

Corporate Governance

Corporate Governance Policy

The Board of Directors regulates that the corporate governance policy including guideline to the policy shall be reviewed regularly in order to keep the Company's corporate governance up-to-date and to be prepared for a better implementation of the said policy.

In this regard, the Board of Directors meeting No. 17/2562, held on 13 December 2019, resolved to review the corporate governance policy by applying the principles from the CG Code according to the Company's business context in 2019 as follows:

Corporate Governance Policy

BEC World Public Company Limited

BEC World Public Company Limited ("Company") believes that a good management with transparency and international standards will improve the Company's competitive capability and trustworthiness both domestically and internationally. This principle is an important factor in achieving business goals and increasing the Company's economic value, as well as creating confidence for shareholders, investors and all stakeholders that they will be treated fairly and thoroughly. Therefore, the Company has set its principles of corporate governance under the guidelines of the Office of the Securities and Exchange Commission as follows:

1. Shareholders: Rights and Equality

- 1.1 The Company's shareholders have equal basic right to attend shareholders meeting. In this regard, the Company will inform shareholders of various regulations relating to the meeting, including voting rights according to each type of share, voting process, voicing opinion, and receiving news about the Company's status and operating results. The Board of Directors also publishes a policy to support and encourage all group of shareholders, including institution shareholders, to attend the shareholders meeting.
- 1.2 The Company regularly holds a shareholders meeting annually, called "Annual General Meeting of Shareholders", within 4 months after the end of the Company's financial year. Any other shareholders meeting other than the Annual General Meeting of Shareholders will be held upon the necessity on a case by case basis. This meeting is called "Extraordinary General Meeting of Shareholders".
- 1.3 The Company will deliver the meeting invitation along with the meeting agendas and opinions of the Board of Directors, in both Thai and English Language, to the Stock Exchange of

Thailand and appoint Thailand Securities Depository Co., Ltd., who acts as the Company's registrar, to deliver them to the shareholders within the timeframe specified by law (not less than 7 days in advance). In addition, the Company will disclose the aforementioned information on the Company's website at least 28 days prior to the date of the shareholders meeting.

- 1.4 The Company regulates the rights of shareholders in the shareholders meeting as follows:
- 1.4.1 Right to nominate any person to hold a director position: the Board of Directors establishes procedures for minority shareholders to nominate any person to hold a director position by sending their names together with their qualification information and consent to the Nomination and Remuneration Committee at least 3 months prior to the date of the shareholders meeting;
 - 1.4.2 Right to attend and vote in shareholders meeting: shareholders can attend the shareholders meeting and vote on every agenda except for any agenda that the shareholder has conflict of interest and is prohibited by law from participating and voting in that agenda;
 - 1.4.3 Right to make informed decision: the Company will provide sufficient information relating to the matters of each shareholders meeting to shareholders, such as, invitation letter which specifies the cause and reason of each agenda and sufficient information to support the decision making, minutes, and annual report which has been prepared in the form prescribed by the Office of the Securities and Exchange Commission;
 - 1.4.4 Right to appoint and remove each director;
 - 1.4.5 Right to appoint auditors;
 - 1.4.6 Right to proxy: shareholders may appoint others as their proxy to attend the shareholders meeting and vote on their behalf by using a proxy in the form specified by law. The Board of Directors encourages shareholders to use a proxy form, that shareholders can specify their voting direction and nominate at least 1 independent director as an option for proxy; and
 - 1.4.7 Shareholders can check their shareholding information as of the book closing date at the Company or Thailand Securities Depository Co., Ltd.

1.5 The Company has a policy that every director has a duty to attend every shareholders meeting so that shareholders have an opportunity to make inquiries and expressing their opinions on various matters. The Chairman of the Board and Chairman of sub-committees will be the representative in answering questions relating to such matter. In this regard, the Company has facilitated shareholders at every meeting by focusing on allowing shareholders to attend the meeting to achieve equality as follows:

1.5.1 Date, Time and Places of Shareholders Meeting

The Company will arrange shareholders meetings in Bangkok where the Company's headquarter is located. The venue shall have sufficient space to accommodate all shareholders, all necessary facilities, good accessibility, modern meeting atmosphere, and up-to-date communication equipment, such as, audio equipment, microphones and stationary equipment, etc. Moreover, the Company will also implement suitable equipment and technology for the meeting, for instance, meeting attendance registration system and votes counting, processing, and result announcing system, in order to support the organizing of shareholders meetings, facilitate shareholders in the meeting, make the meeting proceed smoothly, and quickly and accurately collect the votes. The Company will consider and determine appropriate date and time for the shareholders meeting. The Chairman of the meeting will also allocate the time in the meeting appropriately and promote opportunities for shareholders to express their opinion and make inquiries in the meeting regarding the matters relating to the Company.

