

Policy on Governance and Management For Key Subsidiaries and Associate Companies Engaged in Core Business Activities TQM Alpha Public Company Limited

To comply with the rules as well as the Securities and Exchange Act and the regulations, announcements, orders or requirements of the Stock Exchange of Thailand ("SET") and according to the announcement of the Capital Market Supervisory Board, the management department therefore proposed to the Board of TQM Alpha Public Company Limited ("the Company") to approve the policy on supervising and managing the subsidiaries and associate company of the Company. In this regard, the Company's subsidiaries and associate company must comply with the rules stated in the announcement of the Capital Market Supervisory Board, announcement of the Securities and Exchange Commission ("SEC") and relevant regulations, announcements, orders or requirements of SET. The objectives are to allow the Company to have mechanisms for supervising the subsidiaries and associate company directly and indirectly and control the management and take responsibility for the operations of subsidiaries and associate company like being a unit of the Company so as to safeguard the interests of the Company's investments and have measures to monitor work management of the subsidiaries and associate company effectively. In this regard, the CEO with the power to issue the orders or announcements about the Company's policies according to the Delegation of Authority will consider creating and enforcing the Company's policy on supervising and managing the subsidiaries and associate company of the Company as further deemed appropriate.

Policy on Governance and Management of Subsidiaries and Associate Companies has been established to enable the Company to exercise oversight, management, and accountability over the operations of its subsidiaries and associates as if they were integral parts of the Company. It also aims to ensure the Company has mechanisms to supervise subsidiaries and associates both directly and indirectly. The policy provides operational guidelines to safeguard the Company's investment interests in these entities, in accordance with the criteria set forth in the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Permission to Offer Newly Issued Shares (as amended).

In this regard, the term "subsidiaries" and "associate company" refer to the subsidiaries or associate companies engaged in core businesses as stated in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Permission to Offer Newly Issued Shares (as amended) in conjunction with the Notification of the Securities and Exchange Commission No. KorJor. 17/2551 Re: Definitions Used in Notifications Related to the Issuance and Offering of Securities (as amended). This also includes Casmatt Co., Ltd., a subsidiary that operates a business supporting the core business.

In cases where this Policy requires that any transaction or action deemed material or having a significant impact on the financial position and operating results of a subsidiary or associate must be approved by the Company's Board of Directors or shareholders' meeting (as the case may be), the Company's directors shall be responsible for convening a Board meeting and/or shareholders' meeting to consider and approve such matters prior to any Board or shareholders' meeting being held by the subsidiary or associate to approve the same. In this regard, the Company shall disclose relevant information and strictly comply with all applicable rules, conditions, procedures, and methods relating to the matters subject to approval, as prescribed under the Public Limited Companies Act, the Civil and Commercial

Code, the Securities and Exchange Act, and other relevant laws, including the notifications, regulations, and guidelines issued by the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, to the extent applicable and not inconsistent with the law.

1. In the following cases, the subsidiary or associate (as the case may be) must obtain prior approval from the Company's Board of Directors.

1.1 Appointment or nomination of the persons to be directors and executives in the subsidiaries or associate company at least in proportion to shareholding of the Company in such subsidiaries or associate company.

Unless otherwise specified by this policy or the Board of Directors of the Company, the directors and executives appointed or nominated by the Company must have the discretion to vote in the Board of Directors' meetings of subsidiaries and associate company on the matters relating to general management and normal business operations of subsidiaries and associate company as such directors and executives will deem appropriate for maximum benefit of the Company and subsidiaries or associate company (as the case may be).

In addition, the above appointed or nominated directors and executives must be named in the data system of listed directors and executives of securities - issuing companies (White List) and have the qualifications, roles, duties and must not lack trustworthiness according to the SEC announcement on determined lack of trustworthiness of directors and executives of the Company.

1.2 Capital increase by issuing capital increase shares of the subsidiaries and shares allocation, including reducing the registered capital and / or paid-up capital of the subsidiaries inconsistent with the original shareholding ratio of shareholders or any other actions of causing the proportion of using voting rights both directly and indirectly of the Company in the shareholders' meeting of subsidiary to decrease by more than 10 percent of the total number of votes of that subsidiary except the case in the business plan or annual budget of the subsidiary already approved by the Board of Directors.

1.3 Approval for the annual dividend and interim dividend payment (if any) of subsidiaries.

1.4 Amendments to the subsidiaries' articles of association. However, amendments to the articles of association on significant matters under Clause 2.5 must be approved by the shareholders' meeting of the Company.

1.5 Approving the total annual budget of the Company and all subsidiaries of the Company except the case specified in the Delegation of Authority.

