meeting prior to the meeting. including the opportunity Shareholders raise issues or ask questions. In addition, the questions, answers and voting results in each agenda should be recorded. How are

shareholders agreeing, objecting and abstaining from voting? It should also record the names of the directors attending the meeting and the directors who left the meeting.

- 3.2 The company should disclose to the public the results of Vote for each agenda in the general and extraordinary meeting of shareholders on the next business day on the Company's website.

No. 2 Equitable treatment of shareholders

1. Providing information before the shareholders' meeting

- 1.1 The board of directors should ensure that the company informs the meeting schedule together with the agenda, and the opinion of the Board of Directors to the SET and disseminate via the Company's website at least 28 days before the date of the meeting of shareholders.
- 1.2 The board of directors should ensure that the company informs shareholders of the rules and regulations used in the meeting Voting process including voting rights for each type of shares
- 1.3 Invitation to the above-mentioned shareholders' meeting It should be prepared in English in its entirety, and published together with the invitation to the shareholders' meeting in Thai version

2. Protection of Minority Shareholders' Rights

- 2.1 The Board of Directors should clearly prescribe rules for minority shareholders to propose additional agenda items in advance of the meeting date. To show fairness and transparency in considering whether to increase the agenda proposed by the minority shareholders or not.
- 2.2 The board should determine a method for minority shareholders to nominate persons to serve as directors, for example, through the Nomination Committee 3-4 months before the date of the shareholders' meeting, along with information for the nominee's eligibility consideration and consent.
- 2.3 Executive shareholders should not add unnecessary agenda items that have not been notified in advance. Especially important agenda that shareholders need time to study the information before making a decision.
- 2.4 The right to vote at the meeting is determined according to the number of shares held by the shareholders. One share is equal to one vote. In addition, the Company also gives the right to shareholders to attend the meeting after the meeting has started. have the right to

vote for the agenda which is under consideration and has not yet been voted on and counted as a quorum starting from the agenda attended and voted on.

2.5 The board should allow shareholders to exercise their right to appoint individual directors.

3. Preventing the use of inside information

The Board should establish written guidelines for the retention and prevention of use of inside information, and inform such guidelines for everyone in the organization to follow. It should also require that all directors and executives who have a duty to report their securities holdings under the law should submit such reports to the Board of Directors on a regular basis, including to disclose them in the annual report.

4. Directors' Interests

4.1 The board should have a requirement for directors to report their interests at least before considering that agenda, and recorded in the minutes of the board meeting

4.2 The board should ensure that directors who have significant interests in such a manner may prevent such directors from expressing their opinions independently, should refrain from participating in the meeting to consider that agenda

Section 3 The role of stakeholders

1. Policy and treatment towards stakeholders

1.1 The committee should clearly define a policy for treating each stakeholder group, at least in the following

- (1) Determining the systematic scope of customer care in the areas of health, safety and compensation for the use of goods or services during the life of the goods or services.
- (2) Explaining procedures and procedures for selecting partners or contractors
- (3) Describing the company's systematic actions to ensure its value chain is environmentally friendly, and promote sustainable development on a regular basis
- (4) Creating good interactions with the community where the company's establishment is located.
- (5) Project arrangement or guidelines for anti-corruption corruption Including supporting activities that encourage and instill in all employees to comply with the law, and related regulations
- (6) Determination of methods and guidelines for non-infringement of creditors' rights
- (7) Treating employees and employees fairly, including developing knowledge and potential of employees

1.2 The board should provide a process and channels for receiving and dealing with stakeholder complaints. The process and channels should be disclosed on the website or

the company's annual report.

2. Compliance Disclosure and the preparation of social responsibility reports

- 2.1 The company should disclose its activities. that shows the implementation of the above policy The company should also disclose mechanisms to promote employee participation in the implementation of the above policies.
- 2.2 The board should ensure that the company prepares its corporate social responsibility sustainability report in its annual report or in a separate edition from the annual report.

Subject 4 Disclosure and Transparency

1. Disclosure

- 1.1 The board should have mechanisms to ensure that the information disclosed to investors is accurate. don't misunderstand and sufficient for investors' decision-making
- 1.2 The board should report on corporate governance policies. Charter and Code of Conduct Policy on Risk Management and policies on environmental and social care that has been approved in a nutshell and the results of the implementation of the said policy including in the event that the said policy cannot be complied with for a reason by reporting through various channels such as annual reports and the company's website, etc.
- 1.3 The Company will arrange an investor relations officer to communicate with investors or shareholders. Financial information and general information of the company to shareholders Securities analyst and related agencies to acknowledge through various channels, namely Reporting through the channels of the Stock Exchange of Thailand and the Company's website
- 1.4 The Board should provide a report on the Board of Directors' responsibility for the financial reports along with the auditor's report in the annual report.
- 1.5 The board should encourage the company to provide an explanation. and management's analysis (Management Discussion and Analysis (MD&A)) to accompany the disclosure of the quarterly financial statements in order to provide investors with information and understand the changes that occur with the financial position and performance of the company in each better quarter In addition to the numbers in the financial statements alone
- 1.6 The board should ensure that the audit fees and other fees that the auditors provide services are disclosed.
- 1.7 The board should ensure that the roles and duties of the committees and sub-committees are disclosed, the number of meetings and the number of meetings attended by each director in the past year, and opinions from their duties. Including continuous professional

training and knowledge development of the Board of Directors in the annual report.

1.8 The board should disclose the remuneration policy to directors and senior management that reflects the duties and responsibilities of each person, including the form or nature of the remuneration as well. It should also include the remuneration that each director receives as a director of the subsidiary.

1.9 Directors and executives of the Company Everyone must report to the company. Being aware of the interests of one's own or a related person who is a stake in the management of the Company's business, or a subsidiary in accordance with the rules and procedures prescribed in the notification of the Capital Market Supervisory Board, as well as have adjusted and reported to the Company within 30 days from the date of the change of interests, quarterly

2. Minimum information that should be disclosed on the company website

In addition to disseminating information according to the specified criteria and through the channels of the SET Annual registration statement (Form 56-1) and annual report The board should consider disclosing information in both Thai and English through other channels, such as the Company's website, which should be done regularly and present information that is current. In addition, the information on the Company's website should at least consist of further information, and update this information

- (1) Company Vision and Values
- (2) The nature of the company's business
- (3) List of Board of Directors and Executives
- (4) Financial statements and reports on financial position and performance both current issue and of the previous year
- (5) Form 56-1 and Annual Report that can be downloaded
- (6) Any other information or documents the Company provides to analysts, fund manager or media
- (7) Direct and indirect shareholding structure
- (8) Group Structure including subsidiaries, associates, joint ventures and Special purpose enterprises / vehicles (SPEs/SPVs).
- (9) Group of major shareholders, both directly and indirectly, holding shares of at least 5% of the total number of shares sold and having voting rights.
- (10) Direct and indirect shareholding of directors Major shareholders, senior management
- (11) Invitation to the General and Extraordinary General Meeting of Shareholders
- (12) Articles of Association memorandum and agreements of the group of shareholders (if any)

- (13) Good Corporate Governance Policy of the Company Anti-Corruption Policy [Information Technology Governance and Management Policy]
- (14) Risk Management Policy including methods for managing various risks
- (15) Charter or duties and responsibilities, qualifications, term of office of the Board of Directors including matters requiring approval from the Board of Directors
- (16) Charter or duties, responsibilities, qualifications, term of office of the Audit Committee nomination committee Remuneration Committee [and the Good Corporate Governance Committee]
- (17) Code of Conduct for Employees and Directors including the Code of Conduct of Investor Relations
- (18) Agency contact information or the person responsible for investor relations, such as the name of the person who can provide information, telephone number

Board of Directors

1. Objective

The Board of Directors of TQM Alpha Public Company Limited (the "Company"), as representatives of the shareholders, plays an important role in determining the direction, policy and strategy of the Company's business. as well as supervising the management of the company and subsidiaries to be in accordance with the law, objectives and regulations to create value for the business and for the best benefit of the Company, its subsidiaries and shareholders in the long run

The Board of Directors realizes the importance of good governance in building confidence for shareholders and all stakeholders. Each director will perform their duties with responsibility. honesty and be careful to protect the interests of the Company and subsidiaries and must comply with the law, objectives, regulations and resolutions of the Board of Directors' meeting. as well as the resolutions of the shareholders' meeting

Therefore, the Board of Directors Meeting No. 3/2018 resolved to approve this charter of the Board of Directors. The objective is to make the Company's directors understand their roles, duties and responsibilities towards the shareholders of the Company. and subsidiaries and show that they can perform such duties effectively Efficient and transparent

2. Composition

2.1 The Board of Directors consists of not less than 5 members and not more than 12

members and not less than half of the total number of directors must reside in the Kingdom. and must have qualifications as required by law

- 2.2 Board of Directors Structure Must consist of independent directors at least one-third of the total number of directors. but must not be less than 3 persons. The independent directors must be independent from the control of the management. major shareholder and must not have any involvement or interest in finance and business administration In addition, they are fully qualified in accordance with the criteria for qualifications of independent directors as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. ") and has the scope of duties and responsibilities as specified by the Stock Exchange of Thailand ("SET") announcement
- 2.3 Board of Directors Structure It consists of qualified professionals with knowledge and competence in a wide range of professional skills, experience and specific expertise. that are beneficial to the Company's business operations and subsidiaries regardless of gender, race, religion, age or professional skill
- 2.4 The Board of Directors will elect one director to be the chairman of the board. In the case where the Board of Directors deems appropriate, one or more directors may be elected to be the Vice Chairperson. Directors to promote the balance of power between the Board of Directors and the management and in accordance with the principles of good corporate governance for listed companies.