1.5.2 Voting

- 1) The Company will arrange the voting of each agenda separately. For director election agenda, the voting shall be done individually for each director.
- 2) The Company has prepared ballots for voting in every meeting.
- 3) Vote counting will be clear, transparent, and verifiable.
- 4) The Chairman of the meeting will report the vote counting results from the votes in the proxy forms submitted before the meeting together with the votes in the meeting to the meeting.

- 5) The Company will arrange independent person to be an observer in counting or verifying votes in shareholders meeting and inform the meeting of such arrangement, including recording them in the minutes of the meeting.

1.5.3 Meeting Agendas

- 1) The Company regulates that the clarification and reasoning for each agenda or the requested resolution shall be specified in the invitation letter or attachment of the meeting agenda. The Company will refrain from any actions which limits the opportunity of the shareholders to review the information of the Company.
- 2) The Company has set criteria for minority shareholders to propose additional meeting agenda before the date of the shareholders meeting to demonstrate fairness and transparency in considering whether to add the agenda proposed by the minority shareholders or not.

1.5.4 Advance Question Submission

The Company requires the shareholders to submit questions in advance of the meeting date. In this regard, the Company has informed the shareholders of this submission in the invitation letter, including publishing the criteria for advance question submission on the Company's website.

1.6 Minutes of the Meeting Preparation

- 1.6.1 The Company always prepares the minutes of the meeting after every meeting. The minutes shall record the number of shareholders attending the meeting in person and by proxy, including number of shareholders, shares, and proportion of the number of shares attending the meeting compared to the total number of issued shares, as well as the voting results of each agenda. In this regard, the minutes will be published through the information disclosure system of the Stock Exchange of Thailand within the next business day, including on the Company's website.
- 1.6.2 The minutes of the meeting shall be finished within 14 days. The minutes shall include the list of directors who attended the meeting and directors who absent; the record of voting procedures clarification, method of showing voting result to the meeting

before convening the meeting, and granting opportunities for shareholders to raise an issue or question; question, answer, and details of consideration, discussion, and opinion of shareholders; and the voting results of each agenda detailing the number of affirmative, negative, and abstention votes.

- 1.7 The Company keeps documents relating to the meeting and categorizes information into categories so that shareholders can access and verify them.
- 1.8 Shareholders have equal rights to the Company's profits in the form of dividends.
- 1.9 Other than the rights described above, shareholders also have various rights as stipulated by law.

2. Right of Stakeholders

The stakeholders of the Company are as follows:

- (1) Shareholders;
- (2) Executives and employees of the Company;
- (3) Drama producers / program producers / actors and actresses;
- (4) Customers;
- (5) Creditors / business partners;
- (6) Operators in the same business;
- (7) Mass media;
- (8) Government sectors / regulators / civil society sectors / charity organizations; and
- (9) Communities and society.

The Company undertakes to create fairness among all stakeholders as follows:

- 1) Operating businesses with strict compliance to applicable laws, whereas such businesses must be beneficial to society and government sector, whether relating to economic, culture, tradition, and environment;
- 2) Determining the remuneration to shareholders, directors, executives, and employees with fairness and appropriateness;
- 3) Providing services to customers with quality and honesty;
- 4) Conducting businesses with business partner with honesty and without unfair exploitation and complying with the conditions of the agreed contract;

- 5) Conducting businesses and competing with competitors with transparency under the rules without causing negative effect to the business as a whole;
- 6) Disclosing the Company's transaction information in accordance with official standards and regulations to create transparency;
- 7) Be responsible to customers and business partners in providing services, such as, providing quality services in accordance with good professional standards, maintaining confidentiality for customers and business partners, as well as having a department to receive complaints; and
- 8) The Board of Directors has a policy to support and encourage employees to have knowledge with respect to the environment and participate in various activities.

3. Leadership and Vision

The Board of Directors is independent in making decisions. The Company grants rights and equality to all directors in their decisions making. The Company has clearly separated duties between the Board of Directors and the Executive Committee. In this regard, the Board of Directors does not have a duty to manage the day-to-day operations of the Company. The duty of the Board of Directors is as required by law and to attend meetings to consider the business management of the Company according to the specified agenda or as the Chairman of the Board deems appropriate to:

- 3.1 determine or approve mission, strategy, goals, policies, business plans, and budgets of the Company;
- 3.2 regularly supervise and monitor the operation result of management to reach the Company's goals and business plan; and
- 3.3 ensure that there is a good internal control system and appropriate risk management measures.