1.6 Appointment of the auditors of subsidiaries that are foreign companies only in the case of such auditors not being affiliated with the audit offices that are full members in the same network as the Company's auditor. This is not in accordance with the auditor appointment policy of the Company whereby the auditors of subsidiaries must be affiliated with the audit offices in the same network as the auditor of the Company. Transactions from Clause (g) to (j) are considered to be important. Entering into transactions will have a significant impact on the financial status and operating results of

the subsidiaries. Therefore, before the Board of Directors' meetings of subsidiaries and the directors appointed by the Company to hold the position in the subsidiaries will vote on the following matters, such directors must get prior approval from the Board of Directors of the Company for such matters. This must apply to the case when calculating the size of transaction to be done by the subsidiary compared with the characteristics and /or the size of the Company (by applying the rules for calculating the sizes of transactions as specified in the relevant announcements of the Capital Market Supervisory Board and the SET Board of Governors on connected transactions or acquisition, disposal of assets (as the case may be) *mutatis mutandis*) and must be approved by the Board of Directors of the Company. The following transactions, including:

- 1.7 The case that the subsidiary agrees to enter into transaction with related party of the Company or subsidiary or transaction relating to acquisition or disposal of assets of subsidiary, including but not limited to the following cases:
 - 1.7.1 Transferring or waiving the right to benefits and waiving the right to claims against people who cause damage to the subsidiary.
 - 1.7.2 Selling or transferring all or some important parts of the business of subsidiary to another person.
 - 1.7.3 Purchasing or accepting transfer of business of another company to the subsidiary.
 - 1.7.4 Entering into, modifying or terminating the contract about renting out all or some important parts of the businesses of the subsidiary, assigning another person to manage the business of the subsidiary or the merger between the subsidiary and another person with the purpose of sharing profit and loss.
 - 1.7.5 Renting or allowing purchasing by instalments all or some important parts of the business or assets of subsidiary
 - 1.8 Borrowing money, giving loans, providing credit, guarantee, legal transactions binding the subsidiaries to bear the increased financial burden or providing financial assistance in any other way to other persons in the significant amount and not being a normal business of the subsidiaries except borrowing, lending money between the Company and subsidiaries.
 - 1.9 Close-down of subsidiaries
 - 1.10 Any other transactions that are not a normal business transaction of the subsidiaries with significant impact on the subsidiaries.
2. Prior to entering into any of the following transactions, the subsidiary must obtain approval from the Company's Shareholders' Meeting by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

- 2.1 The case that the subsidiary agrees to enter into a transaction with related parties of the Company or subsidiary or transaction relating to the acquisition or disposal of assets of the subsidiary. This must apply to the case when calculating the size of transaction to be done by the subsidiary compared with the characteristics and /or the size of the Company (by applying the rules for calculating the sizes of transactions as stated in the relevant announcements of the Capital Market Supervisory Board and the SET Board of Governors on connected transactions or acquisition, disposal of assets (as the case may be)
 - 2.2 Capital increase by issuing capital increase shares of the subsidiaries and shares allocation, including reducing the registered capital and / or paid-up capital of the subsidiaries inconsistent with the original shareholding ratio of shareholders or any other actions of causing the proportion of using voting rights directly and indirectly of the Company in the shareholders' meeting of subsidiary to be reduced to less than the proportion specified in the law applicable to the subsidiaries, resulting in the Company's no authority to control that subsidiary. This must apply to the case when calculating the size of transaction compared with the size of the Company and must be approved by the shareholders' meeting of the Company (by applying the rules for calculating the sizes of transactions as specified in the relevant announcement of the Capital Market Supervisory Board and the announcement of the SET Board of Governors mutatis mutandis).
 - 2.3 Close-down of the subsidiaries. This must be the case when calculating the business size of subsidiary to close down compared with the size of the Company (by applying the rules for calculating the sizes of transactions as specified in the relevant announcements of the Capital Market Supervisory Board and the SET Board of Governors regarding the acquisition or disposal of assets mutatis mutandis) and must be approved by the shareholders' meeting of the Company.
 - 2.4 Any other transactions that are not normal business transactions of the subsidiary and will have significant impact on the subsidiary. This must be the case when calculating the size of transaction to be done by the subsidiary compared with the size of the Company (by applying the rules for calculating the sizes of transactions as specified in the relevant announcements of the Capital Market Supervisory Board and the SET Board of Governors regarding the acquisition or disposal of assets mutatis mutandis) and must be approved by the shareholders' meeting of the Company.
 - 2.5 Amendments to the subsidiary's articles of association on the matters that may significantly affect the subsidiary's financial position and operating results. This includes, but is not limited to amendments to the subsidiary's articles of association with impact on the voting rights of the Company in the Board of Directors' meeting of the subsidiary and / or the shareholders' meeting of the subsidiary or dividend payment of the subsidiary etc.
3. The Board of Directors of the Company shall monitor and supervise the Board of Directors and executives of subsidiaries and associate companies, which are nominated or appointed by the Company, to comply with the duties and responsibilities according to the laws and the Company's policies.