3. Attribute

- 3.1 Directors must have knowledge, abilities and experiences that will be beneficial to business operations. Have honesty, integrity, business ethics and have enough time to devote knowledge. ability and performing duties for the Company and its subsidiaries fully
- 3.2 Directors must have all the qualifications and must not have any prohibited characteristics under the Public Limited Companies Act B.E. including those amended) (the "Securities Act"), including the relevant notifications, regulations and/or regulations. Including not having characteristics indicating lack of suitability to be entrusted to be a director or executive according to the Securities and Exchange Commission. and/or the Capital Market Supervisory Board announced It must be a person whose name is listed in the list of directors and executives of a company issuing securities in accordance with the Notification of the Capital Market Supervisory Board Re: Rules for Displaying Names of Persons in the List of Directors

and Executives of a Company. issuing securities

3.3 Directors cannot operate businesses of the same nature and in competition with the Company's business. or a subsidiary or becoming a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director in another juristic person that operates businesses of the same nature and is in competition with the Company's business or a subsidiary whether they do it for their own benefit or for the benefit of others unless notified to the shareholders' meeting prior to the resolution of appointment.

4. Duties and Responsibilities

- 4.1 The Board of Directors has the powers, duties and responsibilities in managing and operating the Company's business. and its subsidiaries in accordance with the law, objectives, regulations and resolutions of the Board of Directors' meeting. as well as the resolutions of the shareholders' meeting with honesty and be careful To protect the interests of the Company, subsidiaries and shareholders and has a duty to take care of the company and its subsidiaries comply with the policies of the Company and its subsidiaries, laws related to the Company's business operations. and subsidiaries including the law on bribery prohibition or supporting corruption
- 4.2 Perform duties with responsibility and caution Like a wise man who operates such a business should do so under the same circumstances. For the best benefit of the Company, its subsidiaries and its shareholders.
- 4.3 Hold a Board meeting at least once every 3 months and should be a full board unless there is an unavoidable necessity. When considering a resolution on a matter or item that is significant Significant items should include Items that are required by law to be approved by the Board of Directors' meeting are: Acquisition or disposal of assets of the Company. or subsidiaries that have a significant impact on the Company or a subsidiary expansion of investment projects Consideration and approval of entering into connected transactions in accordance with the relevant rules of the Securities and Exchange Commission and of the Stock Exchange of Thailand Determination of the level of authority and the formulation of financial and risk management policies of the Company's business. and subsidiaries, etc.
- 4.4 Operate for the company and its subsidiaries adopt the accounting system financial reporting and appropriate and efficient auditing. as well as establishing an internal control system and an adequate and effective internal audit system. as well as provide a process for assessing the suitability of the Company's internal control

- system. and subsidiaries regularly
- 4.5 Provide a balance sheet and profit and loss account at the end of the calendar year which is the accounting year of the Company in order to show the financial position and operating results of the past fiscal year to be truthful, complete and accurate; and It complies with generally accepted accounting standards. To propose to the shareholders' meeting at the annual general meeting of shareholders for consideration and approval. The Board of Directors shall arrange for an auditor approved by the Office of the Securities and Exchange Commission to examine the balance sheet and profit and loss account. to be completed before being presented to the shareholders' meeting. as well as arrange for the preparation and review of the financial statements for the quarter
 - 4.6 Consider and approve the selection and nomination of auditors. and consider the appropriate remuneration as proposed by the Audit Committee. before presenting to the shareholders' meeting at the annual general meeting for consideration and approval
 - 4.7 Review and approve the vision, policy, direction, strategy, business plan of the Company. and subsidiaries as prepared by the Executive Committee and the Management
 - 4.8 Establish key objectives and goals, guidelines, policies and key strategies with ethical consideration. The impact on society and the environment is important. financial objectives Business plans and the company's budget and subsidiaries as well as allocating important resources to achieve objectives and goals. as well as supervise and supervise the administration and management of the Executive Committee and the Management to ensure that they are in accordance with the policies, plans and budgets that are set with efficiency and effectiveness for the best benefits of the Company, subsidiaries and shareholders.
 - 4.9 Consider and approve the Company's operations and subsidiaries which is in accordance with the regulations of each company
 - 4.10 Continuously monitor the operating results of the Company, its subsidiaries and associated companies. In order to meet the goals, guidelines, policies, business plans and budgets of the Company and of its subsidiaries and regularly evaluate the performance of the Executive Committee and the Management. including setting compensation and review the succession planning
 - 4.11 Consider setting a risk management policy to cover the entire organization. and

supervise the establishment of a system or process for risk management with supportive measures and control methods to reduce the impact on the Company's business. and subsidiaries appropriately

- 4.12 Consider establishing a regulatory mechanism that enables the company to Able to control and supervise the management and be responsible for the operations of the subsidiaries as if they were part of the company. In addition, there are measures to monitor the management of the subsidiaries to protect the interests of the Company's investments. To be in accordance with the announcement of TorJor. 39/2016
- 4.13 Establish and comply with the Company's corporate governance policy. and its subsidiaries in accordance with written good governance, such as anti-corruption policy. Whistleblowing Policy and internal information use policies, etc., and the effective implementation of such policies. To be confident that the company and its subsidiaries are responsible to all groups of stakeholders with fairness.
- 4.14 Consider and approve the expenses for the company's operations. and subsidiaries including the Delegation of Authority schedule
- 4.15 Provide a written code of conduct and business ethics. This is to be a standard for the performance of directors, executives and employees of the company.
- 4.16 Provide a charter of the Board of Directors. and sub-committees as well as amend the charter of the Board of Directors and approve the proposal of the sub-committees to modify the content of the charter to be current and appropriate with the changing rules, regulations and circumstances.
- 4.17 Consider setting up a management structure. Has the power to appoint the Executive Committee, President, Chief Executive Officer and other sub-committees as appropriate. including the determination of the scope of duties and remuneration of the Executive Committee, the President, the Chief Executive Officer and various sub-committees. appointed

In this regard, the delegation of powers according to the scope of powers and duties Must not be in the manner of delegating or delegating powers to the Board of Directors, President, Chief Executive Officer and various committees. The aforementioned can consider and approve transactions that may have conflicts of interest. have a stake or have any other conflicts of interest with the Company or a subsidiary Except for the approval of transactions that are in accordance with the

policies and rules that the shareholders' meeting or the Board of Directors' meeting already considered and approved

- 4.18 Consider determining and amending the name of the director who has the authority to sign to bind the Company. The Board of Directors shall select a person who has qualifications and does not have any prohibited characteristics under the Act. public companies and the Securities and Exchange Act, including related announcements, regulations and/or regulations. to become a replacement director in the next Board of Directors' meeting. unless the remaining term of the retiring director is less than 2 months
- 4.19 Appoint a person to take a position as a director or management of the subsidiary and associated companies at least in proportion to their shareholding in subsidiaries and associates Determine the compensation and determine the scope of power Duties and Responsibilities of Directors and Executives Appointed as well as establishing a framework for voting power in the Board of Directors' meetings of subsidiaries and associated companies on important matters that require prior opinion from the Board of Directors. and supervising and supervising the administration and management of subsidiaries and associated companies to ensure compliance with the Company's action plans and policies. Company and supervise various transactions to be in accordance with the relevant laws and regulations as well as monitoring the subsidiaries and associated companies to disclose information about their financial status and operating results. related transactions and acquiring or disposing of significant assets to complete and correct and to monitor and supervise the directors and executives of the subsidiaries to perform their duties and responsibilities as required by law.
- 4.20 Consider and propose the remuneration of the Board of Directors as proposed by the Nomination and Remuneration Committee. In considering the remuneration of the Board of Directors, factors such as consistency with the Company's long-term strategy and goals, experience, obligations, scope and roles and responsibilities must be taken into account. including expected benefits from each director, etc.