4. The Board of Directors

The composition, duty and responsibility, and appointing methods of the Board of Directors are as follows:

The Composition of the Board of Directors

- 4.1 Number of Directors

The Company stipulates that the number of directors must be in accordance with the law and the principles of corporate governance in order to support the directors to perform their duties, efficiently. In addition, the number of executive directors shall not exceed half of the total number of directors and the independent directors shall be at least one-third of the total number of directors but not less than 3 persons. Independent directors shall be independent from the management without any interests in or relationships with the Company's business and be fairly proportionate to the shareholders' investment. Moreover, the Company also encourages directors to attend training courses or seminars to improve knowledge in performing their duties. The details of directors' training and seminar are disclosed in the annual report.

4.2 Qualification of Directors

The Company's directors shall have variety of knowledges, skills, and experience, including expertise that are beneficial to the Company. The Board of Directors should consider and determine the composition of knowledge and expertise of the Board of Directors that are beneficial and can support business conduct in accordance with business strategy of the Company. There shall be at least one non-executive director, who must have experience in the Company's business. There is no gender discrimination in the Board of Directors. In this regard, the composition of the Board of Directors also includes the term for directorship of each director which is disclosed in the annual report and the Company's website.

4.3 The Company's directors shall have no prohibited characteristics as specified by law and relevant regulation.

4.4 The Company's directors shall not be a director of other companies having business similar to the Company's business and/or competing with the Company's business, whether for his/her own interest or others, unless the said director have notified the shareholders meeting before the election. In this regard, the Nomination and Remuneration Committee shall nominate suitable candidates, who have no prohibited characteristics under the law and not operating business of the same nature and/or competing with the Company, to the Board of Directors for proposing to the shareholders meeting to consider and elect them to replace the directors who retired due to rotation, or to propose to the Board of Directors to consider and appoint them to replace the directors who vacated their position before completing their term for directorship.

4.5 Directors, executives, or related parties may conduct a business transaction, which is an ordinary business transaction of the Company and its subsidiaries, with the Company and/or its subsidiaries, provided that such transaction shall be in a business term which a reasonable person shall conduct with a general contracting partner in the same situation and the same bargaining power without any influence, excluding any transaction prohibited by laws, declarations, or orders designated by the government. In this regard, the approval procedure of related parties transactions must be in accordance with the criteria stated by the regulatory agencies.

4.6 Additional Qualifications of Directors

Executive Directors

- Executive directors participate in businesses management and supervise the management to act in accordance with the policy of the Board of Directors.
- The number of executive directors shall not exceed 5 persons.

Independent Directors

- Independent director means a director who is independent in giving opinion. The Board of Directors has specified the qualifications of independent directors as follows:
 1. Director who may hold shares in the Company not exceeding 0.5% of the total shares entitled to cast vote;
 2. Director who does not have management duty in the Company or its subsidiary;
 3. Director who is independent from the management and the controlling shareholders;
 4. Director who shall not be close relative or the person who has received or had joint interest with the management, the major shareholders or the controlling shareholders;
 5. Director who does not have significant business relationship with the Company which can influence an independent opinion; and
 6. Director who is not an employee or staff who has regularly received salary during two years period before assuming the position.
- The number of independent directors shall not be less than one-third of the total number of directors in the Board of Directors but not less than 3 independent directors.

- The Company has at least one independent director who has experience and expertise in accounting.
- The Company has at least one non-executive director who have experience in the business of the Company.

4.7 The Chairman of the Board is not the same person as the President.

4.8 Executive directors' directorship in other listed company shall not obstruct the Company's business operations.

Obligation and Responsibility of the Board of Directors

The Board of Directors shall:

- 4.9 conduct its duty with honesty, good faith, and cautious to safeguard the benefit of the Company. The Board of Directors shall supervise the executives and employees of the Company Group to (1) conduct the Company's business in accordance with the Company's objectives and Articles of Association, as well as the resolution of the shareholders meeting, with honesty, good faith, and cautious to safeguard the benefit of the Company; and (2) pay attention to the incident involving the Company by respecting and following the laws including relevant regulations and complying with the guidelines for corporate governance;
- 4.10 determine the vision, mission, strategy, target, budget, and policy of the Company and make decision for the best interest of the Company and shareholders on a long-term basis;
- 4.11 the Board of Directors' authority framework that must be proposed by the Executive Committee is the investment and management approval authority consisting of:
- (1) Management policies, i.e., the approval authorities of corporate governance policy, investment policy, human resource policy, financial policy (such as short-term investment policy, risk protection policy), etc.;
 - (2) Accounting policy and other policies regulated by law to be approved by the Board of Directors;
 - (3) Strategy and direction of business operation including annual plan, KPI, and budget;
 - (4) Investment in subsidiaries and associated companies, as follows:
 - 4.1) investment, new company establishment and determining business direction;

- 4.2) increase or decrease of company capital, restructuring/sale of investment fund, including the closure of subsidiaries and associated companies;
- 4.3) voting at shareholders meetings in subsidiaries and associated companies; and
- 4.4) appointment of directors and authorized directors of subsidiaries and associated companies;
- (5) Execution of shareholder agreements and authorized directors of subsidiaries and associated companies; and
- (6) Exercising of other rights apart from what is agreed in shareholder agreements;
- 4.12 govern subsidiaries to protect the interests of the Company's investment. In this regard, the Board of Directors will consider the suitability and appoint appropriate candidate as the director of subsidiaries;
- 4.13 oversee the introduction of corporate governance principles and the adaptation of the said principles to suit the Company's organizational structure and nature of business;
- 4.14 ensure that the Company has sufficient auditing process, internal control system, risk management, and management supervision suitable for the business situation of the Company;
- 4.15 ensure that the Company has a control system for operation, financial report, and compliance of rules, regulations, and policies. In this regard, the said control system shall be audited by independent individual or entity and disclosed in the annual report;
- 4.16 the Board of Directors or the Audit Committee shall opine on the sufficiency of the internal control system and risk management in the annual report and focus on reviewing of systems that are important to internal control and risk management, regularly or at least once a year;
- 4.17 ensure that all group of interested person are treated fairly; financial reports are well prepared; and disclosure of information is accurate, transparent and timely;
- 4.18 prepare the responsibilities report in financial reports and present them together with the auditor report. The responsibilities report shall cover important issues according to the guidelines for directors of listed companies to ensure that the Company's financial reports are accurate, complete, and reliable. In this regard, the Company has complied with financial standard by regularly using and practicing appropriate accounting policies;

- 4.19 appoint subcommittees as it deems appropriate;
- 4.20 define the scope of duties and authority of the President;
- 4.21 appoint a committee to evaluate the performance of the President and determine the remuneration and employment conditions of the President;
- 4.22 evaluate the performance of all directors;
- 4.23 continuously improve their knowledge and ability; and
- 4.24 promote the creation of innovation that creates value for the business while taking into account the benefits and/or impacts on customers or related parties and responsibility to society and the environment.

Roles of the Chairman of the Board

The Chairman of the Board shall:

- 4.25 not participate in daily operation of the Company;
- 4.26 use leadership to ensure that the Board of Directors performs its obligations efficiently for the best interest of the Company and is independent from the management;
- 4.27 consider and approve the meeting agenda proposed by the President as approved by the Chairman of the Executive Committee so that the agenda is in accordance with the obligation and responsibility of directors, including giving each director the opportunity to propose matters that are beneficial to the Company into the agenda;
- 4.28 allocate sufficient time for the management to propose matters and for directors to carefully consider and discuss important issues, including to promote directors to use their discretion carefully and freely give their opinion;
- 4.29 supervise and encourage directors to abide by the principles of good corporate governance, the Company's Code of Conduct, and ethics of directors; and
- 4.30 create good relations between executive directors and non-executive directors, and between the Board of Directors and the management.

Roles of the Chairman of the Executive Committee

The Chairman of the Executive Committee shall:

- 4.31 use leadership to ensure that the executive directors perform their obligations efficiently for the best interest of the Company and are independent from the management;
- 4.32 consider and approve the meeting agenda proposed by the President so that the agenda is in accordance with the obligation and responsibility of executive directors;
- 4.33 supervise executive directors to ensure that the management implements the policies received from the Board of Directors in accordance with the policy of the Board of Directors; and
- 4.34 supervise and encourage executive directors to abide by the principles of good corporate governance and the Company's Code of Conduct.