4. The Board of Directors of the Company has monitored the operating results of subsidiaries according to the plans continuously and requires the subsidiaries to disclose information on the financial status and operating results, connected transactions and acquisition or disposal of assets and any other significant transactions to the Company. Also, various operations shall conform to the rules for supervision and management of subsidiaries and associate companies completely and accurately according to the relevant announcement of the Capital Market Supervisory Board and the announcement of the SET Board of Governors (as the case may be).

5. The directors and executives of the Company or its subsidiaries shall have the following duties:

5.1 The directors and executives of the Company or its subsidiaries shall disclose information related to the financial position and operating results, intercompany transactions, as well as the acquisition or disposal of material assets to the Company in a complete, accurate, and timely manner as specified by the Company.

In this regard, the Board of Directors of the Company or its subsidiaries shall consider intercompany transactions and the acquisition or disposal of material assets in accordance with the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, applied *mutatis mutandis* (to the extent applicable and not inconsistent with the context).

5.2 The directors and executives of the Company or its subsidiaries are required to disclose and submit information regarding their own interests and those of related persons to the Board of Directors of the Company or the relevant subsidiary. Such disclosure must include any relationships or transactions with the Company that may potentially give rise to a conflict of interest. Directors and executives must avoid entering into any transaction that may cause a conflict of interest with the Company. The Board of Directors of the Company or its subsidiaries must be informed of such matters within a reasonable time frame as prescribed by the Company, so that such information may be considered in decision-making or approval processes. In doing so, the overall benefit of the Company or the relevant subsidiary shall be the primary consideration. Furthermore, directors and executives of the Company or its subsidiaries must refrain from participating in any approval process related to matters in which they have a direct or indirect interest or conflict of interest.

Any of the following acts resulting in a director, executive, or related person of the Company or its subsidiaries receiving financial benefits beyond normal entitlements, or that causes damage to the Company or its subsidiaries, shall be presumed to constitute a material conflict of interest with the Company.

- (A) Entering into transactions between the Company or its subsidiaries with any director, executive, or related person without complying with the criteria applicable to related party transactions.
- (B) The use of non-public information belonging to the Company or its subsidiaries, or obtained through their operations, unless such information has already been publicly disclosed.

(C) The use of the Company's or its subsidiaries' assets or business opportunities in a manner similar to how the Company or its subsidiaries would otherwise utilize them, in violation of rules or standard practices prescribed by the Capital Market Supervisory Board.

5.3 Directors and executives of the Company or its subsidiaries shall report business operations, business expansions, major investment projects, as well as joint ventures with other business operators to the Company through monthly performance reports. They shall also provide explanations or submit supporting documents upon request by the Company for the purpose of evaluation.

5.4 Directors and executives of the Company or its subsidiaries shall submit information or documents related to operations to the Company upon reasonable request.

5.5 Directors and executives of the Company or its subsidiaries shall provide explanations or submit supporting documents to the Company in the event that the Company identifies any matters of material significance.

5.6 The directors and executives of the Company or its subsidiaries shall establish an appropriate and sufficiently robust internal control system to prevent potential fraud against the Company. They should also implement clear operational systems to demonstrate that the Company has adequate mechanisms for ongoing and reliable disclosure of information and for conducting material transactions in accordance with the prescribed regulations. In addition, channels must be established to ensure that the directors and executives of the Company or its subsidiaries have access to the necessary Company information for effectively monitoring and overseeing operational performance, financial position, intercompany transactions, transactions between the Company and its directors or executives, transactions between subsidiaries and their respective directors or executives, and other material transactions. Moreover, there must be a mechanism in place for auditing such systems within the Company. This includes ensuring that internal audit teams and independent directors have direct access to relevant information and that the results of such audits are reported to the directors and executives of the Company or its subsidiaries to ensure on going compliance with the established systems and procedures.

6. Directors, executives, employees, staff, or authorized persons of the Company or its subsidiaries—including their spouses and minor children—are strictly prohibited from using any inside information of the Company or its subsidiaries, whether obtained through their duties or by any other means, which has or may have a material impact on the Company or its subsidiaries, for personal benefit or for the benefit of others, whether directly or indirectly, and regardless of whether any compensation is received.

The Company shall ensure that the directors appointed by the Company to serve on the board of directors of its subsidiaries attend and vote in accordance with the Company's instructions at all meetings of the subsidiary's board of directors in which agenda items of material significance to the subsidiary's business operations are considered.