In this regard, the Company is prohibited from Pay money or any other assets to the directors. unless paid as compensation according to the Company's Articles of Association In the event that the Company's Articles of Association undefined Remuneration payment shall be in accordance with the resolution of the shareholders' meeting. which consists of the votes of not less than two-thirds of the total votes of

the shareholders attending the meeting

- 4.21 Appoint a company secretary to be responsible for operations in various fields on behalf of the company or the Board of Directors, such as preparing and keeping a register of directors Notice of meeting of directors and minutes of meeting of directors Notice of the shareholders' meeting and minutes of the shareholders' meeting and keeping a report of stakeholding, etc.
- 4.22 To consider and approve the acquisition or disposition of assets of the Company or a subsidiary investment in new business and various operations necessary according to the laws, announcements and/or relevant regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board including other relevant rules
- 4.23 Consider and/or give opinions on connected transactions between the Company, subsidiaries, associated companies and connected persons as prescribed in the Act. securities, including related regulations of the Stock Exchange of Thailand. and the Capital Market Supervisory Board and consider and approve the principle of commercial agreements with general trading conditions in entering into transactions between the Company, subsidiaries, associated companies and directors, executives or related persons. To establish a framework for the Executive Committee and the Management to have the power to conduct such transactions within the framework and scope of relevant laws and regulations. including considering and/or give opinions on the Company's entering into various transactions (if the value of the transaction does not fall within the conditions that must be considered and approved by the shareholders' meeting) in accordance with and in accordance with the law, announcements, rules and regulations related
- 4.24 Supervise, control and prevent conflicts of interest between the stakeholders of the Company and its subsidiaries. and manage conflicts of interest resolution including the use of the Company's assets and its subsidiaries in a wrong way and wrong actions in transactions between persons connected to the Company and/or its subsidiaries
- 4.25 Ensure that structures and practices of the Board of Directors and various sub-committees The status quo is supported and is for proper supervision and can be changed when necessary.
- 4.26 Arrange a shareholders' meeting as an annual general meeting of shareholders within 4 months from the end of the fiscal year of the Company.

- 4.27 Provide appropriate information disclosure to stakeholders. Persons who have conflicts of interest and related persons Including the disclosure of important information to shareholders in the financial statements and various reports. made to shareholders appropriately Such information should be disseminated through the SET's system first and may be further disseminated through the Company's website. Including having a person responsible for providing information to investors. The Board of Directors should proceed with disseminating information accurately, completely, appropriately and on time.
- 4.28 Prepare the annual report of the Board of Directors. and responsible for the preparation and disclosure financial statements to represent the financial position and operating results of the past year. and presented to the shareholders' meeting for consideration and approval.
- 4.29 The Board of Directors may authorize one or more directors or other persons to perform any act on behalf of the Board of Directors under the control of the Board of Directors, or may authorize such persons to have the authority to act on behalf of the Board of Directors. as the Board of Directors deems appropriate and within the time period the Board of Directors deems appropriate The Board of Directors may cancel, revoke, change or amend such power of attorney when it deems appropriate. It must not be in the nature of a power of attorney or sub-authorization that allows such person to consider and approve an item for himself or a person who may have conflicts of interest. have a stake or there may be a conflict of interest in any other manner to be made with the Company or its subsidiaries (if any) (as defined in the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any other announcements of relevant agencies), unless such transactions are normal transactions of the Company. and have the same rules as for transactions with third parties (Arm's Length)
- 4.30 Seek independent opinions from any other professional advisors when deemed necessary at the expense of the Company. or a subsidiary which the hiring process is in accordance with the Company's rules and regulations or a subsidiary
- 4.31 Jointly liable to the person who trades in the Company's securities in any damage arising from the disclosure of information to shareholders or the general public by showing false statements in material respects or concealing facts that should have been disclosed in material matters as prescribed in the Securities and Exchange Act. Unless such directors can prove that by their position they cannot know the

truth of the information or the lack of information that should be reported.

- 4.32 Directors and executives of the Company have a duty to notify the company know the relationship Holding shares or debentures in the Company, subsidiaries or associated companies and transactions of directors and executives of the Company including related persons of such directors and executives to the Company. or a subsidiary in a manner that may cause conflicts of interest and avoid any transactions that may cause conflicts of interest with the Company or subsidiaries correctly, completely, appropriately and on time
- 4.33 Jointly liable for any damage which happened to the company according to the rules prescribed in the Public Company Act
- 4.34 To consider and approve the interim dividend payment according to the Company's Articles of Association when the company have reasonable profit and report to the shareholders' meeting when the interim dividend is paid
- 4.35 Perform any other duties in relation to the Company's business as assigned by the shareholders.
- 4.36 Review the charter of the Board of Directors at least once a year.

5. Term of office and election of directors

- 5.1 The election of directors shall be in accordance with the Company's Articles of Association. and related laws However, there must be transparency and clarity in the selection of directors. The educational background and professional experience of that person must be considered. including properties and the absence of prohibited characteristics with sufficient details for consideration For the benefit of the decision of the Board of Directors and shareholders.
- 5.2 At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into 3 parts, the number closest to one-third of the directors must be retired in the first and second year after registration of the conversion of the Company. is a public limited company In the following years, the committee member who has been in office for the longest time shall be used. is retired
- 5.3 Directors who retire by rotation may be re-elected to hold a new position.
- 5.4 In addition to the retirement by rotation The director vacates office upon
 - (1) Died
 - (2) Resign
 - (3) Lacking qualifications or having prohibited characteristics under the law that a

public limited company and/or the law on securities and exchange

- (4) The shareholders' meeting passed a resolution with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote. and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote
 - (5) The court has issued an order.
- 5.5 Any director wishing to resign from his position must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company. may also notify his resignation to the Registrar of Public Companies.
- 5.6 In the event that a director's position becomes vacant for reasons other than the expiration of the term The Board of Directors shall select any person who has qualifications and does not have any prohibited characteristics under the Act. Public companies and the Securities and Exchange Act, as well as related announcements, articles of association and/or regulations will be replaced in the next Board of Directors' meeting. Unless the remaining term of the director is less than 2 months, the person who replaces the director will be in the position of the director only for the remaining term of the director he replaces.

6. Meeting

- 6.1 Board meetings shall be in accordance with the rules of law. and the Articles of Association At least half of the total number of directors must be present at the meeting to constitute a quorum. In the event that the chairman is not present at the meeting or unable to perform duties If there is a Vice-Chairman, the Vice-Chairman shall preside over the meeting. If there is no Vice Chairman or if they are unable to perform their duties, the members present at the meeting shall elect one among themselves to preside over the meeting.
- 6.2 Judgment of the Board Meeting to hold a majority whereby one director has one vote. unless a director who has an interest in any matter has no right to vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.
- 6.3 Regular Board meetings shall be held at least once every 3 months. The chairman of the board shall be the summoner of the Board of Directors meeting. or if necessary Two or more directors may request the chairman of the board to call a board meeting.

in such a case The chairman of the board shall determine the date of the meeting within 14 days from the date of receiving the request.

- 6.4 To the chairman or a director assigned by the chairman of the board to determine the date Time and place of the Board of Directors' meeting The meeting place may be other than the locality where the Company's head office is located. or nearby provinces If the chairman or director assigned by the chairman The meeting place was not specified. Use the location of the company's head office as a meeting place
- 6.5 In summoning the board of directors to the chairman or the person assigned to send the meeting invitation by registered mail Or deliver it directly to the directors by specifying the date, time, place and business to be held to the directors not less than 7 days before the meeting date. except in case of urgent need to maintain the rights or benefits of the company will notify the meeting by other methods or set a meeting date earlier than that
- 6.6 In the case where the chairman of the board is not an independent director An independent director shall be appointed to take part in determining the agenda of the Board of Directors' meeting to promote a balance of power between the Board of Directors and the management and in accordance with good corporate governance principles for listed companies. as well as to ensure that important matters are included in the meeting agenda

7. Evaluation of the Board of Directors

Evaluation of the Board of Directors' performance will be held every year This is both a faculty and individual assessment. In order to improve the performance to achieve the highest efficiency for shareholders and the organization, the criteria, procedures and overall assessment results will be disclosed in the annual report.

8. Skill enhancement and training

The Company encourages the Board of Directors to develop appropriate skills through various processes on a regular basis such as training and assessment.