Roles of the President

- 4.35 The roles, obligations, and responsibilities of the President are managing the business and operations of the Company in accordance with the scope of obligations and authorities assigned by the Board of Directors and the Executive Committee.
- 4.36 The President shall supervise employees at all levels to perform their duties in accordance with the policies given by the Board of Directors and the Executive Committee.

Company Secretary

- 4.37 The Company shall appoint a company secretary pursuant to Section 89/15 of the Securities Exchange of Thailand Act B.E. 2517 to be responsible for acting on behalf of the Company or the Board of Directors and preparation and keeping of director registry, invitation letter and minutes of the Board of Directors meeting, annual report, invitation letter and minute of the shareholders meeting, including keeping report regarding conflict of interest of directors and executives and performing other tasks as prescribed by the Capital Market Supervisory Board.

Term for Directorship

- 4.38 On the Annual General Meeting of Shareholders or other cases as designated by law, one-third of the total number of directors, or any number that is close to but not exceeding one-third of the total number of directors, must retire by rotation.
- 4.39 The directors who retired by rotation may be re-elected.

The Board of Directors can be elected/appointed by the following 2 methods:

4.40 Proposing to the shareholders meeting to seek approval for the election of directors to replace the directors who retired by rotation.

4.41 Appointing directors during the term due to the vacancy of office. In this regard, the Board of Directors may approve the appointment of directors to replace the vacant position as selected and nominated by the Nomination and Remuneration Committee.

5. Subcommittee

The Board of Directors has established subcommittees as described below and designated the roles and responsibilities of each subcommittee in their respective charter to assist the Board of Directors in studying, screening, and presenting performance reports to the Board of Directors.

5.1 Executive Committee

The Board of Directors appoints the Executive Committee to control, supervise, and follow up on work, including providing recommendations to the management so that the policies prescribed by the Board of Directors are implemented effectively and efficiently.

Appointing of the Executive Committee: the Board of Directors shall appoint no more than 5 executive directors, with the President being an executive director by position. In this regard, the Board of Directors may appoint a committee by selecting from executives of the Company and subsidiaries or external director. In addition, The Board of Directors may also appoint suitable and independent candidate who has no conflict of interest as the Executive Committee's advisor to support the performance of the Executive Committee.

5.2 Audit Committee

The Board of Directors appoints the Audit Committee to be an important tool for the Board of Directors in supervising the administration of the Company to have correct standard and transparency and be in accordance with the regulations of the regulatory agency and the Articles of Association of the Company in order to have good internal control, reliable reporting system, and be beneficial to all parties involved including shareholders.

Appointing of Audit Committee: the Board of Directors shall appoint at least 3 independent directors as member of the Audit Committee. The authorities and obligations of the Audit Committee shall be as designated by the Board of Directors. The Audit Committee shall be fully independent and report directly to the Board of Directors.

5.3 Nomination and Remuneration Committee

The Board of Directors appoints the Nomination and Remuneration Committee to support the Board of Directors in specifying the rule and procedure for recruiting personnel from various professions who is qualified and has no prohibited characteristic as specified by law and proposing them to the Board of Directors meeting to propose to the shareholders meeting for approval of the appointment of directors, or propose to the Board of Directors if there is a director vacates from the position before term, so that the Board of Directors shall consist of knowledgeable and capable personnel from various professions in order to support the operation of the Company Group. Furthermore, the Nomination and Remuneration Committee shall also consider and specify the appropriate criteria for paying remuneration to directors.

Appointment of Nomination and Remuneration Committee: the Board of Directors shall appoint at least 3 directors as members of the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee shall be an independent director. In the event that the Board of Directors appoint any person as the advisor of the Nomination and Remuneration Committee, the information about the independence and the absence of the conflict of interest of such person shall be disclosed in the annual report.

5.4 Corporate Governance Committee

The Board of Directors appoints the Corporate Governance Committee to assist the Board of Directors in determining good corporate governance policies and other guidelines of the Company to be in line with the internationally accepted good corporate governance principle, which listed company should comply. The objectives of this good corporate governance approach are to achieve a concrete performance in the overall operation of the organization according to good corporate governance principle; and to support the Company to grow sustainably by managing the business with morality, transparency, and accountability, which will strengthen the confidence of shareholders, investors, stakeholders, and all related parties.

Appointment of Corporate Governance Committee: the current Corporate Governance Committee consists of 4 members. The Board of Directors shall appoint at least 3 directors as members of the Corporate Governance Committee. In this regard, the Board of Directors may consider and appoint any person who is independent, qualified, and has no conflict of interest as a member of the Corporate Governance Committee.

5.5 Risk Management Committee

The Board of Directors appoints the Risk Management Committee to be responsible for works relating to all types of risk of the Company. The Risk Management Committee comprises of directors and executives. The duties of the Risk Management Committee are to propose risk management policy to the Board of Directors for approval; to supervise the management to ensure the compliance with the risk management policy; to periodically report the result to the Board of Directors; to review the system or assess the efficiency of risk management at least once a year and disclose them in the annual report, as well as in every period when the change in the level of risk is detected; and to pay attention to early warning signs and unusual reports.

Appointment of the Risk Management Committee: the Board of Directors shall appoint directors as members of the Risk Management Committee in the number as the Board of Directors deems appropriate. The Chairman of the Risk Management Committee shall be an independent director and the President shall also be a member of the Risk Management Committee. The Risk Management Committee shall consider and appoint a risk management working group, comprising of executives from various departments, to be responsible for works relating to all types of risk of the Company.

6. The Board of Directors Meeting

- 6.1 The Company determines the meeting and the agendas of the Board of Directors and each subcommittee in advance each year and informs them to all directors so that they can manage their time and attend the meeting as follows:
 - 6.1.1 the Board of Directors shall have at least 7 meetings per year;
 - 6.1.2 the Executive Committee shall have at least 1 meeting per month;
 - 6.1.3 the Audit Committee shall have at least 7 meetings per year;
 - 6.1.4 the Nomination and Remuneration Committee shall have at least 2 meetings per year;
 - 6.1.5 the Corporate Governance Committee shall have at least 3 meetings per year; and
 - 6.1.6 the Risk Management Committee shall have at least 3 meetings per year.
- 6.2 The quorum of the meeting of each subcommittee shall be as specified in the notification or charter of each subcommittee. For the Board of Directors, at least two-third of the total directors of the Company should be present during the vote to constitute as the quorum.

- 6.3 Directors are obligated to attend all meetings, except in the case of absolute necessity, directors may notify the Chairman of the Board or Secretary of the Board. All directors must attend at least 75% of the total number of the meeting convened each year.
- 6.4 A joint discussion among independent directors shall be held at least once a year.
- 6.5 A meeting held only for directors without the management shall be held at least once a year.
- 6.6 The Board of Directors should support the President in inviting senior executives to the meeting to provide additional details which are necessary for the Board of Directors' consideration and to create an opportunity for directors to get to know senior executives for considering of work succession plans.
- 6.7 The management should send important information to directors at least 5 days prior to the meeting date. In case any additional documents are required, directors may request them from the President or the Company Secretary. The Board of Directors may also provide independent opinions from external advisors or external professional which are considered as company expense, if necessary.
- 6.8 Every director has duty to consider various agendas brought to the meeting.
- 6.9 Directors with interests in each agenda shall report the said interests and not participate in the consideration of such agenda to allow other directors to freely discuss and cast their votes. This matter shall be recorded and disclosed in the minutes of the Board of Directors meeting.

7. Remuneration of Directors and Executives

- 7.1 Directors are entitled to remuneration for performance of their duties. All form of directors' remuneration is approved by the Annual General Meeting of Shareholders. The Board of Directors assigns the Nomination and Remuneration Committee to determine the criteria for considering the remuneration. In this regard, the remuneration must be sufficient for their missions, duties, and responsibilities and must also be in line with economic conditions, operation result and business characteristics. In addition, the Board of Directors shall also take the information regarding the remuneration of directors of listed companies into account when considering the remuneration. The criteria for remuneration of directors are as follows:
1. comparable with the remuneration of other listed companies in the same industry, or those having similar income or profit;

2. operating result of the Company and tendency of operating result; and
3. suitably proportionate to the different missions, duties, and responsibilities and in line with the strategy and long-term goal of the Company. Directors who have been assigned additional duties and responsibilities will receive additional remuneration.

7.2 Executives' remuneration: for the remuneration of the President, the Board of Directors may appoint evaluation and remuneration committee ("Evaluation Committee") to support the Board of Directors in considering the performance evaluation criteria for the President, including determining the remuneration suitable with the operation result of the Company, in both short-term and long-term. For the remuneration of chief level executives, the Evaluation Committee shall consider and determine the performance evaluation criteria for chief level executives. In this regard, the President shall evaluate the performance of chief level executives and determine appropriate remuneration by considering duties, responsibilities, and performances together with the operation result of the Company and propose to the Executive Committee for approval.