Code of Conduct

Meaning

The code of conduct of personnel refers to the standard requirements of goodness. behavior Overall appropriate and socially acceptable behavior All involved parties should have duties and responsibilities to act accordingly. for a happy coexistence in the organization

Objective

1. To be a framework of behavior and behavior that owners, executives at all levels as well as all employees must always uphold and follow.
2. To remind them to be aware of the values, culture of the organization that employees must know understand and express through individual behavior
3. To be a tool to build relationships between the organization with customers, partners, partners, visitors, as well as society. Communities and stakeholders from all sectors can coexist peacefully.

Code of Conduct for the Board of Directors and Senior Executives

Board of Directors Responsible for management company operation To make business operations successful and profitable, based on the framework of business operations. Organizational values, vision for the organization to grow steadily and sustainably. It complies with the OIC's standards, good governance and other laws. related This includes the Securities and Exchange Act B.E. 2535 (and as amended), the Public Limited Companies Act B.E. related

1. Board of Directors Chief Executive Officer and Senior Executives Must be responsible for insurance brokerage businesses, shareholders, business partners, contract parties, business alliances, and all employees. ensuring that will manage with honesty, transparency, fairness, not taking advantage, promoting the image of the organization to be accepted in the business society of the nation
2. Board of Directors Chief Executive Officer and senior management Must accept to compete in business and fight business professionally with fairness. don't take chances not taking advantage of competitors does not infringe on individual rights Do not seek confidential business information by dishonest means.
3. Board of Directors Chief Executive Officer and Senior Executives Must support and promote government policies with respect to relevant laws, build, coordinate and maintain relationships with agencies. Government personnel involved in business Cooperate in providing information as requested. behave as a good citizen
4. Board of Directors Chief Executive Officer and Senior Executives Must show social responsibility Help save the environment Energy use, reduce pollution
5. Board of Directors Chief Executive Officer and Senior Executives Must be responsible to all personnel to work happily have fair compensation have adequate welfare treated Governing with fairness, fairness, without prejudice, receiving training to develop knowledge Skills that are useful for work Opportunity to grow and advance

Code of Conduct of Employees

1. Employees must behave Strictly adhere to the framework of the Code of Conduct.
2. Employees must respect and obey supervisors, executives, seniors. both during work and or

- outside of work hours
3. Employees must strictly adhere to the rules and regulations of the Company. respect the law
Acting as a good citizen of the community society and nation
 4. Employees must maintain a good relationship between customers, business partners, competitors, colleagues. Maintain and protect confidential business information or customers, partners that they have the opportunity to know. because of work Do not bring information that has been obtained illegally to inform the company. for the benefit of the job or to bring the company's information to inform outsiders whether there is a benefit or not
 5. Employees must not do anything to be exploited for personal or for the purpose of wrongful work Even if that action will cause the company any advantage
 6. Employees must not do business in the same manner or in competition with the Company. This is considered a conflict of interest or a conflict of interest.
 7. This Code of Conduct It's part of employee discipline. that may be punishable according to the discipline and punishment prescribed

Reporting, investigating, violating the Code

Any supervisor or employee Seeing and being aware of the behavior of subordinates or colleagues that are likely to conflict with or contrary to the Code of Conduct must report to “Ethics Officer” (Compliance Officer) immediately informed and presented evidence. Confirmation documents accompanying the report (if any)

Code of conduct Investigation, investigation, and finding the facts must be carried out without delay. However, if necessary, cooperation with the Internal Audit Department and the Human Resources Management Department can be requested.

When sufficient information is obtained for decision making To present the report directly to the Chief Executive Officer. together with the statement of behavioral data Code of Conduct and suggestions for further action

There shall be a written record of such case report. And bring a copy to keep in the employee's profile file.

Risk Management

To comply with the regulations of the SEC on risk management Therefore, it is appropriate to proceed as follows:

Objective

Risk Management Policy It was created to enable organizations, executives, and employees

to work confidently. because it has been thought, reviewed, and evaluated the results and disadvantages as well performance of various operations It is accepted to be at an acceptable level, even if there is some damage.

Policy

1. In order to be an appropriate risk management approach.
2. In order to have a system to control, control, monitor, and evaluate work that is at risk
3. To ensure that the risk can be managed effectively

Risk Management Committee

1. Objective

The Board of Directors Meeting of TQM Alpha Public Company Limited (the "Company") No. 3/2018 resolved to approve the Risk Management Committee Charter. The objective is to define the scope of powers and duties of the Risk Management Committee of the Company. To define risk management policies that cover the entire organization including supervising the Company There is a risk management system or process to control risks and reduce the impact of risks to the Company's business. It has an important duty to identify risks associated with the Company's business operations. Establish preventive measures and monitor the implementation of such measures appropriately and for the risk management committee to understand the role own duties and responsibilities The Board of Directors therefore resolved to prescribe the Risk Management Committee Charter to be used as a guideline for the Risk Management Committee.

2. Component

- 2.1 The Risk Management Committee consists of directors. and/or executives of not less than 3 persons, with at least one member of the Risk Management Committee being an independent director.
- 2.2 The Board of Directors or the Risk Management Committee shall select and appoint one of the Risk Management Committee members to be the Chairman of the Risk Management Committee.
- 2.3 The Risk Management Committee shall consider and appoint the Secretary of the Risk Management Committee. To assist the risk management committee's operations with regard to meeting appointments. prepare agenda Submit documents for the meeting and record meeting minutes

3. Attribute

- 3.1 The Risk Management Committee member must be a person who has knowledge, capability and experience that will benefit the Company's business as well and is sufficient to act as a Risk Management Committee member.
- 3.2 Risk management committees must have an understanding of laws, regulations, risk standards. and the environment related to the Company's business operations
- 3.3 The Risk Management Committee members must have full qualifications and must not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (including any amendments), Securities and Exchange Act B.E. 2535 (including any amendments). to the announcements, regulations and/or relevant regulations Including not having characteristics indicating lack of suitability to be entrusted to be a director or executive as specified by the Securities and Exchange Commission and/or the Capital Market Supervisory Board.

4. Duties and Responsibilities

- 4.1 Consider and identify the major risks of the Company's business operations. that may arise from both internal and external environments, along with analyzing and assessing the likelihood of incidents, risks and impacts Compare the acceptable risk level (Risk Appetite) and prioritize the risk. by considering both internal and external factors that may affect the Company Failure to achieve the stated objectives such as investment risks Business Management, Marketing, Finance, Operations Information Security in terms of laws and regulations, as well as risks that may affect the reputation of the Company, etc., as well as suggest ways to prevent and how to manage such risks to an acceptable level by setting up a policy and suggesting guidelines for managing various risks relating to the Company's business operations to be appropriate and efficient and presented to the Board of Directors for consideration.
- 4.2 Set policies and guidelines for risk management in accordance with the strategy. and business goals presented to the Board of Directors
- 4.3 Supervise the compliance with the risk management policy and risk management framework for the Company to and its subsidiaries have effective risk management systems throughout the organization and are continually operating. To be responsible for risk management in every line or department of the subsidiary that operates the main business. as appropriate for the said unit to monitor and report to the Risk Management Committee on compliance with the risk management policy. of the Company as well as having the power to invite the Company's employees and related subsidiaries to clarify

- their opinions at the meeting or submit documents as deemed necessary.
- 4.4 Strategize in accordance with the risk management policy. which can assess, monitor, and take care of the organization's risk level to an appropriate level
 - 4.5 Assess the adequacy of risk management strategies and the effectiveness of risk management. to maintain the organization's risk level at an appropriate level
 - 4.6 Monitor risk status including progress in risk management Issues that need improvement To be in line with the policy framework and risk management strategies. This must be reported to the Board of Directors every quarter.
 - 4.7 Supervise and support the success of risk management. The focus is on taking into account each risk factor in order to make appropriate decisions. The Risk Management Committee is responsible for monitoring and evaluating the implementation of the risk management framework throughout the organization. and continually improve operational plans to reduce risks to suit the Company's business conditions.
 - 4.8 Review risk reports from the department responsible for risk management to monitor critical risks at the organizational level, including commenting on potential risks, guidelines for control measures or risk management plans to be sure. that the Group has adequate and appropriate risk management
 - 4.9 Coordinate with the audit committee on important risk and internal control information for the audit committee to consider and approve the internal audit plan to ensure reasonable assurance that the company has a control system. internally suitable for risk management, including the implementation of the risk management system appropriately and operating throughout the organization
 - 4.10 Risk Assessment Report and operating results to reduce risks to the Board of Directors on a regular basis. In the event of an important matter that has a material impact on the financial position and operating results of the Company The Risk Management Committee must report to the Board of Directors for consideration as soon as possible.
 - 4.11 Providing knowledge, understanding and instilling a risk management culture to executives. as well as employees in the Company and its subsidiaries on a regular basis.
 - 4.12 Review the adequacy and efficiency of risk management measures to see if they can be managed or dealt with in a timely manner to ensure that the organization's risk level is at an appropriate level, control and supervise the operations of the unit responsible for management management Risks of various fields
 - 4.13 Review the Risk Management Committee Charter at least once a year for submission to

the Board of Directors for approval

4.14 Perform any other tasks as assigned by the Board of Directors and agreed by the Risk Management Committee.

4.15 The Risk Management Committee must notify the Company. know without delay If there is a stake in the contract that the company made whether directly or indirectly, or holding shares, debentures, increasing or decreasing in the Company or affiliated companies

5. Term of office and election of directors

5.1 The Risk Management Committee is appointed by the Board of Directors. Considering the knowledge and experience of that person, which will be beneficial to the Company's business risk hedging and the term of office is 3 years.