8. Directors' Self Evaluation

The Board of Directors and subcommittees shall perform self-evaluation at least once a year so that the Board of Directors could jointly consider the achievement and problem for further improvement.

9. Use of Inside Information and Conflict of Interests Prevention

9.1 The Company defines the use of inside information and trading of securities of BEC Group in the Code of Conduct that important inside information of the Company which has not been disclosed to the public shall not be used whether for its own benefit or others. Directors, executives, and employees have freedom of investment in trading securities of BEC Group. However, to prevent conflict of interests, directors, executives, and employees should avoid or refrain from trading securities of BEC Group within a period of 1 month or within any specified period before disclosing financial statement to public (Silent Period). Moreover, the Board of Directors also establishes guidelines that if directors and executives have traded securities, such directors and executives shall report the change of securities holding to the Office of the Securities and Exchange Commission and send a copy of the said report to the Company Secretary to report such change in securities holding to the Board of Directors for acknowledgement whenever there is a meeting.

9.2 Conflict of interest of directors and connected transaction which may cause conflict of interest

9.2.1 The Board of Directors designates the Audit Committee to consider transaction which may cause conflict of interest in order to ensure that the transaction is reasonable; the price of the transaction is comparable to the market price) the terms and conditions of the transaction are in the normal course of business; and the best interest of the Company is considered. The directors and/or executives who have interest in any connected transaction shall not participate in the approval of such transaction so that the meeting is independent in considering the connected transaction based on actual and reasonable information and criteria, as well as sensible prices similar to transactions made with general customers.

9.2.2 With respect to the acquisition/disposal of asset transaction or related parties transaction, the Company Group complies with all regulations as specified by the Capital Market Supervisory Board and the Securities and Exchange Commission Thailand. The Company also discloses related parties transactions or conflict of interests in the annual report and annual registration statement (Form 56-1).

10. Code of Conduct and Governance

The Company has prepared the Code of Conduct of the Company Group for all directors, executives, and employees to abide by. In this regard, the Human Resource Department is responsible for spreading knowledge, creating understanding, and encouraging employees at all levels to seriously and constantly adhere to the Code of Conduct, including making strict adherence to the Code of Conduct and causing such practice to become a part of the organization culture. The Code of Conduct covers 20 subjects of various operations for conducting business as follows:

1. Responsibility towards oneself and other person or organizations [10 principles]:

- (1) Self-responsibility;
- (2) Responsibility towards customers;
- (3) Responsibility towards viewers;
- (4) Responsibility towards the Company;
- (5) Responsibility towards supervisors;
- (6) Responsibility towards colleagues;
- (7) Responsibility towards subordinates;
- (8) Responsibility towards shareholders;

- (9) Responsibility towards trading partners and creditors; and
- (10) Responsibility towards society and environment;
- 2. Respecting and complying with relevant laws and regulations;
- 3. Anti-corruption;
- 4. Conflict of interest;
- 5. Accepting of gifts and business reception;
- 6. Equal opportunity;
- 7. Occupational health and safety of working environment;
- 8. Employees' privacy protection;
- 9. Working hours;
- 10. Rights and freedoms of employees to association;
- 11. No forced labor;
- 12. No child labor;
- 13. Human rights;
- 14. Political activities;
- 15. Use and maintenance of Company's property;
- 16. Intellectual property;
- 17. Use of inside information and trading of securities of BEC Group;
- 18. Providing information or interview to mass media or the public;
- 19. Use of social media; and
- 20. Connected transaction in BEC Group.

11. Internal Control and Risk Management

11.1 Internal Control

The Board of Directors must provide and maintain an internal control system to protect shareholders' investments and the Company's Assets. The Board of Directors is responsible for reviewing the effectiveness of the internal control system at least once a year. The said review must cover all aspects of finance, operations, and supervision of operation.

11.2 Internal Audit

The Company has established the Internal Audit Office as another division in the Company. Assistant Managing Director – Internal Audit Office shall directly report its performance to the Audit Committee in order to act independently and fairly. Auditing activities will improve the

performance of various departments in the organization and cause corporate governance to be effective and able to achieve its objectives by adopting a systematic approach to assess and improve the effectiveness of the internal control system, risk assessment, operation control, information and communication systems, and performance monitoring and evaluation systems.

11.3 Risk Management

The Risk Management Committee is responsible for proposing the Company's risk management policy to the Board of Directors for approval; ensuring that significant business risks has been identified and evaluated, regularly, and that effective risk management measures has been established; supervising the management to ensure compliance with the policy and report the evaluation to the Board of Directors, periodically; and auditing to ensure that the Company has suitable and effective risk management system.

12. Relationship of Investors

12.1 The Company has established "Investor Relation" responsible by the Chief Financial Officer to be the center for communicating with shareholders, analysts, and government authorities. The Investor Relation is responsible for preparing and disclosing of material information of the Company, both financial and non-financial information, as well as clarifying news and information relating to the development of the Company, correctly and completely. In this regard, the disclosure of information must be sufficient, timely, and thoroughly in accordance with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

12.2 "Investor Relation" personnel adheres to the disclosed code of conduct for investor relations as follows:

- Perform duties with integrity and in a professional manner;
- Disclose sufficient information by considering benefit, rights, and fair treatment of both shareholders and stakeholders;
- Ensure that all relevant stakeholders are able to access and inquire for necessary information;
- Keep the Company's information confidential and not exploiting any inside information which have not been disclosed to public whether for themselves or others;

- Regularly study for knowledge to improve work efficiency;
- Not meeting with investors or analysts for 14 calendar days before the announcement of the operation result date; and
- Executives and Investor Relation Personnel are prohibited to trade the Company's stock 14 calendar days before the operation result announcement date until 1 calendar day after the announcement.

13. Disclosure and Transparency

13.1 The Board of Directors shall be responsible to ensure that the Company discloses various information of its businesses in accordance with the law and regulation of various authorities who supervise the Company's business. The information to be disclosed must be screened by the responsible party to be complete, accurate and sufficient in order to allow investors to make decision. In addition, the disclosure shall: be approved from an authorized person of the Company; not reveal any confidential information of the Company, customer and business partner to unrelated third parties unless permitted or required by law; not be exaggerated causing material misleading; and be timely and thoroughly.

13.2 The Company Annual Report: The Board of Directors shall be responsible to ensure that the disclosure of information in the Company Annual Report is complete in accordance with Form 56-2, including the disclosure of Annual Registration Statement (Form 56-1) as prescribed by the Capital Market Supervisory Board and the Office of the Securities and Exchange Commission.

13.3 Disclosure Channel: Other than the Stock Exchange information notification, the Company also discloses information as prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand on the Company's website, www.becworld.com, including other news so that the shareholders and investors can use and make informed decisions. In this regard, as the aforesaid information is the direct information from the Company, the disclosed information is therefore sufficient, reliable, not misleading, and timely. The information disclosed on the website is in both Thai and English language and includes the information of the past 3-5 years.

14. Anti-Corruption

The Company has held anti-corruption as important principle in conducting its business. The Company shall not support the business, group of people, or the people who participate or knowingly allow the

seeking of undeserved benefits, whether directly or indirectly, from wrongfully exercising authority. The Company also intends to cooperate and support the government and private sectors in this matter.

15. **Succession Plan for Senior Executive and Development of Directors and Executives**

The Board of Directors shall ensure that the Company have an appropriate system to select personnel who will be responsible for important executive position of the Company and the selection of senior executives will be in accordance with the recruitment process, where personnel from the Company Group and out of the Company Group shall be considered. Moreover, the Board of Directors shall also provide projects for developing directors and executives along with the succession plan.

16. **Inquiries or Complaints (Whistle Blower)**

The Internal Audit Office has been assigned by the Board of Directors to be responsible for receiving complaints regarding unethical behavior from stakeholders who wish to make complaints to the Board of Directors, directly. The Internal Audit Office shall regularly report to the Board of Directors. For complaints related to the normal business operations of the Company, stakeholders can file complaints through the Internal Audit Office. In such event, the information sources will be concealed during the investigation.

17. **Non-Violation of Human Right and Non-infringement of Intellectual Property Right or Copyright**

The Company has a clear policy not to violate or take any action which is a violation of human rights, including not to support intellectual property or copyright infringement in whatever form, whether directly or indirectly.

18. **Communication**

Human Resource Department will promote the Company's corporate governance policy and Code of Conduct to be generally known so that the Company's directors, executives, and employees at all levels will understand and strictly comply with the said corporate governance policy and Code of Conduct.

19. **Reviewing of the Policy**

In order to ensure that the Company's good corporate governance policy and Code of Conduct is in accordance with the laws, rules, and regulations of the authorities, and also in line with the regularly changing business development, the Nomination and Remuneration Committee is responsible for reviewing the said policy and Code of Conduct at least once a year.