5.2 In addition to the retirement by rotation The risk management committee vacates office upon

- a) Retired from being a director or executives of the Company
- b) Died
- c) Resign
- d) Lack of qualifications or having prohibited characteristics under public company law and/or securities law
- e) The Board of Directors or the shareholders' meeting resolves to vacate the position.
- f) The court has issued an order.

5.3 Any risk management director who wishes to resign from his position must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.

5.4 In the event that the position of the Risk Management Committee is vacant, the Board of Directors shall elect a person who is fully qualified and suitable to be a member of the Risk Management Committee instead. The person who replaces the Risk Management Committee can only hold the position for the remaining term of the Risk Management Committee member whom he/she replaces.

6. Meeting

6.1 At a meeting of the Risk Management Committee, not less than one-half of the total number of Risk Management Committee members must be present to constitute a quorum. In the event that the Chairman of the Risk Management Committee is not present at the meeting or unable to perform duties If there is a Vice Chairman of the

Risk Management Committee, the Vice Chairman of the Risk Management Committee shall preside over the meeting. If there is no Vice Chairman of the Risk Management Committee or there is

- 6.2 Able to perform duties, the risk management committee present at the meeting elects one risk management committee to chair the meeting.
- 6.3 The decision of the Risk Management Committee meeting shall be made by a majority of votes. Each member of the Risk Management Committee has one vote. unless the Risk Management Committee has an interest in any matter, does not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.
- 6.4 The Risk Management Committee meeting may be held or convened as it deems appropriate. However, regular meetings must be held at least 4 times a year, unless there is a necessity where the meeting cannot be held. The chairman of the risk management committee shall summon a meeting of the risk management committee. or if necessary If two or more risk management committees request the chairman of the risk management committee to call a meeting of the risk management committee. The Chairman of the Risk Management Committee shall determine the date of the meeting within 14 days from the date of receiving the request.
- 6.5 The Chairman of the Risk Management Committee or the Risk Management Committee assigned by the Chairman of the Risk Management Committee shall determine the date. Time and place of the Risk Management Committee meeting The venue of the meeting may be specified other than the locality in which the Company's head office is located. At the meeting, use the location of the company's head office. as a meeting place
- 6.6 In summoning the Risk Management Committee meeting to the Chairman of the Risk Management Committee or the person assigned to send the meeting invitation letter and any other documents necessary for the meeting and the resolution of the Risk Management Committee by registered mail. or directly delivered to the Risk Management Committee by specifying the date, time, place and business to be meeting to the Risk Management Committee at least 7 days prior to the meeting date. except in case of urgent need to maintain the rights or benefits of the Company will notify the meeting by other methods or set a meeting date earlier than that

7. Execution power

- 7.1 The Risk Management Committee has the power to appoint the Secretary of the Risk Management Committee to assist the Risk Management Committee's operations.

7.2 The Risk Management Committee has the power to seek independent opinions from professional advisors when deemed necessary at the expense of the Company. The hiring process is in accordance with the Company's rules and regulations.

7.3 The Risk Management Committee has the power to request information from various departments of the Company and its subsidiaries. for further consideration in various matters

8. Reporting

8.1 The Risk Management Committee is a sub-committee appointed by the Board of Directors. To assist in the study and risk assessment to report to the Board of Directors, therefore, the Risk Management Committee is responsible for quarterly reporting on the performance of its duties to the Board of Directors.

8.2 The Risk Management Committee must report the performance of its duties to the Board of Directors. By revealing the following details

- a) Number of meetings
- b) The number of times each risk management committee attended the meeting.
- c) The results of the performance of duties according to the Charter prescribed

9. Evaluation

An assessment of the performance of the Risk Management Committee will be held annually. This is both a faculty and individual assessment. and report the results of the annual assessment to the Board of Directors in order to improve the performance for maximum effectiveness for shareholders and the organization.

Awareness of the risk management culture

The Risk Management Committee must create awareness of risk management in the company. Cultivate personnel at all levels to realize and accept risk management as part of their work. by determining the direction, policies, guidelines for risk management Let all employees know understand and strictly follow There is communication to reinforce understanding from time to time through training and development, closely monitored and monitored. including the integration of risk management with corporate governance internal audit of the company

Types of Risk

1. Strategic Risk refers to the risk arising from the formulation of policies, strategies and strategic plans. Operational plans and implementation are inappropriate and

inconsistent with internal factors and external environments that affect income, capital funds and/or the existence of the Company.

2. Business risk refers to the risk that occurs at a significant level. From the business model (Business Model) business operation from not receiving payment from the debtor under the obligation Risk from using information technology Risk of business disruption Risk from investment and risk from wrong practice, violation, contrary to the rules, regulations, government regulations that are involved in the business.
3. Process Risk means the risk arising from the lack of oversight of the system, process, procedure, method of operation. Personnel management system external events and affect income and the company's capital
4. Market Risk refers to the risk from external factors that affect a wide range and affect the financial and investment markets. This may affect the company's income and capital, such as interest rates. foreign exchange rates, oil prices, etc.
5. Credit Risk means the risk arising from the counterparty, partner, partner, failure to comply with the agreed obligations. including that the partners, partners, partners Credit rating may be downgraded. This may affect the income and capital of the company.

The scope of risk management

The scope of risks that the company must determine must cover the following:

1. Product design and development
2. insurance premium rate determination
3. Warranty consideration
4. Claims Management
5. Reinsurance
6. Investment in other businesses

Audit Committee

1. Objective

The Board of Directors Meeting of TQM Alpha Public Company Limited (the "Company") No. 1/2018 resolved to approve the Audit Committee Charter. To determine the scope of duties of the Audit Committee, which is one of the important mechanisms of good corporate governance to ensure that stakeholders' operations There is an internal audit system and an efficient internal control system. and to prevent conflicts of interest and to be used as a guideline for the Audit Committee and for the Board of Directors including executives and management Understand the scope of work of the Audit Committee

2. Component

Audit Committee of the Company Must have the following components

- 2.1 The Audit Committee must be an independent director. with a minimum of 3 people
- 2.2 The audit committee has appropriate skills and expertise in accordance with the assigned tasks. At least one member of the Audit Committee must have sufficient knowledge, understanding or experience in accounting or finance to be able to review the reliability of the financial statements.
- 2.3 The Board of Directors of the Company or the Shareholders' Meeting or the Audit Committee shall select and appoint one of the Audit Committee members to be the Chairman of the Audit Committee.
- 2.4 The Audit Committee shall consider and appoint the Secretary of the Audit Committee to assist the Audit Committee's operations with respect to meeting appointments. Preparing the Agenda Submission of meeting documents and recording of meeting minutes

3. Attribute

The Audit Committee must be a person who is trusted and generally accepted. and be able to devote sufficient time to perform the duties of the Audit Committee. with the following features

3.1 General features

- a) Holding no more than 1% of the total number of shares with voting rights in the Company, parent company, subsidiary company, associated company, major shareholder or the person with control over the Company, including the shares held by related persons.
- b) Not being or used to be a director who participates in management, employee, employee, advisor who receives a regular salary or controlling person of the Company, parent company, subsidiary company, associated company, subsidiary of the same level major shareholder or of the Company's controlling person unless having vacated the aforementioned characteristics for not less than two years before taking office as an audit committee. or consultant of the government sector, which is a major shareholder or the person with the authority to control the company
- c) not a person who has a blood relationship or by legal registration in the form of father, mother, spouse, siblings and children, including the spouses of the

children of other directors, executives, major shareholders controller or a person who will be nominated to be a director, executive or person with controlling power of the Company or a subsidiary

- d) Does not have or had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company in a manner that may impede the exercise of one's independent judgment including not being or having been a significant shareholder or a controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company unless the foregoing relationship has been terminated for not less than two years prior to the date of being appointed as an audit committee member. In addition, there is no benefit or stake, whether directly or indirectly, in terms of finance and management of the Company. Affiliates, associates, or individuals who may have conflicts of interest in a manner that would deprive them of their independence. business relationship including making trade transactions that are normally carried out for the purpose of doing business Renting or renting out real estate Items related to assets or services or giving or receiving financial assistance by accepting or giving loans, guarantees, or providing assets as collateral for liabilities. including other similar behaviors As a result, the company or the contracting party has obligations to be paid to the other party. from 3% of the Company's net tangible assets or from 20 million baht or more However, the calculation of such indebtedness shall be in accordance with the method of calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions mutatis mutandis. But in considering such debt burden shall include debt obligations incurred during one year prior to the date of business relationship with the same person.
- e) Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder Controlling person of the Company or juristic persons that may have conflicts and is not a significant shareholder controller or managing partner of the audit firm which has the auditor of the Company, parent company, subsidiary company, associated company or person with controlling power of the company. unless the foregoing

relationship has been vacated for not less than two years prior to the date of being appointed as an audit committee member.

- f) is not or has been a professional provider of any kind This includes serving as a legal or financial advisor. which receives service fees of more than two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder Controlling person of the Company and is not a significant shareholder controller or a partner of that professional service provider unless the aforementioned status has been lapsed for not less than two years. before the date of being appointed to be a member of the Audit Committee

In the event that the person at the company Appointed as an independent director as a person who has or has had a business relationship or provides professional services in excess of the value specified in (d) or (f) for the Company to be waived the prohibition of having or having Business relationship or professional service in excess of such value only when the Company has provided an opinion of the Board of Directors showing that it has considered in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (and as amended) that the appointment of such person does not affect the performance of duties and independent opinions and the following information has been disclosed in the notice of the shareholders' meeting on the agenda for consideration of appointment.

appoint independent directors

- (1) Nature of business relationship or professional service that causes such persons to have qualifications that do not meet the specified criteria
- (2) Reason and necessity to retain or appoint such person as independent director
- (3) Opinion of the Board of Directors on proposing the appointment of such person as an independent director

For the benefit of (e) and (f), the word “partner” means a person assigned by the audit firm. or professional service providers to be the person to sign the audit report or professional service reports (as the case may be) on behalf of that juristic person

- g) Not being a director who has been appointed to represent the interests of the

Company's directors major shareholder or shareholders which is related to the major shareholder They must also be able to express their opinions or report independently. according to the assigned tasks, regardless of any interests to force them to not be able to express their opinions as they should

- h) Do not operate a business with the same condition and is a significant competition with the Company or a subsidiary or not being a significant partner in the partnership or being a director who takes part in the management, an employee, an employee, a consultant who receives a regular salary or holding more than 1% of the total number of shares with voting rights of other companies which operates businesses with the same condition And it is a significant competition with the business of the Company or its subsidiaries.
- i) There are no other characteristics that prevent us from expressing independent opinions on the Company's operations.
- j) The Audit Committee must be an independent director of the Company according to the qualifications prescribed by the Securities and Exchange Commission of Thailand. ("SET") determines

3.2 Exclusive Features

- a) Not being a director who has been assigned by the Board of Directors to make decisions on the operation of the Company, parent company, subsidiary or associated company. Subsidiaries of the same order major shareholder or the person with the authority to control the company
- b) Not being a director of a parent company, a subsidiary or a subsidiary of the same order Only listed companies

4. **Appointment, term of office and resignation**

4.1 Appointment

- a) The Board of Directors or the shareholders' meeting appoint independent directors and audit committee members. The audit committee must be a director of the company.
- b) The Board of Directors of the Company or the Shareholders' Meeting or the Audit Committee shall select and appoint one of the Audit Committee members to be the Chairman of the Audit Committee.
- c) When the Audit Committee completes the term of office or there is a reason that the Audit Committee cannot remain until the end of the term And as a result, the number of members is less than 3 people. or the shareholders' meeting has a

duty to appoint an audit committee member who is qualified and does not have any prohibited characteristics to complete the replacement within 3 months from the date the number of members is incomplete To ensure continuity in the performance of the Audit Committee

4.2 Tenure

The Audit Committee has a term of office of 3 years each, with the term of office being the Company's director and, upon completion of the term, may be considered for appointment to a new position as the Board of Directors deems. The Audit Committee has a term of office for not more than 9 years, and the Audit Committee who vacates office by the end of the term shall remain in office to continue to perform duties until a replacement is appointed, except in the event that the vacancy is completed. term of office of the Company's director but was not re-elected to be a director of the Company

4.3 Retirement

The Audit Committee member vacates office upon

- a) Retires by rotation
- b) Retired from being a director of the company
- c) Resign
- d) died
- e) The Board of Directors or the shareholders' meeting resolves to vacate the position.
- f) Disqualified to be an audit committee or independent director according to this charter or in accordance with the rules of the Capital Market Supervisory Board or the Stock Exchange of Thailand
- g) The court has issued an order.

In this regard, the resignation of the Audit Committee, in the event that the Audit Committee is still in the position of the Board of Directors, must submit a resignation letter to the Chairman of the Audit Committee at least 1 month in advance with reasons and the Chairman of the Audit Committee will present it to the Board of Directors for approval and approval. Submit a copy of the resignation letter to the SET for acknowledgment and for the Board of Directors to consider appointing other

persons with full qualifications to replace those who resigned

In the event that the Audit Committee resigns or vacating office before the end of the term of office The company shall notify the SET immediately. In this regard, the audit committee who resigned or was removed can explain the reasons for such reasons to the Office of the Securities and Exchange Commission.

5. Meeting

- 5.1 Audit Committee There is a regular meeting schedule at least every 3 months to consider the quarterly/annual financial statements. and other matters according to the authority by meeting with external auditors Internal Control Auditor and management to review the financial statements every quarter and report to the Board of Directors. or in the case where the management has a connected transaction or transactions related to the acquisition or disposal of assets which must be considered as appropriate the reasonableness of the transaction and the maximum benefit of the company in order to comply with the rules on connected transactions and the acquisition or disposition of assets as announced by the Stock Exchange of Thailand
- 5.2 In summoning the Audit Committee meeting, the Chairman of the Audit Committee or the secretary of the audit committee by order of the chairman of the audit committee The notice summoning the meeting shall be sent to the Audit Committee at least 7 days prior to the meeting date, except in case of urgency, the meeting may be called by other methods or an earlier meeting date may be set. In each meeting, the agenda should be clearly set in advance. and deliver the meeting documents to the Audit Committee and attendees for a reasonable period of time in advance. to have time to consider various matters or requesting additional information for consideration
- 5.3 The quorum of the Audit Committee must consist of not less than half of the Audit Committee members.
- 5.4 In the event that the chairman of the audit committee is unable to attend the meeting, the audit committee present at the meeting shall select one of the audit committee members to preside over the meeting.
- 5.5 The decision of the meeting shall be made by a majority of votes, if the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.
- 5.6 The audit committee who is a stakeholder is prohibited from expressing opinions and voting on such matter.
- 5.7 Meeting minutes to the secretary of the Audit Committee or a person assigned by the Audit Committee to prepare the minutes of the Audit Committee meeting. The

minutes of the meeting must be approved by the Audit Committee. and the Chairman of the Audit Committee shall report the meeting results to the Board of Directors' meeting to acknowledge the activities of the Audit Committee.

- 5.8 The audit committee can invite related persons, such as the company's directors, management, executives, and lawyers of the company. outside lawyer or employees of the company Both the parent company and the subsidiary can attend the meeting and/or other related persons to discuss, clarify or answer questions.

6. Duties and responsibilities of the Audit Committee

- 6.1 Review for the company Financial reporting is accurate and adequate in accordance with financial reporting standards by coordinating with external auditors and responsible management for the preparation of quarterly and annual financial reports. Have the auditor review or audit any transaction. that are considered important and necessary during the audit of the Company's accounts
- 6.2 Review for the company There is an internal control system (Internal Control) and an internal audit system (Internal Audit) that are suitable and effective. and consider the independence of the internal audit unit as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit; or any other agency responsible for internal audits
- 6.3 Review for the company Comply with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board. and/or laws related to the Company's business and subsidiaries
- 6.4 The Audit Committee should hold a meeting. to consider various matters As assigned as follows
- a) Consideration of related financial statements and financial reports, accounting principles and accounting practices, compliance with accounting standards, existence of the entity, significant changes in accounting policies, including management's rationale for prescribing accounting policies. Present to the Board of Directors for dissemination to shareholders and general investors.
 - b) Consideration of internal control system and internal audit
 - c) Considering the review of the Company's annual internal audit plan (Audit Plan), coordinating procedures of various relevant audit plans and evaluating the audit together with the internal auditors and the auditors, the Audit Committee should Inquire about the planned audit scope to ensure that the audit plan will help detect fraud or deficiencies in the internal control system.

- d) Considering with the internal auditors any problems or limitations that arise during the audit and review of the internal auditor's performance.
 - e) Consideration with the auditor about problems or limitations arising from the audit of the financial statements.
 - f) Considering with internal auditors and auditors that plans are being made to review the procedures and controls of electronic data processing and inquire about specific security programs to prevent fraud. or misuse of computers by company employees or third parties.
 - g) Consideration of the review of transactions that may cause conflicts of interest, such as connected transactions of the Company, etc.
 - h) Compliance with the Securities and Exchange Act or the regulations of the Stock Exchange of Thailand and/or other relevant laws
 - i) Any other operations as assigned by the Board of Directors.
- 6.5 Consider, select, and propose to appoint an independent person to act as the Company's auditor and propose the remuneration of such person, including attending a meeting with the auditor without at least a management meeting Once a year to acknowledge the results of the quarterly financial statements review Annual financial statements audit results and discuss problems and obstacles that may be encountered in the performance of the auditors.
- 6.6 Consider connected transactions or transactions that may have conflicts of interest as well as consider the terms and conditions for the termination of the transaction which are significantly different from the terms of the termination of the transaction that were considered before entering into the transaction. and consider the acquisition or disposition of the Company and its subsidiaries in accordance with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and in the best interests of the Company Having no expertise in considering the connected transactions that may occur or such transactions, the Company will assign an independent expert or the Company's auditor to give opinions on the connected transactions or such transactions in order to be used to support the consideration and/or decision of the Audit Committee
- 6.7 Review and monitor risk management results, including assessing risk management results from the Risk Management Working Group.
- 6.8 Review the Audit Committee Charter at least once a year to present to the Board of Directors for approval.

7. Execution authority

- 7.1 To perform any other acts as assigned by the Board of Directors and approved by the Audit Committee.
- 7.2 Consider seeking independent opinions from any other professional advisors as necessary in order to be able to perform duties in accordance with the Charter effectively at the expense of the Company, which the hiring process is in accordance with the regulations. Company's complaints
- 7.3 Has the power to request information from various departments of the Company and its subsidiaries for further consideration in various matters It includes inviting management executives, supervisors, employees or related persons to attend the meeting to clarify information and deliver and provide relevant information under the scope of duties assigned by the Board of Directors.
- 7.4 To perform any other tasks as required by law or to be imposed in the future

8. Reporting

- 8.1 Prepare performance reports to the Board of Directors at least once a year.
- 8.2 Prepare the Audit Committee's report and disclose it in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
- a) Number of Audit Committee Meetings and attendance of each Audit Committee Member
 - b) Overall opinions or observations received by the Audit Committee in the performance of duties under the Charter.
 - c) Other items that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
- 8.3 Any other reports that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.
- 8.4 Regularly report to the Board of Directors In order for the Board of Directors to be aware of the activities of the Audit Committee
- 8.5 In performing the duties of the Audit Committee, if it is found or suspected that there are transactions or actions that may have a material impact on the financial position and operating results of the Company, as follows: Significant to the financial position

and performance of the company

- a) Conflict of Interest Items
- b) Fraud, or there is something wrong or there is a significant defect in the internal control system.
- c) Violation of the Securities and Exchange Act, SET regulations, or laws related to the Company's business

The Audit Committee shall report to the Board of Directors of the Company to take corrective action within the time that the Audit Committee deems appropriate. Any investigator may report such transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.

- 8.6 In the event that there is a change in the duties of the Audit Committee, the Company shall notify the resolution of the change in duties and prepare a list of names and scope of work of the Audit Committee that has changed according to the form prescribed by the Stock Exchange of Thailand. Schedule and deliver to the SET within 3 business days from the date of such change by means of the regulations of the SET. on reporting through electronic media

9. Audit Committee Assessment

Evaluate the performance of the Audit Committee annually (Self Assessment) and present the assessment results to the Board of Directors.

Evaluation of the performance of the committee

There shall be an evaluation of the performance of every committee. At least once a year with two assessment forms as follows:

1. Self-assessment is an individual assessment. taking into account various issues, namely:
 - 1.1 use of knowledge, skills
 - 1.2 Attention to duties and responsibilities
 - 1.3 readiness to perform duties Devoting time to being a director
 - 1.4 vision Comments that can add value to the company in the long run.
 - 1.5 having a sense of independence not under the influence of any particular group
2. The whole committee assessment is the overall assessment of the whole committee. By considering the following issues:
 - 2.1 Structure and Qualifications of the Board

- 2.2 Roles, duties and responsibilities of the Board of Directors
- 2.3 The performance of duties as set forth and in accordance with the rules, relevant laws, including the requirements of corporate governance.
- 2.4 Liaison and communication with the Board of Directors and other committees
- 2.5 attendance Comments, suggestions

Conflict of Interest Policy

The Company attaches importance to the consideration of transactions that are transparent and that are beneficial to the Company. connected transaction or related transactions The important principles are as follows.

- Directors and executives must inform the Company of their relationship. or connected transactions in businesses that may cause conflicts of interest
- Avoid entering into transactions related to directors, executives or related persons that may cause conflicts of interest with the Company. In the event that the transaction is necessary Connected transactions must be presented to the Audit Committee for consideration and opinion before submitting for approval to the Executive Committee. or the Board of Directors (as the case may be) in accordance with the rules on connected transactions at the Stock Exchange of and the Securities and Exchange Commission prescribed and in accordance with the principles of good corporate governance
- Executives and employees must comply with the Company's regulations. and the Company's business ethics, which is an important matter that must be strictly adhered to In order for the company to be reliable and trustworthy of all stakeholders and provide for disseminating information about employees' understanding of practices throughout the company

Details of prevention of conflicts of interest (Conflict of Interests) appear in the policy to prevent conflicts of interest (Conflict of Interest), which directors, executives and all employees of the Company have a duty to protect. study and strictly follow

In addition, in order to focus on overseeing the use of inside information and preventing conflicts of interest, the company has established a policy on the use of inside information. Security of computer systems and information and hierarchy of company information for directors, executives, employees and personnel of the Company adhere to And the corporate governance policy has prohibited the use of opportunities or information obtained from being directors, executives or employees for personal gain. or doing business that competes with the company or related business including not using inside information for their own benefit in trading the company's shares or provide

inside information to others for the benefit of trading in the Company's shares. In the event that the executives or employees of the company engage in ad hoc work on information that has not been released to the public and is under negotiation. This work is considered to be keeping inside information that may affect the movement of the company's share price. Any action that is in conflict with this policy shall be punished according to the regulations of the company. Discipline and punishment.

Disclosure to investors

The Board of Directors ensures that information and information is disclosed both financially and in other aspects related to the Company's business and operating results. that is truthful, complete, adequate, consistent, timely, and shows the actual operating and financial status of the Company including the future of the company's business. By ensuring that the law, rules and regulations related to the disclosure of information of the SEC and the SET are strictly adhered to, in addition to the disclosure of information in accordance with the requirements of the SEC and SET, the company will provide communication to shareholders and investors through other channels. The investor relations unit is responsible for direct communication with shareholders, investors and securities analysts both domestically and internationally. While the corporate communications unit is responsible for disseminating the company's information. to shareholders, investors and the general public through mass media and other media. Both domestic and international as well, get to know the company's information. thoroughly and on time.

Policy on Insider Trading and Securities Trading

The company has established a policy for the use of inside information of the company. Security of computer systems and information and the Company's information hierarchy by directors, executives and employees of the Company. must be strictly adhered to and is obliged to know the information security procedures to protect confidential information and to follow the procedures for the security of such information. To prevent the disclosure of confidential information as well as to prevent misuse of inside information.

The company imposes disciplinary penalties for violations of using inside information for personal gain, starting from written warnings, wage cuts, temporary suspension without pay. or leave work. The punishment will be determined based on the intention of the act and the seriousness of the offense.

Gift Giving or Receiving Policy

In business dealings, the company agrees that there must be a relationship with each other. Our tradition is to give gifts during the festival. which may be in the form of reciprocal The Company does not hesitate to adhere to the tradition as it should be. But the giving or receiving must be within the scope as follows:

1. Personnel can receive gifts, gifts from customers. Partners or business contacts according to the appropriate season The value of the gift must not exceed 3,000 baht (three thousand baht). Must be rewarded by doing or not doing something that is against the rules of the company and or the law.
2. On the other hand, giving gifts to customers Partners or people with business dealings according to the appropriate season Must be worth not more than 3,000 baht (three thousand baht). However, there must be no expectation of benefit. Certain rights that will arise for the company or itself
3. Which personnel when receiving a gift from a customer Partners or people with business dealings according to the appropriate season Acquisitions must be reported to the company or supervisor immediately. In the case of several consecutive holidays Must report immediately upon opening
4. Actions that are contrary to this policy It is a violation of the Company's rules and regulations. Discipline and punishment must be punished according to the rules

Policy on personnel management and organization development

The company realizes that personnel is an important element in doing business. organizational success Depending on the personnel, it is generally accepted that It's the most valuable asset. expensive equipment over time will reduce depreciation over time But the personnel is the opposite. The longer it takes, the more knowledge, skills, and experience you will gain, like "the more you use, the better".

To build trust, trust and create a bond between the company and its employees. Therefore, a policy on human resource management has been established. as a guideline for all personnel operations The details are as follows.

1. Recruitment Policy The Company provides equal opportunity for all applicants, irrespective of gender, race, religion, institution, through the recruitment system, process, methodology that has been established to accept the diversity of generations. Let them live together as if they were in the same family. In the case of vacancies The company

is ready to allow internal employees to express their intention to request the transfer. However, they must have the qualifications, skills, knowledge as specified.

2. **Remuneration Wage Policy** The company pays wages, compensation is fair. Considering the position, grade level, educational background, experience, based on the established infrastructure. The structure has been maintained within the percentagetile range of the market price shown in the wage rate survey of recognized businesses/ associations/ professional institutions concerned. In addition, other rewards that employees should receive from their work The company is ready to pay according to the rules, regulations, regulations or other relevant laws.
3. **Welfare Policy** The Company has a welfare plan that aims to encourage personnel to have a suitable life according to their status, happiness, and good quality of life. Have good physical and mental health For efficient operation, the company provides a variety of welfare plans. to meet the needs exactly as needed both short-term and long-term, regardless of the company's ability to pay
Employee Relations and Labor Relations Policy The Company aims to promote the atmosphere of living together like family members. Provide opportunities for employees to participate Accept constructive comments, honor and respect human dignity. Recognition of individual rights and human rights ready to comply with the law as a good citizen Cooperate and accept the rights of employees under the law, which will be the next choice.
4. **Company training and development policy** and allocating a budget each year to spend on personnel training and development by focusing on promoting the creation of knowledge, skills, self-learning able to keep pace with changes in the organization technology used Cultivate a positive attitude in personnel Create and cultivate awareness of social responsibility for career growth Being a good employee, disciplined, valuable to oneself, family, community and the nation
5. **Policy on retention and engagement** The company has a management system for employees who are valuable to the organization's work, whether they are smart, good people, honesty. in line with organizational values for those personnel stay with the company for a long time Support to have a development plan according to the steps. Keep upgrading to a higher position. It is growing along with the progress of the organization.
6. **Organizational development policies** due to intense competition at both local and regional levels The need for businesses to keep up with technological developments Organization

development is therefore a mission that must always change. business modeling The division of organizations, departments, and the adoption of new technologies will always be improved.

7. Occupational Safety, Health and Environment Management Policy with Organization Size
There are several buildings scattered in the same area. There are also office centers scattered throughout the country. The safety of buildings and personnel is therefore very important. The company has a concise, modern, and modern security control system. Premises including all personnel Establish a bilateral safety committee to take care of responsibility Coordinate safety standards throughout the organization A medical clinic was established in the office. or personnel can use services at both public and private hospitals Arrange the office area to have a beautiful environment, plant trees, fish ponds to create shady and comfortable eyes, as well as to prevent pollution to nearby communities.

Policy and treatment towards partners / creditors

The Company will treat its partners with honesty. and have equality to ensure that The Company's business operations are appropriate, fair and beneficial to both parties. Sustainable development And is a long-term partner with the company. The company will choose to do business with partners based on various conditions such as conditions of price, quality, control and environmental protection. Technical and legal expertise trustworthiness and hold on to what is right fulfilled the contract or conditions strictly agreed and together to resolve problems fairly and quickly

The company has a duty to build relationships and treat creditors. by adhering to the principles of honesty mutual trust and trust and is responsible for, paying attention and giving importance to the conditions who have made an agreement with the creditors at their best

Policy and treatment of competitors

The company will treat its competitors. Under the rules of fair and free competition Do not damage the reputation of competitors by making malicious accusations and not seeking confidential information of competitors in a dishonest way

Succession Plan

Successor means that the executives in each line / department / position recommend employees at a lower level than themselves. can be promoted to replace in the short, medium and long term, based on performance Assessment and analysis of potential (Potential) years of work

experience Leadership and/or knowledge of other skills necessary for the position and a learning and development center Bring to the individual development plan (IDP-Individual Development Plan) to enhance readiness to keep up with the next assignment.

However, in selecting and enhancing the readiness of the individual It is not a contract that must always be assigned a position Because complications may occur during the time.

Action Guidelines

1. To have a form for proposing people to receive individual development planning. distributed to line managers, department-level executives to consider the selection of suitable personnel
2. Upon completion of the annual performance evaluation in January of every year To distribute the questionnaire to the executives according to item 1 in which the questionnaire will have various questions. that executives must express their opinions honestly for the benefit of the organization without prejudice
3. Learning Center Compile the list of names and present them to the Executive Vice President of Human Resources. to report to the Chief Executive Officer with the history of all nominees for consideration and order
4. Learning Center Bring the list that has been diagnosed by the Chief Executive Officer. This will be analyzed to create a training plan for development at an appropriate time (Individual Road Map) and propose a training development budget.
5. Conduct development training according to the program laid down with a period Both in the short, medium and long term, which is considered a commitment that must be followed until the end of the program There must be an individual follow-up and report to the line manager. Chief Executive Officer informed every three months.
6. Subject to change if necessary

Guidelines for evaluating the performance of personnel

Performance appraisal is that the organization determines the tools to measure, follow up, the implementation of goals, plans, performance indicators (KPI - Key Performance Indicator) of the line, department and or individual. in each period It is usually measured every six months. and bring the results together to find the average for the whole year.

The purpose of the evaluation of performance.

1. To measure and monitor the results of goals, plans, work lines, departments, and

- individual personnel. at each specified time interval
2. Provide a form to measure and evaluate as appropriate. by the learning center and payroll management be jointly responsible
 3. Factors in Performance Appraisal to consist of several parts as appropriate It should include work, core competencies, work performance, disciplinary history and or as required by the policy.
 4. The results of the assessment are used to plan training and development of personnel as needed. to enhance knowledge Personnel skills It can also be used to consider the goodness and preferences of personnel as well.

Anti-Corruption Policy

The Company is committed to conducting business with integrity. Under the framework of good corporate governance based on good governance principles Code of Conduct and Ethics in Business Operations social responsibility environment and all stakeholders running a business with transparency, fairness and accountability

To show the intention and determination to fight against all forms of corruption. The company has joined as "Thai Private Sector Collective Action Coalition Against Corruption"

In this regard, the Company has established an Anti-Corruption policy which covers defining a clear definition Separation of duties and responsibilities of those involved in the organization for effective anti-corruption. Determination of anti-corruption guidelines to guide the practice of personnel (This includes setting up a policy of providing political assistance. Charitable donations and sponsorships (Sponsorships, gifts and entertainment expenses (Gift, Entertainment), communication and training on anti-corruption and penalties, etc., to ensure that the Company's personnel strictly comply with the said policy. Details appear in accordance with the Anti-Corruption Policy.

Fraud and Misconduct Complaints Policy (Whistle Blower)

The Company has clearly set a policy for receiving complaints about corruption and wrongdoing (Whistle Blower) for the Company's personnel to comply with. about illegal actions Charter and Code of Conduct or behavior that may imply corruption of the Company's personnel by providing a variety of communication channels to provide opportunities for employees and stakeholders to report clues or complaints come to the company conveniently and appropriately and measures to protect and maintain confidentiality Procedures for investigations, penalties, including training and communication, etc., in order for the Company's personnel to strictly comply with the said policy. Details appear in accordance with the measures and channels for whistle blower or

complaints (Whistle Blower) of the Company.

Policy on the treatment and use of company assets

Company personnel Have duties and responsibilities to take care of the Company's assets. not to be damaged, lost, and to use the property effectively to the full benefit of the company and not to use the assets of the company to use for the benefit of oneself or others. Such assets include both tangible and intangible assets. as well as confidential information that is not disclosed to the public

Corporate Social Responsibilities: CSR

The Company has established a policy on Corporate Social Responsibilities (CSR) which specifies 9 principles, namely, fair business operations. Anti-Corruption respect for human rights fair treatment of labor Consumer responsibility environmental management Community and social development Innovation and dissemination of innovations derived from operations with social, environmental and stakeholder responsibility. and the preparation of social responsibility reports for the Company's business operations It complies with the corporate social responsibility guidelines. for directors, executives, employees and personnel of the Company strictly adhere to the said policy